



BREWTOPIA LIMITED
acn 099 912 044

**AN OFFER OF 3,000,000 FULLY PAID ORDINARY SHARES AT AN ISSUE PRICE
OF \$0.50 PER SHARE TO RAISE \$1,500,000.**

IMPORTANT INFORMATION

BREWTOPIA LIMITED

ACN	099 912 044
ABN	85 099 912 044
Address	106 Beattie Street, Balmain NSW 2041, Australia
Website	www.brewtopia.com.au

KEY DATES

This Prospectus is dated 7 December 2005 and will expire on 7 December 2006. No Shares will be issued or allotted on the basis of this Prospectus after 7 December 2006.

LODGEMENT

This Prospectus was lodged with ASIC on 8 December 2005. ASIC takes no responsibility for the contents of this Prospectus.

NOTE TO APPLICANTS

An investment in Shares should be considered speculative in nature. Before deciding to invest in the Shares offered for subscription under this Prospectus you should read the entire Prospectus, and in particular, consider the risk factors that could affect the financial performance of the Company. You should carefully consider these risks in light of your own personal circumstances (such as financial and taxation issues) and seek advice from your professional advisers before deciding whether or not to invest. This document is important and should be read in its entirety. No person is authorised to give any information (or to make any representation in connection with the Offer) that is not contained in this Prospectus. Any information not contained in this Prospectus may not be relied upon as having been authorised by the Company and its Directors. If you require an explanation of the contents of this Prospectus you should consult a qualified professional adviser.

DISCLOSURE DOCUMENT

Application has been/will be made for listing of the Company's securities offered by this disclosure document by the Stock Exchange of Newcastle Limited.

The fact that the Stock Exchange of Newcastle Limited may list the securities of the Company is not to be taken in any way as an indication of the merits of the Company or the listed securities.

The Stock Exchange of Newcastle Limited takes no responsibility for the contents of this document, makes no representations as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon any part of the contents of this document.

EXPOSURE PERIOD

The Corporations Act prohibits the Company from processing Applications in the seven-day period following the date of lodgement of this Prospectus with ASIC. This period may be extended by up to a further seven days. This is an exposure period to enable the Prospectus to be examined by market participants prior to the raising of funds. Any Applications received during the exposure period will not be processed until after the end of that period, and no preference will be given to Applications received during the exposure period.

DEFINITIONS AND INTERPRETATIONS

A number of defined terms and expressions are used in this Prospectus, these are explained in Section 8.9. The interpretation of this document is in part governed by Section 8.9.

PROSPECTUS AVAILABILITY

This Prospectus is available in electronic format on the internet at www.brewtopia.com.au. The Offer constituted by this Prospectus in electronic form is available only to persons receiving this Prospectus in electronic format in Australia.

Any person receiving this Prospectus electronically is entitled to request a paper copy of the Prospectus (and attached Application Form) from the Company free of charge by telephoning **1300 665 473** or emailing **BrewtopialPO@platinumcs.com.au** while the Offer remains open.

The Company will not accept Application Forms sent in any electronic format. Valid Applications can only be made by completing a paper copy of the Application Form and forwarding it to the Company in accordance with the instructions set out in Section 1.6.

The Application Form may only be distributed attached to a complete and unaltered copy of the Prospectus. The Corporations Act prohibits any person from passing on to another person the Application Form unless it is attached to a paper copy of the Prospectus or the complete and unaltered electronic copy of the Prospectus. The Company will not accept a completed Application Form if it has reason to believe that the Applicant has not received the complete paper copy or electronic copy of the Prospectus, or if it has reason to believe that the Application Form or electronic copy of the Prospectus has been altered or tampered with in any way.

While the Company believes that it is very unlikely that the file containing the Prospectus in electronic format will be tampered with or altered in any way during the Offer period, the Company cannot give any assurance that this will not occur. Any prospective investor who is in doubt concerning the validity or integrity of an electronic copy of the Prospectus should request a paper copy of the Prospectus directly from the Company.

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LETTER FROM THE CHAIRMAN

10 November 2005

Dear Prospective Investor

It is with great pleasure that I present to you the opportunity to invest in Brewtopia Limited ('the Company') on behalf of the Directors.

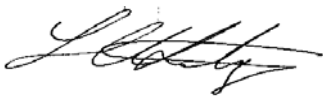
The minimum investment size is \$1,000 and I encourage you to read this Prospectus carefully before making your investment decision as it contains information about the Company and its plans.

The Company considers itself to be an innovative beverage supply and marketing company. It has created and launched its own branded beer – Blowfly Beer – and developed technology and processes that enable consumers to design a label to be applied to bottled beverages.

Since 2003 Brewtopia has been providing consumers with the opportunity to design a label, order and pay for small or large quantities, and arrange delivery of cases of beer with their designed labels attached, via the internet. Brewtopia is seeking to raise funds to further develop its business.

The Directors have great expectations for the future and look forward to welcoming you as a Shareholder in the Company.

Yours sincerely



Larry Hedges

Chairman and Managing Director
Brewtopia Limited

1. DETAILS OF THE OFFER

1.1 THE OFFER

The Company is offering for subscription a total of 3,000,000 Ordinary Shares at an Issue price of \$0.50 each, payable in full on Application, to raise \$1,500,000. All Ordinary Shares offered pursuant to this Prospectus will rank equally with Existing Shares. The rights attaching to Ordinary Shares are further described in Section 8.5.

1.2 PURPOSE OF THE OFFER

The purpose of the Offer is to raise equity capital to expand operations interstate, to commence wholly-owned subsidiaries in the UK and the USA, and to list the Company on the NSX. Funds raised under this Offer will be used to:

- acquire new plant and equipment
- upgrade existing plant and equipment
- establish the Brewtopia Membership Trust
- source new licensed distributors
- employ additional administrative and production personnel
- undertake marketing, advertising and promotional campaigns
- finance international establishment costs and fees
- reduce existing debt levels and finalise expenses of the Issue
- provide additional working capital.

Further details on the use of funds raised is set out in Section 1.3.



1.3 APPLICATION OF FUNDS RAISED

On completion of this Issue the Directors intend to utilise the funds raised as follows:

Grow Custom-Branded Beverages	Minimum	Maximum
Website Development — Auto Beer Builder	\$25,000	\$55,000
Marketing Activities	\$60,000	\$220,000
Custom-Brand Kiosks	-	\$25,000
International Licensing	-	\$50,000
	\$85,000	\$350,000
Relaunch Blowfly Beer		
Sales Agents	\$60,000	\$60,000
Retail Packaging	-	\$30,000
Marketing Initiatives	\$65,000	\$135,000
Brand Manager / Marketing Manager	\$45,000	\$90,000
Retail Display Units	\$25,000	\$50,000
Export Marketing	-	\$30,000
	\$195,000	\$395,000
Operations		
Warehouse / Logistics	\$50,000	\$135,000
Label Printing	\$15,000	\$30,000
Interstate Distribution Facilities	\$55,000	\$55,000
	\$120,000	\$220,000
Administration		
Balance Sheet Restructure	-	\$85,000
Brewtopia Membership Trust Contributions	\$100,000	\$100,000
Accounting / Finance	-	\$40,000
Working Capital	-	\$100,000
	\$100,000	\$325,000
Total Use of Funds	\$500,000	\$1,290,000

The above application of funds includes the establishment of the Brewtopia Membership Trust (BMT). The intention is to contribute \$0.50 on behalf of each member who has, and those that do in the future, purchase a case of Brewtopia beer. The Directors estimate an initial amount of \$100,000 will be deposited into the BMT. The BMT will be a unit trust to be administered by a Board of Trustees. The Board of Trustees will invest funds on behalf of unit holders into approved investments, which may include Shares in the Company. All unit holders will be issued with details of the BMT once it is established.

For Brewtopia Limited the Trust provides a means to engage and involve customers on an ongoing basis. The Directors believe that brand loyalty will be enhanced by the establishment of the Trust.

It is expected the Board of Trustees will consist of an appropriate balance of independent Directors and representatives of Brewtopia Limited. The Trust will be subject to annual external audit.

The object of the Trust is to reward customer loyalty. Funds contributed will be used to benefit members through activities such as special member-only events and offerings. The Trust is similar to a points-based rewards scheme but is to be fully funded. Further, funds received will be invested to generate additional returns for the benefit of members. The Trustees may also choose to distribute investment income generated to members. Investment rules will be prepared and monitored by the Board of Trustees.

Brewtopia Limited will initially contribute \$0.50 per case purchased to the Trust. The level of contribution is subject to review and any material change will be agreed between Brewtopia Limited and the Trustees. It is not envisaged that Brewtopia Limited will have any liability to pay any money to the Trust. Payments to the Trust will be at the absolute discretion of Brewtopia Limited. The level of contribution will be reviewed in line with current trading conditions and profitability. The proceeds from the proposed initial public offering include a contribution for sales up to date.

1.4 CAPITAL STRUCTURE

If the Offer is fully subscribed there will be a total of 4,800,845 Ordinary Shares on issue including 3,000,000 Ordinary Shares the subject of the Offer. Prior to the Offer there were 1,800,845 Ordinary Shares on issue. A listing of the Share distribution before and after the Offer is set out in Section 1.23.

1.5 WORKING CAPITAL ADEQUACY

The Directors are satisfied that upon completion of the Offer, based upon the Minimum Subscription being subscribed, the Company will have sufficient funds to carry out its stated objectives. Further funding, if required, may be sourced from further equity raisings or borrowings, but there is no guarantee that the Company will be successful in attracting any further funds on favourable terms, or at all.

1.6 APPLICATION

Applicants must apply for at least 2,000 Shares (\$1,000), and thereafter in multiples of 1,000 Shares (\$500).

Applications must be made on the Application Form attached to this Prospectus. The Application Form must be accompanied by payment of the Issue price of \$0.50 per Share. Payment must be made by cheque or draft in Australian dollars, drawn on an Australian deposit-taking institution, made payable to 'Brewtopia Limited Share Offer' and crossed 'Not Negotiable'.

No brokerage fees or stamp duty are payable by Applicants on the successful allotment of Shares.

Your Application Form and accompanying payment should be mailed after the Offer opens to:

Computershare Investor Services Pty Limited, GPO Box 7115, Sydney NSW 2001

Applications must be received on or before the Closing Date. Attention is drawn to the fact that the Company has reserved the right to close the Offer at any time before the Closing Date, or to extend the Closing Date, provided that the extended date is not later than the date that is 13 months after the date of this Prospectus. Applicants are advised to submit their Applications as early as possible.

An original, completed and lodged Application Form for Ordinary Shares together with a cheque for the Subscription Amount, constitutes a binding and irrevocable Offer to subscribe for the number of Ordinary Shares specified in the Application Form. The Application Form does not need to be signed to be valid. If the Application Form is not completed correctly, if the wrong Application Form is completed, or if the accompanying payment is for the wrong amount, it may still be treated by the Company as valid. The Directors' decision as to whether to treat that Application as valid and how to construe, amend or complete the Application Form is final, however, an Applicant will not be treated as having applied for more Ordinary Shares than is indicated by the amount of the cheque for the Subscription Amount.

1.7 INVESTMENT COST TABLE

Investment Cost	Number of Shares
Minimum investment	2,000
\$1,000	5,000
\$2,500	10,000
\$5,000	20,000
\$10,000	50,000
\$25,000	100,000
\$50,000	200,000
\$100,000	

1.8 ALLOTMENT OF SHARES

The allotment of Shares will proceed as soon as possible after the subscription list has closed. The Company reserves the right to allot the Shares in full, to decline any Application or to allot a lesser number of Shares than those for which an Application has been made. In the event that an Application is unsuccessful, or only partially successful, the Monies submitted with the Application, or relevant part thereof, will be refunded to the Applicant without interest.

It is the responsibility of Applicants to determine their allocation of Shares prior to trading in Shares. Applicants trading in Shares before they receive notification of the success or otherwise of their Application, do so at their own risk.

The Company will deal with all Monies received from Applicants in accordance with the provisions of Section 722 of the Corporations Act.

1.9 RIGHTS ATTACHING TO SHARES

All Shares to be issued under this Prospectus are fully paid Ordinary Shares. The rights and obligations attaching to the Shares are set out in detail in the Constitution. A summary of selected provisions of the Constitution is set out in Section 8.5. The Constitution is available for inspection, prospective Applicants should refer to Section 8.7 for further information.

1.10 HANDLING FEES

Where an Application is stamped with the stamp of a licensed securities dealer, and the Company accepts that Application in whole or in part, the Company may pay a handling fee to the relevant dealer equal to 3% of that portion of the funds submitted with the Application that are retained by the Company in payment for Shares.

1.11 SUBSCRIPTION AMOUNTS TO BE HELD IN TRUST

The Subscription Amounts for Ordinary Shares to be issued pursuant to the Offer will be held in a separate bank account on behalf of the Applicants until the Ordinary Shares are allotted. If the Minimum Subscription is not achieved within a period of four months from the date of this Prospectus, the Subscription Amounts will be refunded in full without interest and no Ordinary Shares will be allotted pursuant to this Prospectus.

1.12 RISKS

As with any Share investment there are risks associated with investing in the Company. The principal risks that could affect the financial and market performance and operations of the Company are detailed in Section 4. The Ordinary Shares on Offer under this Prospectus should be considered speculative. Accordingly, before deciding to invest in the Company, Applicants should read this Prospectus in its entirety, and should consider all factors in light of their individual circumstances and seek appropriate professional advice.

