



BREWTOPIA LTD

ABN 85 009 912 044

NOTICE OF 2008 ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of Brewtopia Ltd ("the Company") will be held at the Office of Whittens Solicitors Suite 9, Level 5, 137 Bathurst Street NSW 2000 on Monday 24th November 2008 commencing at 10.00am. At the meeting the following resolutions will be put to members:

ORDINARY BUSINESS

Receipt of Annual Report, Financial Statements, Directors' and Audit Reports:

"To receive and consider the Annual Report, Financial Statements of the Company and its controlled entities, together with the Directors' Report and the Audit Report for the year ended 30 June 2008".

Note: This item of business is for discussion and is not for resolution.

Resolutions

1. Adoption of the Remuneration Report:

To consider and, if thought fit, pass the following resolutions as ordinary resolutions:

"That the Remuneration Report (which forms part of the Directors' Report) for the year ended 30 June 2008 be adopted".

Note: In accordance with section 250R of the Corporations Act, the vote on Resolution 1 will be advisory only and will not bind the Directors or the Company.

2. Re-election of Liam Mulhall as an Executive Director

To consider and if thought fit, pass the following resolution as an ordinary resolution:

"That Liam Mulhall, who retires by rotation in accordance with the Company's Constitution, and being eligible offers himself for re-election as a Director, be re-elected as an Executive Director".



Voting Entitlement:

For the purposes of determining voting entitlements at the Annual General Meeting, Shares will be taken to be held by the persons who are registered as holding the Shares at 7.00pm (AEST) on Sunday, 23rd November 2008 (the Entitlement Time). Accordingly, only those persons registered as holders of Shares at the Entitlement Time will be entitled to attend and vote at the Annual General Meeting.

Appointment of proxy

- i) A member entitled to attend and vote is entitled to appoint not more than two proxies;
- ii) Where more than one proxy is appointed, each proxy must be appointed to represent a specified proportion of the member's voting rights;
- iii) A proxy need not be a member of the Company; and
- iv) Forms of proxy must be lodged at the office of the Company Secretary or faxed to the Company on (02) 9283 1970 at least 48 hours prior to the meeting.

A form of proxy is attached.

By Order of the Board

Andrew Whitten
Company Secretary
20th October 2008



EXPLANATORY NOTES

Resolution 1 – Remuneration Report

The Remuneration Report commences on page 4 of the Company's 2008 Annual Report including the remuneration tables referred to in the report at page 5.

The vote on this proposed resolution is advisory only and will not bind the directors or the Company, however, the board will take the outcome of the vote into consideration when reviewing remuneration practices and policies.

The board recommends that shareholders pass the resolution to adopt the Remuneration Report.

Resolution 2 – Election of Director

Pursuant to the Company's constitution and the listing Rules of the NSX, One –third of the Board of Brewtopia Limited must retire by rotation. Mr. Liam Mulhall is due to retire and being eligible offers himself for re-election.

The board recommends that the shareholders resolve to re-elect Liam Mulhall .



FORM OF PROXY

Mr Andrew Whitten
Company Secretary
Brewtopia Ltd
ABN 85 009 912 044
Street Address:

Unit 3, 46 Buffalo Road, Gladesville NSW 2111
Fax: 9283 1970

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 the Office of Whittens Solicitors Suite 9, Level 5, 137 Bathurst Street NSW 2000 on Monday 24th November 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: To adopt the Remuneration Report			
Resolution 2: To re-elect Mr Liam Mulhall as a Director			

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)