



BREWTOPIA LTD

ABN 85 009 912 044

NOTICE OF 2008 GENERAL MEETING

TIME: 10:00am

DATE: Monday 15th September 2008

PLACE: Whittens Lawyers and Consultants
Suite 9, Level 5, 137 – 139 Bathurst Street
Sydney NSW 2000

NOTE:

This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on (02) 9264 2216



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TIME AND PLACE OF MEETING AND HOW TO VOTE

VENUE

The General Meeting of the Shareholders to which this Notice of Meeting relates will be held at 10:00am (EST) on 15th September 2008 at:

Whittens Lawyers and Consultants
Suite 9, Level 5, 137 – 139 Bathurst Street
Sydney NSW 2000

YOUR VOTE IS IMPORTANT

The business of the General Meeting affects your shareholding and your vote is important.

VOTING IN PERSON

To vote in person, attend the General Meeting on the date and at the place set out above.

VOTING BY PROXY

To vote by proxy, please complete and sign the enclosed Proxy Form and return by:

a) Post to Whittens Lawyers and Consultants at Suite 9, Level 5, 137 – 139 Bathurst Street, Sydney NSW 2000.

b) Facsimile to the Company on facsimile number (02) 9283 1970

so that it is received not later than 5:00pm (EST) on Friday 12th September 2008.

Proxy Forms received later than this time will be invalid.



NOTICE OF GENERAL MEETING

Notice is given that the General Meeting of Shareholders will be held at 10:00am (EST) on 15th September 2008 at Whittens Lawyers and Consultants of Suite 9, Level 5, 137 – 139 Bathurst Street Sydney NSW 2000.

The Explanatory Statement to this Notice of Meeting provides additional information on matters to be considered at the General Meeting. The Explanatory Statement and the Proxy Form are part of this Notice of Meeting.

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the General Meeting are those who are registered Shareholders of the Company at Friday 12th September 2008. Terms and abbreviations used in this Notice of Meeting and Explanatory Statement are defined in the Glossary.



AGENDA

1. RESOLUTION 1 – PLACEMENT OF SHARES

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That, for the purpose of NSX Listing Rule 6.25 and for all other purposes, the placement of 556,924 ordinary shares at an issue price of \$0.35 per share as detailed in the accompanying explanatory memorandum, to Kinetic Securities Pty Ltd, is hereby ratified”

Voting Exclusion: The company will disregard any votes cast on this Resolution by any person who may participate in the proposed issue and a person who might obtain a benefit and accept a benefit solely in the capacity of a holder of ordinary securities, and any associates of those persons. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote in accordance with the directions on the Proxy Form or it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

2. RESOLUTION 2 – PLACEMENT OF SHARES TO KINETIC SECURITIES PTY LTD

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an ordinary resolution:

“That, subject to the passing of Resolution 1, for the purpose of NSX Listing Rule 6.25 and for all other purposes, approval is given for Directors to allot and issue 400,000 Shares at an issue price of \$0.35 per share to Institutional and Private Investors on the terms and conditions set out in the Explanatory Statement”.

Voting Exclusion: The company will disregard any votes cast on this Resolution by any person who may participate in the proposed issue and a person who might obtain a benefit and accept a benefit solely in the capacity of a holder of ordinary securities, and any associates of those persons. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote in accordance with the directions on the Proxy Form or it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

Dated: 12th August 2008

BY ORDER OF THE BARD

Andrew John Whitten

Company Secretary



EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the information of the Shareholders in connection with the business to be conducted at the General Meeting to be held at 10:00am (EST) on 15th September 2008 at Whittens Lawyers and Consultants of Suite 9, Level 5, 137 – 139 Bathurst Street, Sydney NSW 2000.

The purpose of this Explanatory Statement is to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions in the Notice of Meeting.