1.13 OVERSEAS SHAREHOLDERS

This Prospectus does not constitute an Offer or invitation in any place in which, or to any person to whom, it would not be lawful to make such an Offer or to extend such an invitation. No action has been taken to register this Prospectus or otherwise to permit a Public Offering of Ordinary Shares in any jurisdiction outside Australia. Residents of other jurisdictions wishing to subscribe for Ordinary Shares could consider doing so using Australian domiciled entities, including nominee companies affiliated with Australian broking firms. It is the responsibility of non-Australian resident investors to obtain all necessary approvals for the Issue to them of Ordinary Shares offered pursuant to this Prospectus.

1.14 DIVIDEND POLICY

The payment of dividends cannot be guaranteed and no assurance can be given that any dividend will ever be paid. However, the Directors desire to pay dividends to the Company's Shareholders and will do so if and when business conditions allow.

1.15 ASIC EXPOSURE PERIOD

In accordance with Chapter 6D of the Corporations Act, the Prospectus is subject to an exposure period of seven days from the date of lodgement with ASIC. The exposure period may be extended by ASIC by a further period of up to seven days. The purpose of the exposure period is to enable the Prospectus to be examined by market participants prior to the raising of any funds. The examination may result in the identification of deficiencies in the Prospectus. If deficiencies are detected, any Application that has been received may need to be dealt with in accordance with Section 724 of the Corporations Act. During the exposure period, the Prospectus may be viewed online at the Company's website or a hard copy of the Prospectus will be made available upon request to the Company. Applications received during the exposure period will not be processed until after expiration of the exposure period. No preference will be conferred on Applications received during the exposure period, and all such Applications will be treated as if they were simultaneously received on the Opening Date.

1.16 ENQUIRIES

This document is important and should be read in its entirety. Persons who are in any doubt as to the course of action to be followed should consult their stockbroker, solicitor, accountant or other professional adviser without delay. Questions relating to the Offer or to the completion of the Application Form may be directed to the Nominated Adviser, Platinum Consulting Solutions, on **1300 665 473** or email **BrewtopiaIPO@platinumcs.com.au**.

1.17 MINIMUM APPLICATION

Applications must be for a minimum of 2,000 Ordinary Shares costing \$1,000.

1.18 MINIMUM SUBSCRIPTION

The Minimum Subscription to the Issue is \$500,000. No allotment of Ordinary Shares will be made until the Minimum Subscription has been reached. It is expected that allotment of Ordinary Shares will take place in January 2006. If the Minimum Subscription is not reached within four months from the date of this Prospectus the Directors will not allot any Ordinary Shares and the Company will, within 14 days thereafter, repay all Application Monies received without interest.

1.19 MAXIMUM SUBSCRIPTION

The Maximum Subscription to the Issue is \$1,500,000.

1.20 OVERSUBSCRIPTIONS

The Company may accept oversubscriptions to the Issue of up to an additional \$500,000. In the event that oversubscriptions are accepted the additional funds raised will be used to increase working capital.

1.21 SHARE STRUCTURE AFTER SUBSCRIPTIONS

Minimum Subscription	
Total number of Shares previously issued	1,800,845
Shares issued under this Prospectus	1,000,000
Total number of Shares on issue following the Offer	2,800,845
Amount to be raised under the Offer	\$500,000
Market capitalisation at the Offer price	\$1,400,422
Maximum Subscription	
Total number of Shares previously issued	1,800,845
Shares issued under this Prospectus	3,000,000
Total number of Shares on issue following the Offer	4,800,845
Amount to be raised under the Offer	\$1,500,000
Market capitalisation at the Offer price	\$2,400,422

1.22 IMPORTANT DATES

Prospectus Date	7 December 2005
Opening Date	19 December 2005
Closing Date	23 January 2006
Transaction confirmation statements issued	27 January 2006
Commencement of quotation of Shares	31 January 2006

Some of the above dates are indicative only. The Company reserves the right to close the Offer at any time before the Closing Date, or to extend the Closing Date, provided that the extended date is not later than the date that is 13 months after the date of this Prospectus.

1.23 SHARE DISTRIBUTION

Prior to the Offer, Shares in the Company are held as follows:

Shareholder Name	Number of Shares
Kenneth Tweedale	33,098
David Shirley	66,196
Keith Morris	33,098
Tarek Shaikh	16,550
Paul Cripps	33,098
Laraine Bunt	33,098
Gifford Bunt	49,646
Leigh Bottrell	21,228
Phillip Kearns	21,228
Sterling Growth Pty Ltd	656,760
Anthony Moran	90,042
Greg Bunt	90,042
Palm Leaf Pty Ltd	656,761
Total	1,800,845

At the close of the Offer, Shares in Company will be held as follows:

Shareholder Name	Number of Shares
Kenneth Tweedale	33,098
David Shirley	66,196
Keith Morris	33,098
Tarek Shaikh	16,550
Paul Cripps	33,098
Laraine Bunt	33,098
Gifford Bunt	49,646
Leigh Bottrell	21,228
Phillip Kearns	21,228
Sterling Growth Pty Ltd	656,760
Anthony Moran	90,042
Greg Bunt	90,042
Palm Leaf Pty Ltd	656,761
Sub-total	1,800,845
Public Offer	3,000,000
Total	4,800,845

2. THE COMPANY

2.1 COMPANY BACKGROUND

Founded in 2002, Brewtopia Limited is currently an unlisted public Company. The Company's focus is the beverage industry.

Brewtopia believes it is challenging the traditional methods of marketing beer (and other beverages). In order to engage customers and to develop distribution channels that do not compete with the major players, Brewtopia developed the **Customised Beverage Model** (the ability for consumers to design a label via the internet, which is then applied to a filled beverage bottle). It provides individuals, organisations and companies with the ability to have custom-branded beer (or other bottled beverages) in their own fridge or at their function – from one case to hundreds. The ability to provide single cases is seen by the Directors to be a major competitive advantage, or at least to provide a point of differentiation from major beverage suppliers.

Brewtopia provides the public with the opportunity to join as a 'Brewtopia Member'. It has already built a database of more than 26,000 contacts in Australia and 46 other countries.

The process of designing a label, ordering the required quantities and arranging delivery is straightforward – a step-by-step guided process is accessed from the Brewtopia website. Most marketing is done utilising proven online and internet marketing techniques, coupled with traditional account management to the corporate and retail sectors, with all sales transacted entirely through the internet via the Brewtopia website. Brewtopia has also developed and launched its own beer – Blowfly Beer. Blowfly Beer is marketed directly to retail outlets and provides a good opportunity to demonstrate the quality of the final product.

The internally-designed custom-branding process has also provided access to the personal gift, corporate gift and event markets. Beverages with consumer-branded labels have been purchased for special occasions such as Father's Day, birthdays, and other commemorative days. Brewtopia has also offered for sale its own branded beer for Father's Day and Christmas.

To date the Company has penetrated only a very small percentage of the overall market – less than 1% of the Australian market. For reference, consumption of beer in the Australian market was an estimated 1.760 billion litres in 2004 (*Australian Bureau of Statistics: 4307.0.55.001 Apparent Consumption of Alcohol, Australia*). The Directors are of the view that additional financial resources will allow the implementation of plans to increase consumer awareness of the business's products and services, and as a result increase its share of the overall market.



The Company believes it has created a distinctive position for itself in the beverage supply market through the use of internet-based technology, appropriate outsourcing and its marketing approach. It is a beverage supplier but it has found what it considers to be an innovative way to enter the market and build market share.

2.2 MARKET SIZE AND OPPORTUNITIES

The beverage market is a multi-billion dollar market in Australia alone. The Company is also looking at international expansion opportunities, especially for the custom-branded beverage product.

The Company's innovative custom-branding offering provides access to the personal and corporate gift and event markets. Success has already been achieved with major corporations using custom-branded beverages in product promotions. Special occasions such as Father's Day, birthdays and commemorative days provide Brewtopia with excellent sales opportunities via a personalised gift that is fun to create and give.

Future growth will come through increasing the level of market awareness, and in turn market share, not only in beverages but also in any commodity product that can be digitally branded.

To date, the Company has penetrated only a very small percentage of the overall market – this has been a function of the limited financial resources available. Additional resources will provide the Company with greater opportunity to further build the business based on the successful model it has developed and invested in over the last two years.

2.3 IMPLEMENTATION STRATEGY

Sales and marketing activities supported by an increased ability to service demand are the cornerstones of the Brewtopia strategy. The following is a summary of key initiatives that are either already in the early stages of implementation, or ready for implementation.

Grow custom-branded beverages locally, regionally and internationally

Marketing initiatives will include:

- Refresh custom beverage website to streamline and secure order processing for beer, water, soft drinks and merchandise (t-shirts, apparel, etc.).
- Online and offline marketing initiatives such as search engine optimisation, viral/email marketing, use of catalogues, affiliate networks, event sponsorships and print/paid advertorials.
- Custom-brand kiosks for airports, bottle shops and pubs. (A mobile online kiosk where beer, soft drinks and t-shirts can be designed using standard templates and digital photography, and delivered within five days to anywhere in Australia.)
- Interest in licensing the underlying technology already exists in the UK and USA. Discussions will be continued with interested parties to explore possible revenue generating opportunities.

Relaunch Blowfly Beer into retail outlets nationally and for export

A broader market exists for Blowfly Beer both in Australia and internationally. To exploit these opportunities additional resources including the appointment of sales agents to concentrate on the retail sector, improved retail packaging and marketing initiatives are required. A full-time marketing manager has been identified as a key appointment to ensure existing international contacts are fully developed.

Strengthen operations and fulfilment departments

It is obvious that without the ability to deliver on increased demand the Company will not generate the expected profits. Considerable planning has been undertaken to identify key areas where improvements can be made to the product fulfilment process, for example, new printers that produce labels faster and to an even higher standard. With geographical expansion, additional warehouse facilities in Queensland and Victoria are also being identified. This is seen as critical to support the underlying principal of fast order fulfilment. Cash flow improvements have been identified through the implementation of a bonded warehouse facility close to the main production facility. And ultimately, additional human resources will be required to keep up with anticipated demand.

It is important that Shareholders understand that Brewtopia is determined to remain a nimble and dynamic business. The management team keeps a close watch on market trends and opportunities, and it has grown through its ability to make fast decisions and to lead the market rather than follow it – this characteristic will continue to set Brewtopia apart.

3. THE DIRECTORS

3.1 DIRECTORS

Each Director has committed to devote sufficient time to the Company to enable it to properly and effectively undertake its proposed activities. Each has considerable and diverse business and management expertise, gained through past experience either as a result of professional activities or through operating their own businesses as principals. It is the view of the Directors that they have adequate knowledge and experience to ensure that the Company can carry out its stated objectives.

The Directors of the Company in office as at the date of this Prospectus are:

Mr Liam Mulhall, CEO

Liam Mulhall is the Company founder and is responsible for overall strategy, corporate direction and business growth.

Liam completed a Bachelor of Business at the University of Western Sydney, and has been involved in start-up businesses since 1991. In 1994, Liam co-founded Mustangs Alley, an Australian importer of American sports and classic cars. The business was sold in 1996 and after a 12-month hiatus, Liam was recruited to establish the first channel and technical training partners for Cisco Systems. In this role, Liam was responsible for securing an Asia-wide channel implementation deal over three years worth in excess of \$US5 million. In 1999, Liam took on the role of establishing Red Hat Inc in south Asia. This later ran in parallel with the initialisation of Brewtopia, which he decided to move into on a full-time basis in 2002.



Lawrence (Larry) Hedges, Managing Director

Larry is responsible for strategic sales, product marketing and brewing contracts. He holds a Bachelor of Electrical Engineering degree.

Prior to moving into a sales career, Larry ran his own successful contracting firm in the UK with 15 employees. He later worked for blue chip technology companies in the UK before moving to Sydney in 1994 to take up the position of Regional Vice President of Storage/Security with Computer Associates. In this role Larry was responsible for a \$US50 million business stream and 20 staff. He has also been active as a speaker both in Australia and internationally.



Anthony Moxham, Operations Manager

Anthony manages the Company's back-end IT systems and works closely with CEO Liam Mulhall in the development and expansion of logistical infrastructure. Before joining Brewtopia, Anthony ran IT support teams and developed proprietary software and database applications for Noble Systems and Deep International. Anthony has been a keen follower of Brewtopia's progress since its inception, and actually purchased the second case of Blowfly Beer ever produced.

Mark Noonan, Business Development Manager

Mark joined Brewtopia in March 2005. He holds a Bachelor of Arts from the University of British Columbia (Canada) and a Diploma in Digital Multi-Media from the International Academy of Design. Mark has a broad experience in business development, prior to joining the team he worked with Ebox, Integra Tourism and Arnott's Campbell.

3.2 MANAGEMENT

In view of the present level of operations of the Company and its state of affairs, it has been determined that the activities of the Company will be managed day-to-day by the Executive Directors, namely Mr Liam Mulhall and Mr Larry Hedges.

3.3 CORPORATE GOVERNANCE

The primary responsibility of the Directors is to represent and advance the interests of Shareholders and to protect the interests of all stakeholders in the Company. To fulfil this role the Directors are responsible for determining the corporate governance policies and strategic direction of the Company, establishing corporate goals and monitoring the achievement of those goals. The responsibilities of the Directors include:

- Protection and enhancement of Shareholder value.
- Formulation, review and approval of the objectives and strategic direction of the Company.
- Approving all significant investment transactions.
- Monitoring the financial performance of the Company.
- Ensuring that internal controls and procedures exist, and monitoring compliance with same.
- Identifying significant risks to the Company and managing those risks.
- Establishing and maintaining appropriate ethical standards.

