



22nd October 2009

Dear Shareholder,

On behalf of the directors of Brewtopia Limited I am pleased to invite you to Brewtopia Limited's 2009 Annual General Meeting (AGM). Enclosed is the notice of meeting setting out the business of the AGM.

The AGM will be held on **Friday, 27 November 2009** at the Offices of Whittens Lawyers at **Suite 9, Level 5, 137-139 Bathurst Street, Sydney, New South Wales**, commencing at **10:00am (Sydney time)**. If you decide to attend the AGM, please bring this letter with you to facilitate registration and entry into the AGM.

Further details relating to the various resolutions proposed at the AGM are set out in the Explanatory Notes accompanying this notice of meeting. I urge all shareholders to carefully read this material before voting on the proposed resolutions.

If you are unable to attend the AGM, I encourage you to complete the enclosed Proxy Form. The Proxy form should be returned by mail or fax to the office of the Company Secretary 48 hours prior to the start of the Meeting.

Enclosed are your Notice of Annual General Meeting, Explanatory Memorandum and Proxy form.

I would like to take this opportunity to thank shareholders for their support of Brewtopia Limited and look forward to welcoming you to the AGM.

By order of the Board

Andrew Whitten
Company Secretary



Notice of Annual General Meeting

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 2009 Annual General Meeting of shareholders of Brewtopia Limited ABN 85 099 912 044 ("BREWTOPIA") will be held on **Friday, 27 November 2009** at the Offices of Whittens Lawyers at **Suite 9, Level 5, 137-139 Bathurst Street, Sydney, New South Wales**, commencing at **10:00am (Sydney time)**. to transact the following business:

AGENDA

Notice is hereby given that an Annual General Meeting of Shareholders will be held on 27 November 2009, 10:00am to consider and if thought fit to pass the following resolutions:-

ORDINARY BUSINESS

Financial Reports

To receive and consider the Financial Report, Director's Report and Auditor's Rep[ort of the Company for the year ended 30 June 2009.

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

Resolution 1: Remuneration Report

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

"That the Remuneration Report for the year ended 30 June 2009 is adopted."

Resolution 2: Re-election of Director

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

"That Mr Ian Bollen, who in accordance with the Company's Constitution, and being eligible offers himself for re-election as a Director, be re-elected as a Non-Executive Director".

By order of the Board

Andrew Whitten
Company Secretary
22nd October 2009



NOTES TO NOTICE OF MEETING

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 10:00am (Sydney Time) on Wednesday, 25th November 2009 (48 hours prior to AGM) (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

1. A member entitled to attend and vote is entitled to appoint not more than two proxies;
2. Where more than one proxy is appointed, each proxy must be appointed to represent a specified proportion of the member's voting rights;
3. A proxy need not be a member of the Company; and
4. To be valid forms of proxy must be lodged at the office of the Company Secretary by fax to (02) 9283 1970 no later than 10.00am (Sydney Time) on Wednesday, 25 November 2009 (48 hours prior to AGM).

EXPLANATORY NOTES

These explanatory notes have been prepared to assist shareholders to understand the business to be put to Shareholders at the Annual General Meeting.

Brewtopia's financial statements, reports and shareholder questions

The financial report, Directors' Report, Remuneration Report and Auditor's Report for Brewtopia for the year ended 30 June 2009 will be laid out before the meeting. There is no requirement for shareholders to approve those reports. However, the Chairman will allow a reasonable opportunity for shareholders to ask questions or make comments about those reports and the management of Brewtopia. Shareholders will also be given a reasonable opportunity to ask the auditor questions about the conduct of the audit and the preparation and content of the auditor's report.

Resolution 1: Adoption of the remuneration Report

Shareholders are required to vote on the remuneration report. The Remuneration Report is contained within the Director's Report of the Company's 2009 Annual Report. A summary table of requirements of Section 300A of the Corporations Act is also provided within the Remuneration Report. 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 unanimously recommends that shareholders pass the resolution to adopt the Remuneration Report.



Resolution 2-Re-Election of Ian Bollen

Resolution 2 relates to the re-election of a non executive director. In accordance with the Company's Constitution one-third of the directors must retire by rotation. Mr Bollen is due to retire by rotation and being eligible offers himself for re-election.

The remaining directors of Brewtopia Limited support the re-election of Mr Ian Bollen.