1. RESOLUTION 1 – PLACEMENT OF SHARES

1.1 General

As announced on 29th February 2008, the Company undertook a placement of 556,924 Shares at an issue price of \$0.35 per Share to raise up to \$194,923.40 in gross funds.

Resolution 1 seeks Shareholder's ratification for the allotment and previous issue of 556,924 Shares at an issue price of \$0.35 per Share (Share Placement).

None of the subscribers pursuant to this issue were related parties of the Company and no one subscriber has acquired more than 20% of the issued share capital of the Company.

1.2 NSX Listing Rule 6.25

NSX Listing Rule 6.25 provides that prior approval of the shareholders of a company is required for an issue of equity securities if the securities will, when aggregated with the securities issued by the company during the previous 12 months, exceed 15% of the number of securities on issue at the commencement of that 12 month period.

One circumstance where an issue is not taken into account in the calculation of the 15% threshold is where the issue is approved by shareholders or later ratified by shareholders. In this resolution ratification is sought so that the Share placement is not counted in the Director's ability to issue up to 15% of the capital of the company without the prior approval of shareholders at a general meeting.



RESOLUTION 2 – PLACEMENT OF SHARES TO INSTITUTIONAL AND PRIVATE INVESTORS -----

2.1 Background

The directors have decided to seek shareholder approval to raise more equity capital by the issue of up to 400,000 shares at \$0.35 to provide more working capital for the company in the future. For this reason the Directors are seeking shareholder approval for a share placement at \$0.35 per share to Institutional and Private Investors. At the date of this notice of Meeting no agreement has been entered into to effect this capital raising. The Directors are seeking shareholder approval for this transaction to occur and not be counted in the 15% maximum securities to be issued by the company in a 12 month period.

None of the subscribers pursuant to this issue will be related parties of the Company and no one subscriber will be permitted to acquire more than 20% of the issued share capital of the Company.

2.2 Technical Information required by NSX Listing Rules

Pursuant to and in accordance with NSX Listing Rule 6.25, the following information is provided in relation to the proposed Share Placement:

- a) The maximum number of Shares to be issued is 400,000.
- b) The shares will be issued no later than 3 months after the date of the Annual General Meeting (or such later date to the extent permitted by any NSX waiver or modification of the NSX Listing Rules) and it is intended that allotment will occur on the same date;
- c) The issue price will be \$0.35 Per Share;
- d) The Shares will be offered to investors identified by Kinetic Securities Pty Ltd. No Shares will be issued to any related parties or associates of the Company;
- e) The Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares; and
- f) The Company intends to use the funds raised from the Share Placement to review and progress the Company's existing projects and to seek new projects.

The effect of Resolution 1 will be to allow the Directors to issue the Shares pursuant to the Share Placement during the period of 3 months after the General Meeting (or a longer period, if allowed by NSX), without using the Company's 15% annual placement capacity.

2.3 General

Resolution 2 seeks Shareholder approval for the allotment and issue of up to 400,000 Shares.



The effect of Resolution 2 will be to allow the Directors to issue the Shares during the period of 3 months after the General Meeting without using the Company's 15% annual placement capacity.

ENQUIRIES:

Shareholders are requested to contact Andrew Whitten on (02) 9264 2216 if they have any queries in respect of the matters set out in these documents.



GLOSSARY

\$ means Australian dollars.

ASIC means Australian Securities and Investments Commission.

NSX means NSX Limited.

NSX Listing Rules means the Listing Rules of NSX.

Board means the current board of directors of the Company.

Business Day means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that NSX declares is not a business day.

Company means Brewtopia Limited.

Constitution means the Company's constitution.

Corporations Act means the Corporations Act 2001 (Cth).

Directors mean the current directors of the Company.

Explanatory Statement means the explanatory statement accompanying the Notice of Meeting.

General Meeting means the meeting convened by the Notice of Meeting.

Notice of Meeting or **Notice of General Meeting** means this notice of general meeting including the Explanatory Statement.

Resolutions means the resolutions set out in the Notice of Meeting, or any one of them, as the context requires.