The Directors recognise the need for the Company to operate with the highest standards of behaviour and accountability and to comply strictly with any relevant laws.

3.4 DISCLOSURE

The Directors are committed to keeping the market fully informed of material developments to ensure compliance with the NSX Listing Rules and the Corporations Act. At each Board meeting specific consideration is to be given as to whether any matters should be disclosed under the Company's continuous disclosure policy.

3.5 COMMITTEES

In view of the present level of operations of the Company and its state of affairs, no audit or other committees of Directors have been established.

3.6 REMUNERATION OF DIRECTORS

In view of the size of the Company, the current Directors have resolved not to seek any remuneration for the first three years of their term in office. The Company may from time to time reimburse Directors for out-of-pocket expenses incurred by them in connection with the performance of their duties as Directors of the Company.

3.7 NUMBER OF DIRECTORS AND TENURE

The number of Directors must not be less than three and, unless otherwise determined by the Company in general meeting, no more than ten. At every Annual General Meeting of the Company, one-third of the Directors (excluding the Managing Director) must retire from office. Directors may be appointed or removed by resolution of the Company in general meeting. In addition, the Directors themselves may appoint additional Directors provided that any such Directors must retire from office at the next Annual General Meeting. Directors who retire at an Annual General Meeting may offer themselves for re-election.

3.8 QUALIFICATION SHARES

Under the provisions of the Constitution, a Director is not required to hold any securities in the Company in order to qualify them to hold office as a Director.

3.9 DIRECTORS' INTERESTS IN SECURITIES OF THE COMPANY

The interests of the Directors in the securities of the Company are as follows:

- Liam Mulhall 656,761 Shares
- Larry Hedges 656,760 Shares

3.10 OTHER INTERESTS OF DIRECTORS

Except as disclosed in this Prospectus, no Director (whether individually or in consequence of a Director's association with any company or firm or in any material contract entered into by the Company) has now, or has had, in the two-year period ending on the date of this Prospectus, any interest in:

- the formation or promotion of the Company; or
- property acquired or proposed to be acquired by the Company in connection with its formation or promotion or the Offer of the Shares; or
- the Offer of the Shares.

Except as disclosed in this Prospectus, no amounts of any kind (whether in cash, Shares, options or otherwise) have been paid or given or agreed to be paid or given to any Director or to any company or firm with which a Director is associated to induce him to become, or to qualify as, a Director, or otherwise for services rendered by him or any company or firm with which the Director is associated in connection with the formation or promotion of the Company or the Offer of the Shares.

3.11 SHARE TRADING

Directors, management and other employees as nominated will normally only be permitted to trade in securities during a four-week period commencing immediately after the announcement to the NSX of the half-yearly and annual results and after the conclusion of the Company's Annual General Meeting, provided that the person is not in possession of price sensitive information and the trading is not for short term or speculative gain. Any trading outside these periods can only be conducted with the prior written approval of the Chairman.

3.11.1 RELATED PARTY MATTERS

Directors and senior management will be required to advise the Chairman of any related party contract or potential contract. The Chairman will inform the Board and the reporting party will be required to remove himself/herself from all discussions and decisions involving the matter.

3.12 SHAREHOLDER RELATIONS

The Directors aim to ensure that the Shareholders are informed of all information necessary to assess the performance of the Company. Information on all major developments affecting the Company is to be communicated to the Shareholders through the Annual Report, the Annual General Meeting and other meetings called to obtain approval for Board action as appropriate. All Shareholders who are unable to attend these meetings will be encouraged to communicate issues or ask questions by writing to the Company.

4. INVESTOR INFORMATION

4.1 RISK FACTORS

The performance of the Company may vary significantly from the Directors' expectations. An investment in the Shares of the Company can be associated with several specific risks, some of which are set out in this Section.

4.2 PERSONNEL RISK

The Company is dependent on Messers Liam Mulhall and Larry Hedges. The loss of the services of either of these persons could have an adverse effect on the operations of the Company. It should be noted that each of these persons has a substantial indirect financial interest in the Company and has confirmed their strong intention to support the Company.

4.3 START-UP RISK

As the Company only commenced operations in 2002, an investment in the Shares may tend to be more speculative than an investment in a company with an established business.

4.4 SPECIFIC RISKS

All product supply, such as brewing, is contracted to a third party and the ongoing supply of product is a potential specific risk.

4.5 GENERAL RISKS

- Variations in legislation and government policy (including taxation and monetary policies and corporation laws) could materially affect the operating results of the Company.
- Any variation in short and long-term interest rates, exchange rates, commodity prices, the strength of the equity markets or the general economic climate (both in Australia and internationally) could materially affect the operating results of the Company.
- The value of investments acquired by the Company can fall, as well as rise, due to any number of circumstances that may be beyond the control of the Company (including market conditions) and such investments may not generate the returns or capital growth expected.



- As with any equity investment, substantial fluctuations in the value of the Shares may occur dependent on a range of factors, many of which are beyond the control of the Company.
- It may be difficult for an investment in the Company to be realised at short notice.
- The success of the Company may be affected by the ability of the Company to raise adequate debt or equity capital to meet its commitments in respect of its investment activities.
- There is no guarantee that an active market will develop in the Shares.
- The ability of the Company to pay dividends to its Shareholders will, in part, depend upon the ability of the Directors to make profits through the acquisition and realisation of investments. It is not possible to predict at what point in time profits will be generated or at what point in time the Company will generate sufficient earnings to cover its operating expenses.
- Once the existing investments held by the Company are developed and/or realised, its success and profitability will depend on the ability of the Directors to identify other opportunities to acquire investments and then realise such investments to generate profits for the Company. Any such investments may not generate the expected returns or capital growth.

The above list is not exhaustive and any person who is considering applying for Shares should read this Prospectus in full, and if they require any further information on potential risks, should seek further advice from a qualified professional adviser.

4.6 TAX ISSUES

There may be tax implications arising from the acquisition of Shares, the receipt of dividends (both franked and unfranked) and the disposal of Shares. All prospective investors should carefully consider these tax implications, and if uncertain as to the relevant taxation issues should obtain further advice from a qualified professional adviser. Tax liabilities are the responsibility of each individual investor and the Company will not be responsible for any tax or related penalties incurred by investors.

4.7 OTHER CONSIDERATIONS

Applicants are advised to read this Prospectus in full and consult a qualified professional adviser if they do not understand the contents or the terms of the Offer.

Prior to applying for Shares all prospective Applicants should consider whether the Shares to be issued are a suitable investment, and should be aware that there are risks associated with an investment in the Company. Some of these risks are summarised in Sections 4.1 to 4.5 above.

The Directors intend to use prudent management techniques to minimise the risks to Shareholders, but no assurance can be given by the Directors as to the likely success or otherwise of the activities of the Company.

5. FINANCIAL INFORMATION

FINANCIAL REPORT FOR THE YEAR ENDED 30 JUNE 2005

BREWTOPIA LIMITED ACN 099 912 044

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BREWTOPIA LIMITED ACN 099 912 044**DIRECTORS' REPORT**

Your Directors present their report on the Company for the financial year ended 30 June 2005. The names of the Directors in office at any time during or since the end of the year are:

- A P Moran
- L A Mulhall
- L Hedges
- G M Bunt

The Directors have been in office since the start of the financial year to the date of this report unless otherwise stated.

The loss of the Company for the financial year after providing for income tax amounted to \$86,661.

No significant changes in the Company's state of affairs occurred during the financial year.

The principal activities of the Company during the financial year were that of marketing and distribution of beer.

No significant change in the nature of these activities occurred during the year.

No matters or circumstances have arisen since the end of the financial year which significantly affected or may significantly affect the operations of the entity, the result of those operations, or the state of affairs of the entity in future financial years.

Likely developments in the operations of the entity and the expected results of those operations in future financial years have not been included in this report as the inclusion of such information is likely to result in unreasonable prejudice to the entity.

The Company's operations are not regulated by any significant environmental regulation under a law of the Commonwealth or of a State or Territory.

No dividends were paid during the year and no recommendation is made as to the dividends.

The Directors do not recommend the payment of a dividend.

No options over issued shares or interests in the Company were granted during or since the end of the financial year and there were no options outstanding at the date of this report.

No indemnities have been given or insurance premiums paid, during or since the end of the financial year, for any person who is or who has been an officer or auditor of the Company.

BREWTOPIA LIMITED ACN 099 912 044

DIRECTORS' REPORT

Auditor's Independence Declaration

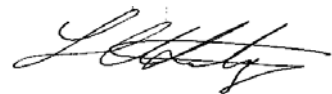
A copy of the Auditor's Independence Declaration as required under Section 307C of the Corporations Act 2001 is set out on page 25.

Signed in accordance with a resolution of the Board of Directors:

A handwritten signature in black ink, appearing to read 'Liam Mulhall'.

Liam Mulhall

Director

A handwritten signature in black ink, appearing to read 'Larry Hedges'.

Larry Hedges

Director

Dated this 8th day of November 2005.

AUDITOR'S INDEPENDENCE DECLARATION

Under Section 307C of the Corporations Act 2001

To the Directors of Brewtopia Limited

We declare that, to the best of our knowledge and belief, during the year ended 30 June 2005 there have been:

- (i) no contraventions of the auditor independence requirements as set out in the Corporations Act 2001 in relation to the audit; and
- (ii) no contraventions of any applicable code of professional conduct in relation to the audit.

Name of Firm: Allworths Chartered Accountants

Name of Partner:



Stephen N Armstrong FCA

Address: Level 9, 31 Market Street Sydney

Dated this 8th day of November 2005.

BREWTOPIA LIMITED ACN 099 912 044**STATEMENT OF FINANCIAL PERFORMANCE FOR THE YEAR ENDED 30 JUNE 2005**

	Note	2005 \$	2004 \$
CLASSIFICATION OF EXPENSES BY NATURE			
Revenues from ordinary activities	2	300,585.93	229,116.01
Raw materials and consumables used		(230,113.49)	(187,433.92)
Employee benefits expense		(23,333.70)	(5,542.50)
Depreciation and amortisation expenses		(14,212.40)	(1,031.00)
Other expenses from ordinary activities		<u>(119,587.24)</u>	<u>(108,758.32)</u>
Loss from ordinary activities before income tax expense	3	<u>(86,660.90)</u>	<u>(73,649.73)</u>
Income tax expense relating to ordinary activities		<u>-</u>	<u>-</u>
Net loss from ordinary activities after income tax expense attributable to members of the company	4	<u>(86,660.90)</u>	<u>(73,649.73)</u>
Total changes in equity other than those resulting from transactions with owners as owners		<u>(86,660.90)</u>	<u>(73,649.73)</u>

The accompanying Notes form part of these financial statements.

BREWTOPIA LIMITED ACN 099 912 044

STATEMENT OF FINANCIAL POSITION AS AT 30 JUNE 2005

	Note	2005 \$	2004 \$
CURRENT ASSETS			
Cash assets	5	44,719.70	8,691.57
Receivables	6	11,835.98	1,621.70
Inventories	7	5,070.40	4,955.52
TOTAL CURRENT ASSETS		61,626.08	15,268.79
NON-CURRENT ASSETS			
Property, plant and equipment	8	64,037.51	5,281.18
Intangible assets	9	4,535.09	-
TOTAL NON-CURRENT ASSETS		68,572.60	5,281.18
TOTAL ASSETS		130,198.68	20,549.97
CURRENT LIABILITIES			
Payables	10	94,257.62	9,709.56
Interest bearing liabilities	11	5,163.86	-
Provisions	12	2,199.00	-
Other liabilities	13	39,750.00	-
TOTAL CURRENT LIABILITIES		141,370.48	9,709.56
NON-CURRENT LIABILITIES			
Interest bearing liabilities	11	41,867.33	-
Other liabilities	13	22,781.36	-
TOTAL NON-CURRENT LIABILITIES		64,648.69	-
TOTAL LIABILITIES		206,019.17	9,709.56
NET ASSETS (LIABILITIES)		(75,820.49)	10,840.41
EQUITY			
Contributed equity	14	85,051.31	85,051.31
Accumulated losses	4	(160,871.80)	(74,210.90)
TOTAL EQUITY		(75,820.49)	10,840.41

The accompanying Notes form part of these financial statements.

BREWTOPIA LIMITED ACN 099 912 044**STATEMENT OF CASH FLOWS FOR THE YEAR ENDED 30 JUNE 2005**

	2005 \$	2004 \$
CASH FLOWS FROM OPERATING ACTIVITIES		
Receipts from customers	329,939.46	228,179.42
Interest received	182.19	280.98
Payment to suppliers and employees	(346,133.45)	(297,103.04)
Net cash provided by (used in) operating activities	16,011.80	(68,642.64)
CASH FLOWS FROM INVESTING ACTIVITIES		
Payment for plant and equipment	(69,945.33)	(6,312.18)
Payment for website development	(7,558.49)	-
Net cash provided by (used in) investing activities	(77,503.82)	(6,312.18)
CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds from issue for shares	-	85,000.00
Proceeds from borrowings	82,512.56	-
Repayment of borrowings	-	(2,582.76)
Proceeds from hire purchase	47,031.19	-
Net cash provided by (used in) financing activities	129,543.75	82,417.24
 Net increase (decrease) in cash held	 36,028.13	 7,462.42
Cash at beginning of financial year	8,691.57	1,229.15
Cash at end of year	44,719.70	8,691.57

The accompanying Notes form part of these financial statements.

