

BREWTOPIA LIMITED
ACN 099 912 044
PROXY FORM

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Company Secretary
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I/We _____

of _____

Being a member/members of **BREWTOPIA LIMITED**
hereby appoint:-

Of _____

Or in his/her absence, the Chairman of the Meeting as my/our general /special proxy to vote on my/our behalf at the Annual General Meeting of the Company to be held on 27th November 2009 or at any adjournment of that meeting.

Signature of Shareholder _____

Signed this _____ day of _____ 2009.

The Chairman proposes to vote undirected proxies in favour of resolutions 1 – 3

If you do **not** wish to direct your proxy how to vote, please place a mark in the box.

☐

By marking this box you acknowledge that the Chairman may exercise your proxy even if he has an interest in the outcome of the resolution and votes cast by him other than as proxy holder will be disregarded because of that interest.

Unless otherwise instructed the proxy will vote as he or she thinks fit, or abstain from voting. Should the member wish to direct the proxy how to vote, the following should be completed

Resolutions	<u>For</u>	<u>Against</u>	<u>Abstain</u>
1 Adoption of the Financial Report	☐	☐	☐
2 Adoption of the Remuneration Report	☐	☐	☐
3 To re-elect Mr Ian Bollen as an Executive Director	☐	☐	☐

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INSTRUCTIONS FOR COMPLETING PROXY FORM

1. A shareholder entitled to attend and vote at a Meeting is entitled to appoint not more than two proxies to attend and vote on their behalf. Where more than one proxy is appointed, such proxy must be allocated a proportion of the shareholder's voting rights. If the shareholder appoints two proxies and the appointment does not specify this proportion, each proxy may exercise half of the votes.
2. A duly appointed proxy need not be a shareholder of the Company. In the case of joint holders, all must sign.
3. Corporate shareholders 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 persons 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.

4. Completion of a Proxy Form will not prevent individual shareholders from attending the Meeting in person if they wish. Where a shareholder completes and lodges a valid Proxy Form and attends the Meeting in person, then the proxy's authority to speak and vote for that shareholder is suspended while the shareholder is present at the Meeting.
5. Where a Proxy Form or form of appointment of corporate representative is lodged and is executed under power of attorney, the power of attorney must be lodged in like manner as this proxy.