



National Stock Exchange of Australia Limited

Company Announcements Office
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BY E-LODGE MENT

Company Announcement

26th August 2009

ACQUISITION OF AUSTRALIAN PREMIER FINANCE COMPANY PTY LIMITED

Brewtopia Limited (**BWL**) is pleased to announce that it has entered into a conditional, non binding Heads of Agreement (**Agreement**) to acquire 100% of the issued capital of Australian Premier Finance Company Limited (**APFCL**).

About APFCL

APFL is an Australian company incorporated in NSW. Its primary business is providing finance to selected clients of motor vehicle dealers and brokers in NSW and Queensland. The company has been operating since 1 August 2003. APFL has significant growth potential to expand both geographically and with additional lending services in the future.

Agreement Terms

The material terms of the Agreement are as follows:

- (a) BWL has agreed to acquire 100% of the fully paid ordinary shares in the capital of APFCL in consideration for allotting and issuing up to 50,961,538 fully paid ordinary shares in the capital of BWL to the shareholders of APFCL (**Shareholders**);
- (b) The acquisition of APFCL by BWL is subject to the satisfaction of a number of conditions precedent including the following key conditions:
 - (i) BWL and APFCL undertaking and completing due diligence investigations with each party being satisfied in their absolute unfettered discretion with such due diligence investigations.



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- (ii) BWL and APFCL obtaining such shareholder approvals or other regulatory approvals for the transaction contemplated by the Agreement and as may be required by their constitution, the Corporations Act, the NSX, ASIC or any other relevant regulatory body;
 - (iii) The resignation of all current BWL directors and the appointment of new directors as nominated by APFCL.
 - (iv) Completion occurring under the agreement entered into between BWL and Hills Labels Pty Ltd for the sale of the BWL business as announced to NSX today.
 - (v) The entering into of formal documents to the satisfaction of both parties.

Convertible Note

As part of the transaction Brewtopia will be undertaking a capital raising via the issue of 2,500,000 fully paid ordinary shares at \$0.04 per share pursuant to a convertible note. This is included in the pro-forma capital structure in Annexure A and will be subject to shareholder approval.

Proposed New Directors

It is proposed that upon the acquisition of 100% of APFCL, the current board of BWL will resign as directors of BWL and APFCL will appoint new Directors to the board of BWL. A further announcement will be made in relation to this in due course.

Pro-forma Capital Structure

A pro-forma capital structure of BWL following completion of the transaction is set out in Annexure A.

BWL Management Comment

The Board of Brewtopia is pleased and excited about the future direction of the company and believes the proposed transactions are in the best interest of shareholders.

APFCL Management Comment

The directors and management of APFL are pleased to explore this opportunity that can mutually benefit the shareholders of both companies.



Annexure A

Brewtopia Limited (BWL) Pro-Forma Capital Structure

Brewtopia Limited (BWL)

Issued Share capital

Existing fully Paid Ordinary Shares	8.23%	4,794,669
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Add:

APFC Vendor Shareholding

Issued Share Capital (To be Issued)	87.48%	<u>50,961,538</u>
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Issue of convertible note shares	4.29%	<u>2,500,000</u>
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**Total Securities on Issue at Completion
(fully diluted)**

58,256,207

For further information, please contact

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