BREWTOPIA LIMITED ACN 099 912 044

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2005

1 Statement of Significant Accounting Policies

The financial report is a general purpose financial report that has been prepared in accordance with applicable Australian Accounting Standards, Urgent Issues Group Consensus Views and other authoritative pronouncements of the Australian Accounting Standards Board and the Corporations Act 2001.

The financial report is for the entity Brewtopia Limited as an individual entity. Brewtopia Limited is a company limited by shares, incorporated and domiciled in Australia.

The financial report has been prepared on an accrual basis and is based on historical costs and does not take into account changing money values, or except where stated, current valuations of non-current assets. Cost is based on the fair values of the consideration given in exchange for assets.

The following is a summary of the material accounting policies adopted by the company in the preparation of the financial report. The accounting policies have been consistently applied, unless otherwise stated.

Going Concern

Notwithstanding the deficiency of net assets, the financial report has been prepared on a going concern basis as the Company has received guarantees of continued financial support from the Directors and such financial support will continue to be made available.

Inventories

Inventories are measured at the lower of cost and net realisable value. Costs are assigned on a first-in first-out basis and include direct materials, direct labour and an appropriate proportion of variable and fixed overhead expenses.

Property, Plant and Equipment

Each class of property, plant and equipment is carried at cost or fair value less, where applicable, any accumulated depreciation.

BREWTOPIA LIMITED ACN 099 912 044

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2005 (continued)

Plant and Equipment

Plant and equipment is measured on the cost basis.

The carrying amount of plant and equipment is reviewed annually by Directors to ensure it is not in excess of the recoverable amount from those assets. The recoverable amount is assessed on the basis of the expected net cash flows which will be received from the assets' employment and subsequent disposal. The expected net cash flows have not been discounted to present values in determining the recoverable amount.

Depreciation

The depreciable amount of all fixed assets including buildings and capitalised leased assets, but excluding freehold land, are depreciated on a straight-line basis over their estimated useful lives to the economic Company commencing from the time the asset is held ready for use. Properties held for investment purposes are not subject to a depreciation charge. Leasehold improvements are depreciated over the shorter of either the unexpired period of the lease or the estimated useful lives of the improvements.

Intangibles

Website development costs are valued in the accounts at cost of acquisition and are amortised over their estimated useful life.

Employee Benefits

Provision is made for the company's liability for employee benefits arising from services rendered by employees to balance date. Employee benefits expected to be settled within one year together with benefits arising from wages and salaries, annual leave and sick leave which will be settled after one year, have been measured at the amounts expected to be paid when the liability is settled plus related on-costs. Other employee benefits payable later than one year have been measured at the present value of the estimated future cash outflows to be made for those benefits.

Contributions are made by the Company to an employee superannuation fund and are charged as expenses when incurred.

BREWTOPIA LIMITED ACN 099 912 044**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2005 (continued)****Leases**

Leases of fixed assets, where substantially all the risks and benefits incidental to the ownership of the asset, but not the legal ownership, are transferred to the Company are classified as finance leases. Finance leases are capitalised, recording an asset and a liability equal to the present value of the minimum lease payments, including any guaranteed residual value. Leased assets are depreciated on a straight-line basis over their estimated useful lives where it is likely that the Company will obtain ownership of the asset, or over the term of the lease. Lease payments are allocated between the reduction of the lease liability and the lease interest expense for the period.

Lease payments under operating leases, where substantially all the risks and benefits remain with the lessor, are charged as expenses in the periods in which they are incurred.

Cash

For purposes of the Statement of Cash Flows, cash includes deposits at call with financial institutions and other highly liquid investments with maturity within less than three months which are readily convertible to cash on hand at the investor's opinion and are subject to an insignificant risk of changes in value, and borrowings which are integral to the cash management function and which are not subject to a term facility.

Revenue

Revenue from the sale of goods is recognised upon the delivery of goods to customers.

Interest revenue is recognised on a proportional basis taking into account the interest rates applicable to the financial assets.

All revenue is stated net of the amount of goods and services tax (GST).

Goods and Services Tax (GST)

Revenues, expenses and assets are recognised net of the amount of GST, except where the amount of GST incurred is not recoverable from the Australian Tax Office. In these circumstances, the GST is recognised as part of the cost of acquisition of the asset or as part of an item of the expense. Receivables and payables in the Statement of Financial Position are shown inclusive of GST.

BREWTOPIA LIMITED ACN 099 912 044**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2005 (continued)**

	2005 \$	2004 \$
2 Revenue		
Operating activities		
Sale of goods	300,403.74	228,835.03
Interest	182.19	280.98
	<u>300,585.93</u>	<u>229,116.01</u>
3 Loss from Ordinary Activities		
Loss from ordinary activities before income tax expense has been determined after:		
Expenses		
Depreciation of property, plant and equipment	11,189.00	1,031.00
Amortisation	3,023.40	-
Total expenses	<u>14,212.40</u>	<u>1,031.00</u>
4 Accumulated Losses		
Accumulated losses at the beginning of the financial year	(74,210.90)	(561.17)
Net loss attributable to members of the company	<u>(86,660.90)</u>	<u>(73,649.73)</u>
Accumulated losses at the end of the financial year	<u>(160,871.80)</u>	<u>(74,210.90)</u>
5 Cash Assets		
Cash on hand	51.31	51.31
Deposits	3,385.91	-
Cash at bank	<u>41,282.48</u>	<u>8,640.26</u>
	<u>44,719.70</u>	<u>8,691.57</u>
6 Receivables		
Current		
Sundry debtors	201.36	135.00
Trade debtors	<u>11,634.62</u>	<u>1,486.70</u>
	<u>11,835.98</u>	<u>1,621.70</u>

BREWTOPIA LIMITED ACN 099 912 044

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2005 (continued)

	2005 \$	2004 \$
7 Inventories		
Current		
Stock on hand	5,070.40	4,955.52
	<u>5,070.40</u>	<u>4,955.52</u>
8 Property, Plant and Equipment		
Plant and equipment	10,885.33	6,312.18
Less: Accumulated depreciation	(3,678.00)	(1,031.00)
	<u>7,207.33</u>	<u>5,281.18</u>
Motor vehicles	65,372.18	-
Less: Accumulated depreciation	(8,542.00)	-
	<u>56,830.18</u>	<u>-</u>
Total Plant and Equipment	<u>64,037.51</u>	<u>5,281.18</u>
Total Property, Plant and Equipment	<u>64,037.51</u>	<u>5,281.18</u>
9 Intangible Assets		
Website design costs	7,558.49	-
Less: Accumulated amortisation	(3,023.40)	-
	<u>4,535.09</u>	<u>-</u>
Total Intangible Assets	<u>4,535.09</u>	<u>-</u>
10 Payables		
Current		
Payroll liability	5,985.54	-
Trade creditors	7,016.22	5,297.00
Unsecured loans	62,392.44	2,661.24
GST refund	18,863.42	1,751.32
	<u>94,257.62</u>	<u>9,709.56</u>

BREWTOPIA LIMITED ACN 099 912 044**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2005 (continued)**

	2005 \$	2004 \$
11 Interest Bearing Liabilities		
Current		
Hire purchase liability	9,664.44	-
Less: Unexpired hire purchase liability	<u>(4,500.58)</u>	<u>-</u>
	<u>5,163.86</u>	<u>-</u>
Non-Current		
Hire purchase liability	46,330.86	-
Less: Unexpired hire purchase liability	<u>(4,463.53)</u>	<u>-</u>
	<u>41,867.33</u>	<u>-</u>
12 Provisions		
Current		
Provision for leave	<u>2,199.00</u>	<u>-</u>
	<u>2,199.00</u>	<u>-</u>
13 Other Liabilities		
Current		
Income in advance	<u>39,750.00</u>	<u>-</u>
	<u>39,750.00</u>	<u>-</u>
Non-Current		
Loans — unsecured	<u>22,781.36</u>	<u>-</u>
	<u>22,781.36</u>	<u>-</u>
14 Contributed Equity		
Paid Up Capital		
Issued capital	<u>85,051.31</u>	<u>85,051.31</u>
	<u>85,051.31</u>	<u>85,051.31</u>

BREWTOPIA LIMITED ACN 099 912 044**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2005 (continued)**

	2005 \$	2004 \$
15 Capital Leasing Commitments		
Hire Purchase Commitments		
Payable:		
Not later than one year	9,664.44	-
Later than one year but not later than two years	46,330.86	-
Minimum payments	55,995.30	-
Less future finance charges	8,964.11	-
Total hire purchase liability	47,031.19	-
Hire purchase of vehicles		
16 Contingent Liabilities		
Estimates of the potential financial effect of contingent liabilities that may become payable:		
The Directors have waived their rights to Management Fees in the year, until the successful listing on the Newcastle Stock Exchange. If the listing is successful the Directors will be allotted shares in the company at the listing value up to the amount of Management Fees waived in the year	241,200.00	82,500.00
	241,200.00	82,500.00
17 Events Subsequent to Reporting Date		
The Company is currently in the process of applying to the Newcastle Stock Exchange to raise capital to expand its business operations. The prospectus is expected to be released in November 2005.		
18 Segment Reporting		
The Company operates as a marketing and distribution entity for beer and beer-related merchandise only. All of the revenue from beer is derived within Australia, however the Company does have international members who are only able to purchase merchandise.		

BREWTOPIA LIMITED ACN 099 912 044**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2005 (continued)**

	2005 \$	2004 \$
19 Cash Flow Information		
Reconciliation of cash		
Cash at the end of the financial year as shown in the Statement of Cash Flows is reconciled to the related items in the Statement of Financial Position as follows:		
Cash on hand	51.31	51.31
Deposits	3,385.91	-
Cash at bank	41,282.48	8,640.26
	<u>44,719.70</u>	<u>8,691.57</u>
Reconciliation of net cash provided by operating activities to profit from ordinary activities after income tax		
Operating profit (loss) after income tax	(86,660.90)	(73,649.73)
Non-cash flows in profit from ordinary activities		
Amortisation	3,023.40	-
Depreciation	11,189.00	1,031.00
Changes in assets and liabilities, net of the effects of purchase and disposals of subsidiaries		
(Increase) Decrease in current inventories	(114.88)	(1,713.81)
(Increase) Decrease in current receivables	(10,214.28)	(655.61)
Increase (Decrease) in trade creditors	27,015.86	6,345.51
Increase (Decrease) in income in advance	39,750.00	-
Cash flows from operations	<u>(16,011.80)</u>	<u>(68,642.64)</u>

BREWTOPIA LIMITED ACN 099 912 044

DIRECTORS' DECLARATION

The Directors of the Company declare that:

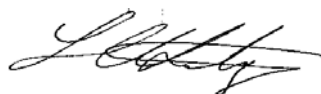
1. The Financial Statements and Notes, as set out on pages 23 to 36 present fairly the Company's financial position as at 30 June 2005 and its performance for the year ended on that date in accordance with Australian Accounting Standards and other mandatory professional reporting requirements;
2. In the Directors' opinion there are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable.

This declaration is made in accordance with a resolution of the Board of Directors.



Liam Mulhall

Director



Larry Hedges

Director

Dated this 8th day of November 2005.

INDEPENDENT AUDIT REPORT

To the Members of Brewtopia Limited ACN 099 912 044

Scope

The Financial Report and Directors' Responsibility

The financial report comprises the Statement of Financial Position, Statement of Financial Performance, Statement of Cash Flows, accompanying Notes to the financial statements, and the Directors' declaration for Brewtopia Limited, for the year ended 30 June 2005.

The Directors of the Company are responsible for the preparation and true and fair presentation of the financial report and have determined that the accounting policies used and described in Note 1 to the financial statements, which form part of the financial report, are consistent with the financial reporting requirement of the Company's constitution and are appropriate to meet the needs of members. This includes responsibility for the maintenance of adequate accounting records and internal controls that are designed to prevent and detect fraud and error, and for the accounting policies and accounting estimates inherent in the financial report.

The financial report has been prepared for distribution to members for the purpose of fulfilling the Directors' financial reporting requirements under the Company's constitution. We disclaim any assumption of responsibility for any reliance on this report or on the financial report to which it relates to any person other than the members, or for any purpose other than the members, or for any purpose other than that for which it was prepared.

Audit Approach

We conducted an independent audit in order to express an opinion to the members of the Company. Our audit was conducted in accordance with Australian Auditing Standards, in order to provide reasonable assurance as to whether the financial report is free of material misstatement. The nature of an audit is influenced by factors such as the use of professional judgement, selective testing, the inherent limitations of internal control, and the availability of persuasive rather than conclusive evidence. Therefore, an audit cannot guarantee that all material misstatements have been detected.

We performed procedures to assess whether in all material respects the financial report presents fairly, in accordance with the accounting policies as described in Note 1, so as to present a view which is consistent with our understanding of the Company's financial position, and of its performance as represented by the results of its operations and cash flows. These policies do not require the application of all Accounting Standards and other mandatory professional reporting requirements in Australia. No opinion is expressed as to whether the accounting policies used, and described in Note 1, are appropriate for the needs of the members.

We formed our audit opinion on the basis of these procedures, which included:

- Examining, on a test basis, information to provide evidence supporting the amounts and disclosures in the financial report, and
- Assessing the appropriateness of the accounting policies and disclosures used and the reasonableness of significant accounting estimates made by the Directors.

While we considered the effectiveness of management's internal controls over financial reporting when determining the nature and extent of our procedures, our audit was not designed to provide assurance on internal controls.