Share means a fully paid ordinary share in the capital of the Company.

Shareholder means a holder of a Share.

EST means Eastern Standard Time as observed in Sydney, New South Wales.



BREWTOPIA LIMITED
ABN 85 099 912 044

Instructions for Completing 'Appointment of Proxy' Form

1. A member entitled to attend and vote at a General Meeting is entitled to appoint not more than two proxies to attend and vote on a poll on their behalf. The appointment of a second proxy must be done on a separate copy of the Proxy form. Where more than one proxy is appointed, such proxy must be allocated a proportion of the member's voting rights. If a member appoints two proxies and the appointment does not specify this proportion, each proxy may exercise half the votes. A duly appointed proxy need not be a member of the Company.
2. Where a member's holding is in one name the holder must sign. Where the holding is in more than one name, all members should sign.
3. Where a Proxy Form or form of appointment of corporate representative is lodged and is executed under a power of attorney, the power of attorney must be lodged in like manner as this Proxy Form.
4. Corporate members should comply with the execution requirements set out on the Proxy Form or otherwise with the provisions of Section 127 of the Corporations Act. Section 127 of the Corporations Act provides that a company may execute a document without using its common seal if the document is signed by:
 - 2 directors of the company
 - A director and a company secretary of the company; or
 - For a proprietary company that has a sole director who is also the sole company secretary – that director.

For the Company to rely on the assumptions set out in Section 129 (5) and (6) of the Corporations Act, a document must appear to have been executed in accordance with Section 127 (1) or (2). This effectively means that the status of the person signing the document or witnessing the affixing of the seal must be set out and conform to the requirements of Section 127 (1) or (2) as applicable. In particular, a person who witnesses the affixing of a common seal and who is the sole director and sole company secretary of the company must state that next to his or her signature.

5. Completion of a Proxy Form will not prevent individual members from attending the General Meeting in person if they wish. Where a member completes and lodges a valid Proxy Form and attends the General Meeting in person, then the proxy's authority to speak and vote for that member is suspended while the



member is present at the General Meeting.

6. To vote by Proxy, please complete and sign the enclosed Proxy form and return by

- a) Post to Whittens Lawyers and Consultants; Suite 9, Level 5, 137 – 139 Bathurst Street, Sydney NSW 2000.
- b) Facsimile to the Company on facsimile number on (02) 9283 1970

so that it is received not later than 5.00pm (EST) on Friday 12th September 2008.



FORM OF PROXY

The Secretary
Brewtopia Ltd
ABN 85 009 912 044

Street Address: Unit 3, 46 Buffalo Road, Gladesville NSW 2111
Postal Address: Unit 3, 46 Buffalo Road, Gladesville NSW 2111

I/We* (insert member(s) name(s)).....

of (insert address).....

Being a member / members* of Brewtopia Ltd hereto appoint:

(insert proxy's name).....

and/or* (insert proxy's name**).

As my/our* proxy/proxies* to vote on my/our* behalf at the Annual General Meeting of the Company to be held at Whittens Lawyers and Consultants at Suite 9, Level 5, 137 – 139 Bathurst Street Sydney NSW 2000 on Monday 15th September 2008 and at any adjournment of that meeting.

* Delete whichever is not applicable

** Insert the name of a second proxy only if you wish to appoint more than one proxy

VOTING INSTRUCTIONS

Should you wish to direct your proxy how to vote please insert ☒ in the appropriate box below. In the absence of a direction the proxy may vote at the proxy's discretion.

RESOLUTIONS	For	Against	Abstain
Resolution 1: Ratification of Placement of Shares			
Resolution 2: Placement of Shares to Institutional and Private Investors			

I/We* hereby authorise the Chairman of the directors of the Company for the time being to insert in this form the name/s* of a proxy/proxies* on my/our* behalf if I/we* have not already done so.

Signed this day of 2008

Signature(s) of member(s)