Independence

In conducting our audit, we followed applicable independence requirements of Australian professional ethical pronouncements.

INDEPENDENT AUDIT REPORT

TO THE MEMBERS OF BREWTOPIA LIMITED ACN 099 912 044

Audit Opinion

In our opinion, the financial report presents fairly in accordance with applicable Accounting Standards and other mandatory professional reporting requirements in Australia, the financial position of Brewtopia Limited as at 30 June 2005 and the results of its operations and its cash flows for the year then ended.

Name of Firm: Allworths Chartered Accountants

Name of Partner:



Stephen N Armstrong FCA

Address: Level 9, 31 Market Street Sydney

Dated this 8th day of November 2005.

FINANCIAL REPORT FOR THE YEAR ENDED 30 JUNE 2004

BREWTOPIA LIMITED ACN 099 912 044

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BREWTOPIA LIMITED ACN 099 912 044**DIRECTORS' REPORT**

Your Directors present their report on the Company for the financial year ended 30 June 2004. The names of the Directors in office at any time during or since the end of the year are:

- A P Moran
- L A Mulhall
- L Hedges
- G M Bunt
- J S Lerner

The Directors have been in office since the start of the financial year to the date of this report unless otherwise stated.

The loss of the Company for the financial year after providing for income tax amounted to \$73,650.

No significant changes in the Company's state of affairs occurred during the financial year.

The principal activities of the Company during the financial year were that of marketing and distribution of beer.

No significant change in the nature of these activities occurred during the year.

No matters or circumstances have arisen since the end of the financial year which significantly affected or may significantly affect the operations of the entity, the result of those operations, or the state of affairs of the entity in future financial years.

Likely developments in the operations of the entity and the expected results of those operations in future financial years have not been included in this report as the inclusion of such information is likely to result in unreasonable prejudice to the entity.

The Company's operations are not regulated by any significant environmental regulation under a law of the Commonwealth or of a State or Territory.

No dividends were paid during the year and no recommendation is made as to the dividends.

The Directors do not recommend the payment of a dividend.

No options over issued shares or interests in the Company were granted during or since the end of the financial year and there were no options outstanding at the date of this report.

No indemnities have been given or insurance premiums paid, during or since the end of the financial year, for any person who is or who has been an officer or auditor of the Company.

BREWTOPIA LIMITED ACN 099 912 044

DIRECTORS' REPORT

Auditor's Independence Declaration

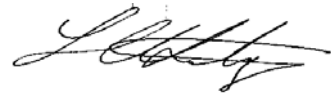
A copy of the Auditor's Independence Declaration as required under Section 307C of the Corporations Act 2001 is set out on page 43.

Signed in accordance with a resolution of the Board of Directors:

A handwritten signature in black ink, appearing to read 'Liam Mulhall'.

Liam Mulhall

Director

A handwritten signature in black ink, appearing to read 'Larry Hedges'.

Larry Hedges

Director

Dated this 8th day of November 2005.

AUDITOR'S INDEPENDENCE DECLARATION

Under Section 307C of the Corporations Act 2001

To the Directors of Brewtopia Limited

We declare that, to the best of our knowledge and belief, during the year ended 30 June 2004 there have been:

- (i) no contraventions of the auditor independence requirements as set out in the Corporations Act 2001 in relation to the audit; and
- (ii) no contraventions of any applicable code of professional conduct in relation to the audit.

Name of Firm: Allworths Chartered Accountants

Name of Partner:



Stephen N Armstrong FCA

Address: Sydney

Dated this 8th day of November 2005.

BREWTOPIA LIMITED ACN 099 912 044**STATEMENT OF FINANCIAL PERFORMANCE FOR THE YEAR ENDED 30 JUNE 2004**

	Note	2004 \$	2003 \$
CLASSIFICATION OF EXPENSES BY NATURE			
Revenues from ordinary activities	2	229,116.01	2,102.93
Raw materials and consumables used		(187,433.92)	(816.47)
Employee benefits expense		(5,542.50)	-
Depreciation and amortisation expenses		(1,031.00)	-
Borrowing costs expense		-	(0.54)
Other expenses from ordinary activities		<u>(108,758.32)</u>	<u>(1,847.09)</u>
Loss from ordinary activities before income tax expense	3	<u>(73,649.73)</u>	<u>(561.17)</u>
Income tax expense relating to ordinary activities		<u>-</u>	<u>-</u>
Net loss from ordinary activities after income tax expense attributable to members of the company	4	<u>(73,649.73)</u>	<u>(561.17)</u>
Total changes in equity other than those resulting from transactions with owners as owners		<u>(73,649.73)</u>	<u>(561.17)</u>

The accompanying Notes form part of these financial statements.

BREWTOPIA LIMITED ACN 099 912 044

STATEMENT OF FINANCIAL POSITION AS AT 30 JUNE 2004

	Note	2004 \$	2003 \$
CURRENT ASSETS			
Cash assets	5	8,691.57	1,229.15
Receivables	6	1,621.70	1,251.43
Inventories	7	4,955.52	3,241.71
TOTAL CURRENT ASSETS		15,268.79	5,722.29
NON-CURRENT ASSETS			
Property, plant and equipment	8	5,281.18	-
TOTAL NON-CURRENT ASSETS		5,281.18	-
TOTAL ASSETS		20,549.97	5,722.29
CURRENT LIABILITIES			
Payables	9	9,709.56	6,232.15
TOTAL CURRENT LIABILITIES		9,709.56	6,232.15
TOTAL LIABILITIES		9,709.56	6,232.15
NET ASSETS (LIABILITIES)		10,840.41	(509.86)
EQUITY			
Contributed equity	10	85,051.31	51.31
Accumulated losses	4	(74,210.90)	(561.17)
TOTAL EQUITY		10,840.41	(509.86)

The accompanying Notes form part of these financial statements.

BREWTOPIA LIMITED ACN 099 912 044**STATEMENT OF CASH FLOWS FOR THE YEAR ENDED 30 JUNE 2004**

	2004 \$	2003 \$
CASH FLOWS FROM OPERATING ACTIVITIES		
Receipts from customers	228,179.42	1,136.84
Interest received	280.98	-
Payment to suppliers and employees	(297,103.04)	(5,202.46)
Borrowing costs paid	-	(0.54)
Net cash provided by (used in) operating activities	(68,642.64)	(4,066.16)
CASH FLOWS FROM INVESTING ACTIVITIES		
Payment for plant and equipment	(6,312.18)	-
Net cash provided by (used in) investing activities	(6,312.18)	-
CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds from issue for shares	85,000.00	51.31
Proceeds from borrowings	-	5,244.00
Repayment of borrowings	(2,582.76)	-
Net cash provided by (used in) financing activities	82,417.24	5,295.31
Net increase (decrease) in cash held	7,462.42	1,229.15
Cash at beginning of financial year	1,229.15	-
Cash at end of year	8,691.57	1,229.15

The accompanying Notes form part of these financial statements.

BREWTOPIA LIMITED ACN 099 912 044

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2004

1 Statement of Significant Accounting Policies

The financial report is a general purpose financial report that has been prepared in accordance with applicable Australian Accounting Standards, Urgent Issues Group Consensus Views and other authoritative pronouncements of the Australian Accounting Standards Board and the Corporations Act 2001.

The financial report is for the entity Brewtopia Limited as an individual entity. Brewtopia Limited is a Company limited by shares, incorporated and domiciled in Australia.

The financial report has been prepared on an accrual basis and is based on historical costs and does not take into account changing money values, or except where stated, current valuations of non-current assets. Cost is based on the fair values of the consideration given in exchange for assets.

The following is a summary of the material accounting policies adopted by the company in the preparation of the financial report. The accounting policies have been consistently applied, unless otherwise stated.

Inventories

Inventories are measured at the lower of cost and net realisable value. Costs are assigned on a first-in first-out basis and include direct materials, direct labour and an appropriate proportion of variable and fixed overhead expenses.

Property, Plant and Equipment

Each class of property, plant and equipment is carried at cost or fair value less, where applicable, any accumulated depreciation.

Plant and Equipment

Plant and equipment is measured on the cost basis.

The carrying amount of plant and equipment is reviewed annually by Directors to ensure it is not in excess of the recoverable amount from those assets. The recoverable amount is assessed on the basis of the expected net cash flows which will be received from the assets' employment and subsequent disposal. The expected net cash flows have not been discounted to present values in determining the recoverable amount.

BREWTOPIA LIMITED ACN 099 912 044

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2004 (continued)

Depreciation

The depreciable amount of all fixed assets including buildings and capitalised leased assets, but excluding freehold land, are depreciated on a straight-line basis over their estimated useful lives to the economic Company commencing from the time the asset is held ready for use. Properties held for investment purposes are not subject to a depreciation charge. Leasehold improvements are depreciated over the shorter of either the unexpired period of the lease or the estimated useful lives of the improvements.

Cash

For purposes of the Statement of Cash Flows, cash includes deposits at call with financial institutions and other highly liquid investments with maturity within less than three months which are readily convertible to cash on hand at the investor's opinion and are subject to an insignificant risk of changes in value, and borrowings which are integral to the cash management function and which are not subject to a term facility.

Revenue

Revenue from the sale of goods is recognised upon the delivery of goods to customers.

Interest revenue is recognised on a proportional basis taking into account the interest rates applicable to the financial assets.

All revenue is stated net of the amount of goods and services tax (GST).

Goods and Services Tax (GST)

Revenues, expenses and assets are recognised net of the amount of GST, except where the amount of GST incurred is not recoverable from the Australian Tax Office. In these circumstances, the GST is recognised as part of the cost of acquisition of the asset or as part of an item of the expense. Receivables and payables in the Statement of Financial Position are shown inclusive of GST.

BREWTOPIA LIMITED ACN 099 912 044

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2004 (continued)

	2004 \$	2003 \$
2 Revenue		
Operating activities		
Sale of goods	228,835.03	2,102.93
Interest	280.98	-
	<u>229,116.01</u>	<u>2,102.93</u>
3 Loss from Ordinary Activities		
Loss from ordinary activities before income tax expense has been determined after:		
Expenses		
Depreciation of property, plant and equipment	1,031.00	-
Total expenses	<u>1,031.00</u>	<u>-</u>
4 Accumulated Losses		
(Accumulated losses) Retained profits at the beginning of the financial year	(561.17)	-
Net loss attributable to members of the company	(73,649.73)	(561.17)
Accumulated losses at the end of the financial year	<u>(74,210.90)</u>	<u>(561.17)</u>
5 Cash Assets		
Cash on hand	51.31	51.31
Cash at bank	8,640.26	1,177.84
	<u>8,691.57</u>	<u>1,229.15</u>
6 Receivables		
Current		
Sundry debtors	135.00	-
Trade debtors	1,486.70	966.09
GST receivable	-	285.34
	<u>1,621.70</u>	<u>1,251.43</u>

BREWTOPIA LIMITED ACN 099 912 044**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2004 (continued)**

	2004 \$	2003 \$
7 Inventories		
Current		
Stock on hand	4,955.52	3,241.71
	<u>4,955.52</u>	<u>3,241.71</u>
8 Property, Plant and Equipment		
Plant and equipment	6,312.18	-
Less: Accumulated depreciation	(1,031.00)	-
	<u>5,281.18</u>	<u>-</u>
Total Plant and Equipment	<u>5,281.18</u>	<u>-</u>
Total Property, Plant and Equipment	<u>5,281.18</u>	<u>-</u>
9 Payables		
Current		
Trade creditors	5,297.00	988.15
Unsecured loans related parties	2,661.24	5,244.00
GST payable	1,751.32	-
	<u>9,709.56</u>	<u>6,232.15</u>
10 Contributed Equity		
Paid Up Capital		
Issued capital	85,051.31	51.31
	<u>85,051.31</u>	<u>51.31</u>

BREWTOPIA LIMITED ACN 099 912 044**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2004 (continued)**

	2004 \$	2003 \$
11 Contingent Liabilities		
Estimates of the potential financial effect of contingent liabilities that may become payable:		
The Directors have waived their rights to Management Fees in the year, until the successful listing on the Newcastle Stock Exchange. If the listing is successful the Directors will be allotted shares in the Company at the listing value up to the amount of Management Fees waived in the year.	82,500.00	-
	<u>82,500.00</u>	<u>-</u>
12 Related Party Transactions		
Management Fees		
The expenses of the Company include Management Fees paid to Director and Shareholder related entities.	34,090.88	-
13 Segment Reporting		
The Company operates as a marketing and distribution entity for beer and beer-related merchandise only. All of the revenue from beer is derived within Australia, however the Company does have international members who are only able to purchase merchandise.		
14 Cash Flow Information		
Reconciliation of cash		
Cash at the end of the financial year as shown in the Statement of Cash Flows is reconciled to the related items in the Statement of Financial Position as follows:		
Cash on hand	51.31	51.31
Cash at bank	8,640.26	1,177.84
	<u>8,691.57</u>	<u>1,229.15</u>

BREWTOPIA LIMITED ACN 099 912 044**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2004 (continued)**

	2004 \$	2003 \$
Reconciliation of net cash provided by operating activities to profit from ordinary activities after income tax		
Operating profit (loss) after income tax	(73,649.73)	(561.17)
Non-cash flows in profit from ordinary activities:		
Depreciation	1,031.00	-
Changes in assets and liabilities, net of the effects of purchase and disposals of subsidiaries		
(Increase) Decrease in current inventories	(1,713.81)	(3,241.71)
(Increase) Decrease in current receivables	(655.61)	(966.09)
Increase (Decrease) in trade creditors	6,345.51	988.15
Increase (Decrease) in income in advance	-	(285.34)
Cash flows from operations	<u>(68,642.64)</u>	<u>(4,066.16)</u>

15 Company Details

The registered office of the Company is:

Brewtopia Limited
106 Beattie Street
Balmain NSW 2041

The principle place of business is:

106 Beattie Street
Balmain NSW 2041

The principle activities of the Company are that of marketing and distribution of beer.

BREWTOPIA LIMITED ACN 099 912 044

DIRECTORS' DECLARATION

The Directors of the Company declare that:

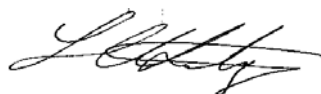
1. The Financial Statements and Notes, as set out on pages 41 to 52 present fairly the Company's financial position as at 30 June 2004 and its performance for the year ended on that date in accordance with Australian Accounting Standards and other mandatory professional reporting requirements;
2. In the Directors' opinion there are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable.

This declaration is made in accordance with a resolution of the Board of Directors.



Liam Mulhall

Director



Larry Hedges

Director

Dated this 8th day of November 2005.

INDEPENDENT AUDIT REPORT

To the Members of Brewtopia Limited ACN 099 912 044

Scope

The Financial Report and Directors' Responsibility

The financial report comprises the Statement of Financial Position, Statement of Financial Performance, Statement of Cash Flows, accompanying Notes to the financial statements, and the Directors' declaration for Brewtopia Limited, for the year ended 30 June 2004.

The Directors of the Company are responsible for the preparation and true and fair presentation of the financial report and have determined that the accounting policies used and described in Note 1 to the financial statements, which form part of the financial report, are consistent with the financial reporting requirement of the Company's constitution and are appropriate to meet the needs of members. This includes responsibility for the maintenance of adequate accounting records and internal controls that are designed to prevent and detect fraud and error, and for the accounting policies and accounting estimates inherent in the financial report.

The financial report has been prepared for distribution to members the purpose of fulfilling the Directors' financial reporting requirements under the Company's constitution. We disclaim any assumption of responsibility for any reliance on this report or on the financial report to which it relates to any person other than the members, or for any purpose other than that for which it was prepared.

Audit Approach

We conducted an independent audit in order to express an opinion to the members of the Company. Our audit was conducted in accordance with Australian Auditing Standards, in order to provide reasonable assurance as to whether the financial report is free of material misstatement. The nature of an audit is influenced by factors such as the use of professional judgement, selective testing, the inherent limitations of internal control, and the availability of persuasive rather than conclusive evidence. Therefore, an audit cannot guarantee that all material misstatements have been detected.

We performed procedures to assess whether in all material respects the financial report presents fairly, in accordance with the accounting policies as described in Note 1, so as to present a view which is consistent with our understanding of the Company's financial position, and of its performance as represented by the results of its operations and cash flows. These policies do not require the application of all Accounting Standards and other mandatory professional reporting requirements in Australia. No opinion is expressed as to whether the accounting policies used, and described in Note 1, are appropriate for the needs of the members.

We formed our audit opinion on the basis of these procedures, which included:

- Examining, on a test basis, information to provide evidence supporting the amounts and disclosures in the financial report, and
- Assessing the appropriateness of the accounting policies and disclosures used and the reasonableness of significant accounting estimates made by the Directors.

While we considered the effectiveness of management's internal controls over financial reporting when determining the nature and extent of our procedures, our audit was not designed to provide assurance on internal controls.

Independence

In conducting our audit, we followed applicable independence requirements of Australian professional ethical pronouncements.

INDEPENDENT AUDIT REPORT

TO THE MEMBERS OF BREWTOPIA LIMITED ACN 099 912 044

Audit Opinion

In our opinion, the financial report presents fairly in accordance with applicable Accounting Standards and other mandatory professional reporting requirements in Australia, the financial position of Brewtopia Limited as at 30 June 2004 and the results of its operations and its cash flows for the year then ended.

Name of Firm: Allworths Chartered Accountants

Name of Partner:



Stephen N Armstrong FCA

Address: Sydney

Dated this 8th day of November 2005.

6. INVESTIGATING ACCOUNTANT'S REPORT

To the Members of Brewtopia Limited ACN 099 912 044



6.1 INTRODUCTION

The Directors of Brewtopia Limited ('the Company') have requested that Platinum Consulting Solutions (PCS) report on the Statement of Financial Position of the Company as at 30 June 2005 and the Pro Forma Statement of Financial Position as at 31 October 2005.

This Report is for inclusion in a Prospectus ('the Prospectus') to be dated on or about 11 November 2005 relating to the issue of up to 3,000,000 fully paid Ordinary Shares at an Issue price of \$0.50 per share ('the Offer') to raise up to \$1,500,000. The Company reserves the right to accept oversubscriptions of up to a further 1,000,000 fully paid Ordinary Shares to raise an additional \$500,000.

The Offer has a Minimum Subscription of \$500,000 and is not underwritten.

We were requested by the Directors of the Company to include in this report, as Appendix C, the unaudited Statement of Financial Performance for the period ended 31 October 2005. This Appendix does not form a part of this report and we have not reviewed or audited the information contained in Appendix C. We have not expressed an opinion on the information contained therein.

6.2 SCOPE OF OUR REPORT

Report on historical information

The Company was incorporated in 2002 and Financial Statements have been prepared annually, since that date. Statements of Financial Position for the period to 30 June 2004 and 30 June 2005 have been audited and are included in the Prospectus. We have not audited the financial information provided to us as at 31 October 2005 and have relied upon the information provided to us by the Directors of the Company.

Report on pro forma information

We have conducted a review of the Pro Forma Statement of Financial Position of the Company as at 31 October 2005, as set out in Appendix A.



The purpose of the Pro Forma Statement of Financial Position is to show the financial effects on the Company as if the transactions outlined in Appendix B had taken place as at 31 October 2005.

We have reviewed the financial information in order to state whether anything has come to our attention that would indicate that the Pro Forma Statement of Financial Position contained therein is not presented fairly on the basis of the assumptions included in Note 5 of Appendix B and in accordance with the measurement requirements, but not the disclosure requirements, of applicable Accounting Standards and other mandatory professional reporting requirements.

Our review was conducted in accordance with Australian Auditing Standards applicable to review engagements and was limited primarily to enquiries and discussions with the Directors and personnel of the Company, reading of Directors' minutes and relevant contracts, analytical procedures applied to the financial data, performance of certain limited verification procedures and comparison for consistency in application of accounting standards and policies. The significant accounting policies of the Company are detailed in Appendix B.

These procedures do not provide all the evidence that would be required in an audit, thus the level of assurance provided is less than that given in an audit. As we have not performed an audit on the Pro Forma financial information of the Company as at 31 October 2005 as set out in Appendices A and B to this report, we do not express an audit opinion.

6.3 PRO FORMA FINANCIAL INFORMATION

Based on the scope of our review, which is not an audit, nothing has come to our attention which would require any modification to the Pro Forma Statement of Financial Position, as set out in Appendix A, in order for it to present fairly the financial position of the Company as at 31 October 2005, on the basis of the assumptions stated in Appendix B and in accordance with the measurement requirements, but not the disclosure requirements, of applicable Accounting Standards and other mandatory professional reporting requirements, had the transactions taken place on 31 October 2005.

6.4 SUBSEQUENT EVENTS

To the best of our knowledge and belief, and based on the work we have performed as described in Section 6.2 above, there have been no material transactions or events subsequent to 31 October 2005, other than those disclosed in this report, that would require a comment on, or adjustment to, the information referred to in our report or that would cause the information included in this report to be misleading.

6.5 DISCLOSURES

Platinum Consulting Solutions does not have any pecuniary interest that could reasonably be regarded as being capable of affecting its ability to give an unbiased opinion in this matter. Platinum Consulting Solutions will receive a fee for the preparation of this report.

The Directors have agreed to indemnify and hold harmless Platinum Consulting Solutions and its employees from any claims arising out of misstatement or omission in any material or information supplied by the Directors.

Consent for the inclusion of the Investigating Accountant's Report in this Prospectus in the form and context in which it appears has been given. At the date of this report this consent has not been withdrawn.

APPENDIX A – STATEMENT OF FINANCIAL POSITION

Set out below is the Statement of Financial Position of the Company as at 30 June 2005 and 31 October 2005 and the Pro Forma Statement of Financial Position of the Company as at 31 October 2005 on the basis of the assumptions contained in Appendix B. The significant accounting policies upon which the Statement of Financial Position and the Pro Forma Statement of Financial Position of the Company are based are contained in Appendix B.

	The Company 30 Jun 2005 \$	Unaudited The Company 31 Oct 2005 \$	Pro Forma 31 Oct 2005 \$
CURRENT ASSETS			
Cash	44,719.70	47,175.43	833,746.48
Inventories	5,070.40	26,521.57	26,521.57
Receivables	11,835.98	14,259.13	14,259.13
TOTAL CURRENT ASSETS	61,626.08	87,956.13	874,527.18
NON-CURRENT ASSETS			
Property, plant and equipment, etc.	68,572.60	99,580.18	499,580.18
TOTAL NON-CURRENT ASSETS	68,572.60	99,580.18	499,580.18
TOTAL ASSETS	130,198.68	187,536.31	1,374,107.36
CURRENT LIABILITIES			
Accounts payable	31,865.18	18,108.11	18,108.11
Other current liabilities incl. GST	47,112.86	45,963.23	45,963.23
TOTAL CURRENT LIABILITIES	78,978.04	67,071.34	67,071.34
NON-CURRENT LIABILITIES			
Interest bearing liabilities	41,867.33	48,891.40	48,891.40
Payables	81,173.80	81,503.47	-
TOTAL NON-CURRENT LIABILITIES	123,041.13	130,394.87	48,891.40
TOTAL LIABILITIES	202,019.17	197,466.21	115,962.74
NET ASSETS	(71,820.49)	(9,929.90)	1,490,070.10
EQUITY			
Paid up capital	85,051.31	85,051.31	1,485,051.31
Membership Trust	-	-	100,000.00
Accumulated losses	(156,871.80)	(94,981.21)	(94,981.21)
TOTAL EQUITY	(71,820.49)	(9,929.90)	1,490,070.10

The statement of Financial Position should be read in conjunction with the accompanying Notes detailed in Appendix B.

APPENDIX B – NOTES TO STATEMENTS OF FINANCIAL POSITION

1 Significant Accounting Policies

The significant accounting policies adopted by the Company are detailed as follows:

a. Basis of accounting

The Statements of Financial Position as at 31 October 2005 have been drawn up in accordance with the measurement requirements, but not the disclosure requirements, of applicable Accounting Standards and other mandatory professional requirements.

b. Trade and other receivables

Trade receivables are recognised and carried at original invoice amount less a provision for any uncollectible debts. An estimate for doubtful debts is made when collection of the full amount is no longer probable. Bad debts are written-off as incurred.

Receivables from related parties are recognised and carried at the nominal amount due. Interest is only taken up as income when received.

c. Recoverable amount

Non-current assets are not carried at an amount above their recoverable amount, and where carrying values exceed this recoverable amount, assets are written down. In determining recoverable amount, the expected cash flows have not been discounted to their present value.

d. Inventories

Inventories are measured at the lower of cost and net realisable value. The cost of inventories includes direct material, direct labour and an appropriate portion of variable and fixed overheads. Costs are assigned on the basis of weighted average costs, overheads are applied on the basis of normal operating capacity.

e. Property, plant and equipment

Cost and valuation

Property, plant and equipment are brought to account at cost, less where applicable, any accumulated depreciation or amortisation.

Depreciation

Depreciation is provided on a straight line or a reducing balance basis on property, plant and equipment.

f. Accounts payable and other payables

Liabilities for accounts payable and other amounts are carried at costs which is the fair value of the consideration to be paid in the future for goods and services received, whether or not billed to the consolidated entity.

g. Contributed equity

The contributed equity is recognised at the fair value of the consideration received by the Company.

Any transaction costs arising on the issue of ordinary fully-paid shares are recognised directly in equity as a reduction of the share proceeds.

h. Revenue recognition**Sale of goods and disposal of assets**

Revenue from the sale of goods is recognised upon the delivery of goods to the customers.

Rendering of a service

Revenue from the rendering of a service is recognised upon the delivery of the service to the customers.

i. Goods and Services Tax

Revenues, expenses and assets are recognised net of the amount of goods and services tax (GST), except:

- Where the amount of GST incurred is not recoverable from the taxation authority, it is recognised as part of the cost of acquisition of an asset or as part of an item of expense; or
- For receivables and payables which are recognised inclusive of GST.

The net amount of GST recoverable from, or payable to, the taxation authority is included as part of receivables or payables.

j. Impact of the adoption of International Accounting Standards (IAS)

There is no current impact of the adoption of IAS on the financial report of the Company.

k. Research and Development

All research and development costs incurred by the Company are expensed in the year in which they occur.

	The Company 30 Jun 2005	Unaudited The Company 31 Oct 2005	Pro Forma 31 Oct 2005
	\$	\$	\$
2 Cash Assets			
Cash	44,719.70	47,175.43	833,746.48
(Balance of funds raised have been allocated to Plant and Equipment \$400,000, Non-Current payables \$81,503.47, and Membership Trust \$100,000, as per the use of funds outlined.)			
3 Issued Capital	No of Shares		
Ordinary Capital			
Issued and paid up capital	1,800,845	85,051.31	1,585,051.31
Reconciliation			
Opening balance	1,800,845	85,051.31	85,051.31
Ordinary fully paid Shares issued to the Brewtopia Membership Trust (31 October 2005)	200,000	-	100,000.00
Ordinary fully paid Shares issued by the Company pursuant to this Prospectus	2,800,000	-	1,400,000.00
Closing Balance	4,800,845	-	1,585,051.31

Options on Issue

There are no options on issue or planned to be issued.

4 Related Party Disclosures

With the exception of the loans and the resulting issue of ordinary fully paid to Directors interests, we have not examined related party transactions as part of this Investigating Accountant's Report as these are disclosed elsewhere in this Prospectus.

5 Assumptions on which the Pro Forma Statement of Financial Position is based

Assuming that the Issue is fully subscribed, the funds available to the Company amount to:

Funds received	\$1,500,000
Less Costs of the Offer	\$150,000
Potential commissions payable	\$45,000
Funds available	\$1,305,000

It is the intention of the Directors to use these funds as set out in Section 1.3, as follows:

Grow Custom-Branded Beverages	Minimum	Maximum
Website Development — Auto Beer Builder	\$25,000	\$55,000
Marketing Activities	\$60,000	\$220,000
Custom-Brand Kiosks	-	\$25,000
International Licensing	-	\$50,000
	\$85,000	\$350,000
Relaunch Blowfly Beer		
Sales Agents	\$60,000	\$60,000
Retail Packaging	-	\$30,000
Marketing Initiatives	\$65,000	\$135,000
Brand Manager / Marketing Manager	\$45,000	\$90,000
Retail Display Units	\$25,000	\$50,000
Export Marketing	-	\$30,000
	\$195,000	\$395,000
Operations		
Warehouse / Logistics	\$50,000	\$135,000
Label Printing	\$15,000	\$30,000
Interstate Distribution Facilities	\$55,000	\$55,000
	\$120,000	\$220,000
Administration		
Balance Sheet Restructure	-	\$85,000
Brewtopia Membership Trust Contributions	\$100,000	\$100,000
Accounting / Finance	-	\$40,000
Working Capital	-	\$100,000
	\$100,000	\$325,000
Total Use of Funds	\$500,000	\$1,290,000

**APPENDIX C – STATEMENT OF FINANCIAL PERFORMANCE FOR THE PERIOD
ENDED 31 OCTOBER 2005**

	31 Oct 2005	30 Jun 2005
	4 months	12 months
	\$	\$
INCOME		
Sales	286,327	300,586
Less cost of goods sold	121,293	230,113
GROSS PROFIT	<u>165,034</u>	<u>70,473</u>
TOTAL EXPENSES	<u>99,144</u>	<u>153,133</u>
PROFIT FROM ORDINARY ACTIVITIES BEFORE INCOME TAX	65,890	(82,660)
Income tax expense	-	-
PROFIT FROM ORDINARY ACTIVITIES AFTER INCOME TAX	65,890	(82,660)
PROFIT FROM ORDINARY ACTIVITIES	65,890	(82,660)
(Accumulated losses brought forward)	<u>160,871</u>	<u>74,211</u>
(ACCUMULATED LOSSES)/RETAINED EARNINGS	<u>(94,981)</u>	<u>(156,871)</u>

7. THE STOCK EXCHANGE OF NEWCASTLE LIMITED (NSX)

7.1 INFORMATION ABOUT THE NSX

The Stock Exchange of Newcastle Limited was founded in 1937, incorporated in 1972 and reactivated as the NSX in 2000. It is one of only three operating stock exchanges in Australia, and is a publicly listed company with more than 80 shareholders and a national network of broker members, including:

- ABN Amro Morgans Limited
- Bell Potter Securities Limited
- Cameron Stockbrokers Limited
- Findlay & Co Stockbrokers
- Macquarie Equities Limited
- Martin Place Securities Pty Limited
- Pritchard & Partners Pty Limited
- Reynolds & Company Pty Limited
- Tonkin Scorer Menzies

The NSX is approved as a stock exchange under the Corporations Act and is a fully operational main board stock exchange regulated by ASIC. It uses a trading system known as NETS (Newcastle Electronic Trading System) which is licensed from the Australian Stock Exchange (ASX) and is operationally identical to the SEATS (Stock Exchange Automated Trading System) system used by the ASX. The NSX also uses the CHES clearing and settlement system to ensure seamless and straightforward processing of transactions.

Further information about the NSX can be obtained from its website, www.newsx.com.au.



7.2 NSX LISTING

Within seven days of the date on which this Prospectus is lodged with ASIC, the Company will make application to be admitted to the Official List of the NSX and for a quotation of the Shares for trading on the NSX market. If the application is approved, quotation will commence as soon as practicable after the allotment of the Shares to successful applicants.

If the Company is not admitted to the Official List of the NSX and the Shares are not granted quotation on the NSX market within four months after the date of this Prospectus, none of the Shares offered under this Prospectus will be allotted and all monies paid by Applicants hereunder will be refunded without interest within the time prescribed by the Corporations Act.

7.3 RESTRICTED SECURITIES

The NSX may, as a condition of admitting the Company to its Official List and granting quotation of the Shares, classify certain of the securities of the Company as Restricted Securities. If so, prior to quotation of the Shares being granted, the holders of any such Restricted Securities will be required to enter into restriction agreements. The terms of such agreements will be determined by the NSX in accordance with the Listing Rules of the NSX. Any such restriction agreements will prohibit the transfer of effective ownership or control of the securities subject to those restrictions for such a period as NSX may determine, unless the written consent of NSX is obtained prior to any such transfer of effective ownership or control.

7.4 CHESS AND ISSUER SPONSORED HOLDINGS

The Company will apply to be admitted to participate in CHESS. On admission to CHESS, the Company will operate an electronic issuer sponsored sub-register and an electronic CHESS sub-register. The two sub-registers combined will comprise the Register of Members that the Company is required to maintain pursuant to the provisions of the Corporations Act.

Transaction confirmation statements will be issued to all Shareholders setting out the number of Shares in respect of which the Shareholder has been allotted under this Prospectus. Those Shareholders who elect to hold Shares on the CHESS sub-register will receive an initial holding statement issued by the CHESS operator, ASX Settlement and Transfer Corporation Pty Limited (ACN 008 504 532), acting on behalf of the Company.

Following the distribution of transaction confirmation statements to Shareholders a holding statement will also be provided to a Shareholder at the end of any month during which the balance of Shares held by that Shareholder has increased or decreased.

7.5 NOMINATED ADVISER

The Listing Rules of the NSX require that an entity admitted to the Official List of the NSX appoint an adviser to assist the Company to comply with the Listing Rules. Platinum Consulting Solutions has agreed to act as the nominated adviser to the Company.

8. MISCELLANEOUS INFORMATION

8.1 TAXATION

The Company will be taxed in Australia as a public company.

8.2 LITIGATION/ADMINISTRATIVE ACTION

As at the date of this Prospectus, the Company is not party to any litigation or administrative action that could have a material adverse effect on the Company nor, to the knowledge of the Directors, has any such action been threatened.

8.3 CONSENTS

Each of the parties referred to in this Section 8.3:

- a. does not make, or purport to make, any statement in this Prospectus or on which a statement made in the Prospectus is based, other than as specified in this Section 8.3; and
- b. to the maximum extent permitted by law, expressly disclaims and takes no responsibility for any part of this Prospectus other than a reference to its name and a statement included in this Prospectus with the consent of that party as specified in this Section 8.3.

Investigating Accountant

Platinum Consulting Solutions has given its written consent to the inclusion in Section 6 of this Prospectus of its Investigating Accountant's Report and to all statements referring to that report in the form and context in which they appear, and has not withdrawn such consent before lodgement of this Prospectus with ASIC. Platinum Consulting Solutions is not responsible for any other part of the Prospectus and has not authorised or caused the issue of any other part of this Prospectus. Platinum Consulting Solutions has given, and as at the date hereof, has not withdrawn its written consent before lodgement of this Prospectus with ASIC, to be named in this Prospectus as the Investigating Accountant in the form and context in which it is named.



Auditor

Allworths Chartered Accountants has given, and as at the date hereof, has not withdrawn its written consent before lodgement of this Prospectus with ASIC, to be named in this Prospectus as the Auditor of the Company in the form and context in which it is named. Other than as referred to above, Allworths Chartered Accountants is not responsible for any part of the Prospectus and has not authorised or caused the issue of any part of this Prospectus.

Legal Adviser

Owen Hodge Lawyers has given, and as at the date hereof, has not withdrawn its written consent before lodgement of this Prospectus with ASIC, to be named in this Prospectus as the Legal Adviser to the Company in the form and context in which it is named. Owen Hodge Lawyers is not responsible for any part of the Prospectus and has not authorised or caused the issue of any part of this Prospectus.

Nominated Adviser

Platinum Consulting Solutions has given, and has not before lodgement of this Prospectus with ASIC withdrawn its consent to be named as the Nominated Adviser to the Company. Platinum Consulting Solutions does not make, or purport to make, any statement in this Prospectus or any statement on which a statement in this Prospectus is based. It has had no involvement in the preparation of this Prospectus (unless expressly stated to the contrary). It has not authorised or caused the issue of this Prospectus and to the maximum extent permitted by law, expressly disclaims and takes no responsibility for any part of this Prospectus, other than a reference to its name and a statement included in this Prospectus with its consent.

Share Registry

Computershare Investor Services Pty Limited has given and, as at the date hereof, has not withdrawn, its written consent to be named as Share Registrar in the form and context in which it is named.

Computershare Investor Services Pty Limited has had no involvement in the preparation of any part of the Prospectus other than being named as Share Registrar to the Company. Computershare Investor Services Pty Limited has not authorised or caused the issue of, and expressly disclaims and takes no responsibility for, any part of the Prospectus.

Copies of the consents to the issue of this Prospectus are available for inspection, without charge, at the registered office of the Company. See Section 8.7.

8.4 THIRD PARTY INTERESTS

Except as disclosed in this Prospectus, no expert, promoter or any other person named in this Prospectus as performing a function in a professional advisory or other capacity in connection with the preparation or distribution of the Prospectus, nor any firm in which any of those persons is, or was, a partner nor any company with which any of those persons is, or was, associated, has now, or has had in the two-year period ending on the date of this Prospectus, any interest in:

- the formation or promotion of the Company; or
- property acquired or proposed to be acquired by the Company in connection with its formation or promotion or the Offer under this Prospectus; or
- the Offer under this Prospectus.

Except as disclosed in this Prospectus, no amounts of any kind (whether in cash, Shares, options or otherwise) have been paid or given, or agreed to be paid or given, to any expert, promoter or any other person named in this Prospectus as performing a function in a professional advisory or other capacity in connection with the preparation or distribution of the Prospectus, or to any firm in which any of those persons is, or was, a partner or to any company in which any of those persons is, or was, associated with, for services rendered by that person in connection with the formation or promotion of the Company or the Offer under this Prospectus.

Investigating Accountant

Platinum Consulting Solutions has acted as Investigating Accountant to the Company in relation to the Offer and in that capacity has prepared the Investigating Accountant's Report that is included in this Prospectus. The Company has agreed to pay \$20,000 (plus applicable GST) for these services. Platinum Consulting Solutions has not received any other fees in the two years prior to the date of this Prospectus.

Legal Adviser

Owen Hodge Lawyers has acted as Legal Adviser to the Company and in that capacity has provided advice to the Company in connection with the Offer. The Company has agreed to pay approximately \$20,000 (plus applicable GST) for these services. Owen Hodge Lawyers has not received any other fees in the two years prior to the date of this Prospectus.

Nominated Adviser

Platinum Consulting Solutions has been appointed as Nominated Adviser to the Company. The Company has agreed to pay \$24,000 (plus applicable GST) for these services. Platinum Consulting Solutions has not received any other fees in the two years prior to the date of this Prospectus.

8.5 RIGHTS AND LIABILITIES ATTACHING TO SHARES AND OPTIONS

The following is a broad summary (not an exhaustive or definitive statement) of the provisions of the Constitution governing the rights and liabilities that attach to Shares.

General Meetings and Notices

Shareholders are entitled to receive notice of, and attend, general meetings of the Company and to receive all notices, accounts and other documents that the Company is required to send to members under the Constitution, the Corporations Act or the Listing Rules. Shareholders may requisition or convene a general meeting as permitted by the Corporations Act.

Voting Rights

Subject to restrictions on voting from time to time affecting any class of Shares in the capital of the Company, and any restrictions imposed by the Corporations Act or the Listing Rules, on a show of hands each Shareholder has one vote, and on a poll, each Shareholder has one vote for each Share held by the Shareholder. Voting rights attaching to Shares may be exercised in person or by proxy, attorney or corporate representative.

Dividends

Subject to the rights of or restrictions on holders of Shares created or raised under any special arrangements as to dividends, the Directors may from time to time determine to pay, and declare, a dividend, which shall be apportioned and paid among the Shareholders in proportion to the amounts paid up on the Shares held by them. No dividends are payable except out of profits.

Transfer of Shares

Subject to the Corporations Act, the Constitution and the Listing Rules, Shares are freely transferable.

Future Issues

Subject to the Corporations Act and the Listing Rules, the Directors may allot, issue, grant options over, or otherwise deal with the unissued Shares in the Company at the times and on the terms and conditions that the Directors think proper and Shares may be issued with preferential, deferred or special rights, privileges or conditions or restrictions including, but not limited to, restrictions in regards to dividends, voting or return of capital as the Directors may determine.

Variation of Rights

The rights and restrictions attaching to a class of Shares in the capital of the Company can only be altered with the consent in writing of Shareholders with at least 75% of the votes in the class, or by special resolution passed at a separate meeting of the holders of the Shares of that class.

Liability of Holders of Shares

Under the Constitution, holders of Shares are only liable to the Company to the extent of any unpaid amounts owing on their Shares. As the Shares in this Offer are fully paid, holders of Shares will have no further liability to the Company after payment of the issue price of each Share.

Winding Up

Subject to the rights and restrictions attached to any Shares in the Company, in a winding up of the Company, assets remaining after the repayment of liabilities shall be apportioned and paid among the Shareholders in proportion to the amounts paid up on the Shares held by them. A liquidator appointed to wind up the Company may, with the sanction of a special resolution of the members of the Company and subject to the Corporations Act, Listing Rules and any rights or Restrictions, attached to any Shares in the Company, distribute any assets of the Company in specie among the members and determine how the distribution is carried out.

To obtain a definitive understanding of all relevant provisions of the Constitution it is necessary to read the Constitution in full. The Constitution is available for inspection, see Section 8.7.

8.6 MATERIAL CONTRACTS

It is considered that the document described below is a contract that is material to the operations and affairs of the Company, which prospective investors and their advisers would reasonably expect to be disclosed in this Prospectus to enable an informed decision to be made regarding the Offer. The information supplied is only a summary of the terms of the contract and to gain a complete understanding of a particular contract it is necessary to read it.

Deeds of Access and Indemnity

Parties: Brewtopia Limited and each Director named in Section 3.1

Summary: The Company has undertaken, by the provisions of these deeds:

- To maintain a complete set of Board papers and to make such papers available to the Director for a period of seven years after a person has ceased to be a Director of the Company; and
- To indemnify each of the Directors in certain circumstances and to maintain insurance cover in favour of each of the Directors for a period of seven years after that person has ceased to be a Director of the Company.

8.7 INSPECTION OF DOCUMENTS

Copies of the following documents will be available for inspection without charge during normal business hours at the registered office of the Company for a period of 13 months after the date of this Prospectus:

- The Constitution
- The consents referred to in Section 8.3
- The material contracts referred to in Section 8.6

8.8 PRIVACY

If you submit an Application Form to the Company, the Company will receive personal information contained on the Application Form. The information collected will be used to assess and process your Application and to maintain registers that the Company is required to maintain under the Corporations Act. The Corporations Act provides that the registers of a Company must be open for inspection by members of the public and as such the information you provide may be able to be inspected by third parties.

In addition, the Company may disclose your personal information as permitted by the provisions of the Privacy Act 1988 of the Commonwealth of Australia. You may request access to your personal information that is held by the Company by contacting the Company. The contact details for the Company are set out in Section 10 of this Prospectus.

8.9 DEFINED TERMS

The following words used in this Prospectus have the meanings set out below unless the context otherwise requires:

Applicant	A person who submits an Application to the Company.
Application	An Application for Shares pursuant to this Prospectus.
Application Form	The Application Form attached to this Prospectus.
ASIC	Australian Securities and Investments Commission
ASX	Australian Stock Exchange Limited (ACN 008 624 691)
CHESS	Clearing House Electronic Sub-register System
Closing Date	The date set out in Section 1.22 as the Closing Date of the Offer, or such other date as is determined by the Directors subject to the Corporations Act.
Company	Brewtopia Australia Limited
Constitution	The Constitution of the Company (as amended).

Corporations Act	Corporations Act 2001
Directors	Directors of the Company.
NSX	The Stock Exchange of Newcastle Limited (ACN 000 902 063)
Offer	Offer of 3,000,000 Shares at an issue price of \$0.50 per Share payable in cash together with the right to accept oversubscriptions for up to 1,000,000 Shares at an issue price of \$0.50 per Share payable in cash that is made pursuant to the Prospectus.
Prospectus	This Prospectus.
Share Registry	Computershare Investor Services Pty Limited
Shareholders	Holders of Shares.
Shares	Fully paid Ordinary Shares in the capital of the Company.

Other terms used in this Prospectus, not defined above, have the meaning (if any) set out in the Corporations Act unless the context otherwise requires.

8.10 INTERPRETATION

In this Prospectus, unless the context otherwise requires:

- All monetary amounts are expressed in Australian dollars and references to cash are references to Australian dollars.
- A reference to a Section is a reference to a Section of this Prospectus.
- The singular includes the plural and vice versa and one gender includes all genders.
- A reference to a person includes a corporation, trust, partnership, joint venture, association, authority, state or government and vice versa.
- Where expression is defined in this Prospectus, it has the defined meaning throughout.

8.11 ROUNDING ERRORS

Values expressed as dollars in this Prospectus have been rounded up or down to the nearest whole dollar as appropriate. Values expressed as percentages in this Prospectus have been rounded to two decimal places. Minor calculation errors may have arisen from the rounding of values.

9. DIRECTORS' STATEMENT

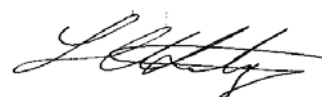
The Directors state that they have made all reasonable enquiries and on that basis have reasonable grounds to believe that any statements by the Directors in this Prospectus are not misleading or deceptive and that with respect to any other statements made in this Prospectus by persons other than Directors, the Directors have made reasonable enquiries and on that basis have reasonable grounds to believe that persons making those other statements were competent to make such statements and each of those persons have given their consent to the issue of this Prospectus and have not withdrawn that consent, before lodgement of this Prospectus with ASIC, or to the Directors' knowledge, before any issue of Shares pursuant to this Prospectus. The Prospectus is prepared on the basis that certain matters may be reasonably expected to be known to likely investors or their professional advisers.

Each Director has consented in writing to the lodgement of the Prospectus with ASIC and has not withdrawn that consent.

Signed for and on behalf of Brewtopia Limited on 20 October 2005.



Liam Mulhall
CEO



Larry Hedges
Chairman and Managing Director



10. CORPORATE DIRECTORY

Company	Brewtopia Limited ACN 099 912 044 ABN 85 099 912 044
Directors	Mr Liam Mulhall Mr Larry Hedges Mr Anthony Moran
Company secretary	Mr Greg Bunt
Registered office	106 Beattie Street, Balmain NSW 2041
Principal place of business	106 Beattie Street, Balmain NSW 2041
Mailing address	106 Beattie Street, Balmain NSW 2041
Nominated adviser	Platinum Consulting Solutions Level 12, 383 Kent Street, Sydney NSW 2000
Legal adviser	Owen Hodge Lawyers Suite 1705, Level 17, Australia Square, Sydney NSW 2000
Investigating accountant	Platinum Consulting Solutions Level 12, 383 Kent Street, Sydney NSW 2000
Auditor	Allworths Chartered Accountants Level 9, 31 Market Street, Sydney NSW 2000
Share registry	Computershare Investor Services Pty Limited, Level 3, 60 Carrington Street, Sydney NSW 2000



11. APPLICATION FORM

The Shares to which this Application Form relates are Brewtopia Limited ('the Company') Shares. Further details about the Shares are contained in the Prospectus dated 7 December 2005 issued by Brewtopia Limited. The Prospectus will expire on 7 December 2006. While the Prospectus is current, the Company will send paper copies of the Prospectus, any supplementary document and the Application Form, free of charge on request.

The Australian Securities and Investments Commission requires that a person who provides access to an electronic Application Form must provide access, by the same means and at the same time, to the relevant Prospectus. This Application Form is included in the Prospectus.

The Prospectus contains important information about investing in the Shares. You should read the Prospectus before applying for Shares.

CORRECT FORMS OF REGISTRABLE NAMES

Note that only legal entities are allowed to hold Shares. Applications must be in the name(s) of natural persons or companies. At least one full given name and the surname is required for each natural person. The name of the beneficiary or any other non-registrable name may be included by way of an account designation if completed exactly as described in the examples of correct forms below.

Type of Investor	Correct Form of Registration
Individual	Use all given names in full, not initials
Company	Use Company's name in full, not abbreviations
Joint Holdings	Use full and complete names
Trusts	Use the trustee/s' personal name/s
Deceased Estates	Use the executor/s' personal name/s
Minor/s (persons under the age of 18)	Use the name of a responsible adult with an appropriate designation
Partnerships	Use the partners' personal names
Clubs/Unincorporated Bodies/Business Names	Use office bearer/s' personal name/s
Superannuation Funds	Use the name of the trustee of the fund

COLLECTION OF SHAREHOLDER INFORMATION

Computershare Investor Services Pty Limited advises that once you become a holder of Shares in the Company, Chapter 2C of the Corporations Act 2001 requires information about you (including your name, address and details of the Shares you hold) to be included in the Company's public register. This information must continue to be included in the Company's public register if you cease to be a Shareholder. These statutory obligations are not altered by the Privacy Amendment (Private Sector) Act 2000. Information is collected to administer your shareholding and if some or all of the information is not collected then it might not be possible to administer your shareholding. Computershare Investor Services Pty Limited's privacy policy is available on its website (www.computershare.com.au).

HOW TO COMPLETE YOUR APPLICATION FORM

Please complete all relevant white sections of the Application Form in BLOCK LETTERS, using black or blue ink.

- A** Insert the number of Shares you wish to apply for. The Application must be for a minimum of 2,000 Shares and thereafter in multiples of 1,000. You may be issued all of the Shares applied for or a lesser number.
- B** Insert the relevant amount of Application Monies. To calculate your Application Monies, multiply the number of Shares applied for by the Issue price. Amounts should be in Australian dollars. Please make sure the amount of your cheque or bank draft equals this amount.
- C** Write the full name you wish to appear on the register of Shares. This must be either your own name or the name of a company. Up to three joint Applicants may register. You should refer to the table above for the correct registrable title.
- D** Enter your postal address for all correspondence. All communications to you from the Company and the Share Registry will be mailed to the person(s) and address as shown. For joint Applicants, only one address can be entered.
- E** If you are already a CHESS participant or sponsored by a CHESS participant, write your Holder Identification Number (HIN) here.
- F** Enter your Tax File Number (TFN) or exemption category. Business enterprises may alternatively quote their Australian Business Number (ABN). Where applicable, please enter the TFN or ABN for each joint Applicant. Collection of TFN(s) and ABN(s) is authorised by taxation laws. Quotation of TFN(s) and ABN(s) is not compulsory and will not affect your Application, however, if these are not provided, the Company will be required to deduct tax at the highest marginal rate of tax (including the Medicare Levy) from payments.
- G** Please enter your telephone number(s), area code and contact name in case we need to contact you in relation to your Application.
- H** Please complete cheque details as follows:
 - Make your cheque payable to 'Brewtopia Limited Share Offer' in Australian currency and cross it 'Not Negotiable'. Your cheque must be drawn on an Australian bank.
 - The amount should agree with the amount shown in Section B.
 - Sufficient cleared funds should be held in your account, as cheques returned unpaid are likely to result in your Application being rejected.

Pin
cheques
here
(do not
staple).



BREWTOPIA LIMITED

acn 099 912 044

Broker Code

Adviser Code

Public Offer Application Form

This is an Application Form for Shares in Brewtopia Limited under the Public Offer on the terms set out in the Prospectus dated 7 December 2005. You may apply for a minimum of 2,000 Shares and multiples of 1,000 thereafter. This Application Form and your cheque or bank draft must be received by **5.00pm (Sydney time) on 23 January 2006**.

If you are in doubt as to how to deal with this Application Form, please contact your accountant, lawyer, stockbroker or other professional adviser. The Prospectus contains information relevant to a decision to invest in Shares and you should read the entire Prospectus carefully before applying for Shares.

Number of Shares applied for

A , ,

(minimum 2,000, thereafter in multiples of 1,000 Shares)

Price per Share

at **\$A0.50**

Application Money

B \$A , , .

YOUR DETAILS

Surname/Company Name

C

Title

First Name

Middle Name

Joint Applicant #2

Surname/Company Name

Title

First Name

Middle Name

Designated account e.g. <Super Fund> (or Joint Applicant #3)

ADDRESS DETAILS

PO Box/RMB/Locked Bag/Care of (c/-) Property name/Building name (if applicable)

D

Unit Number/Level

Street Number

Street Name

Suburb/City or Town

State

Postcode

Email address (only for purpose of electronic communication of Shareholder information)

CHESS HIN (if you want to add this holding to a specific CHESS holder, write the number here)

E

The name or address on CHESS must exactly match the name you have given here on this Application Form.

TFN/ABN/EXEMPTION CODE

First Applicant

F

Joint Applicant #2

Joint Applicant #3

TFN/ABN type — if NOT an individual, please mark the appropriate box

☐

Company

☐

Partnership

☐

Trust

☐

Super Fund

DAYTIME TELEPHONE NUMBER

G ()

Contact Name

Cheques or bank drafts should be made payable to: 'Brewtopia Limited Share Offer' in Australian currency and crossed 'Not Negotiable'.

Cheques or bank draft number

H

BSB

Account Number

LODGE MENT I NSTRUCTIONS You must return your application so it is received before 5.00pm (Sydney time) on 23 January 2006 to:
Computershare Investor Services Pty Limited, GPO Box 7115, Sydney NSW 2001

BREWTOPIA LIMITED

acn 099 912 044

abn 85 099 912 044

address 106 Beattie Street, Balmain NSW 2041, Australia

website www.brewtopia.com.au