18 January 2010

The Manager
Company Announcements Office
National Stock Exchange of Australia
Level 2,
117 Scott Street
NEWCASTLE NSW 2300

Dear Sir

Re: Brewtopia Limited

Please find attached the following documents which have been lodged with Australia Post today:

1. Letter to Shareholders;

2. Notice of Meeting for meeting to be held 19 February 2010; and

3. Proxy Form

If you have any queries feel free to contact Mr Andrew Whitten, Company Secretary on (02) 9264 2216.

Yours faithfully
BREWTOPIA LIMITED

Andrew Whitten
Company Secretary

BREWTOPIA LTD
ABN 85 099 912 044
Unit 54 Hassall Street, Wetherill Park NSW 2164
Ph: +61 2 9808 2637 Fax:+61 2 8221 9515
www.brewtopia.com.au

Our Ref: AW:TC:60101

18 January 2010

Dear Shareholder,

Re: Brewtopia Limited

Please find attached the following documents:

1. Notice of Meeting for meeting to be held on 19 February 2010; and

2. Proxy Form. Please return the Proxy Form to the offices of Registries Limited.

These are important documents please read them carefully.

If you have any queries feel free to contact Mr Andrew Whitten, Company Secretary on (02) 9264 2216.

Yours faithfully
BREWTOPIA LIMITED

Andrew Whitten
Company Secretary

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BREWTOPIA LIMITED
(ACN 099 912 044)

NOTICE OF EXTRAORDINARY GENERAL MEETING

and

EXPLANATORY STATEMENT

DATE AND TIME OF MEETING

19 February 2010
at 10:00am

VENUE

Whittens Lawyers and Consultants
Suite 9, Level 5, 137-139 Bathurst Street
Sydney, New South Wales, Australia

These documents should be read in their entirety. If Shareholders are in any doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional advisor.

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that the Extraordinary General Meeting of the members of Brewtopia Limited ("**BWL**" or "**the Company**") will be held at Whittens Lawyers and Consultants, Suite 9, Level 5, 137-139 Bathurst Street, Sydney, NSW, Australia on 19 February 2010 at 10:00am.

The Explanatory Statement that accompanies and forms part of this Notice of Extraordinary General Meeting describes in more detail the matters to be considered.

BUSINESS

To consider and, if thought fit, to pass, with or without modification, the following resolutions:

1. Resolution 1: Disposal of Main Undertaking to Substantial Shareholder of Company

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

"That for the purposes of NSX Listing Rules 6.41 and 6.43 and for all other purposes, Shareholders approve the disposal of the Company's main undertaking, namely the business of the sale and distribution of customer branded beverages, to Hills Labels Pty Limited, which for the purposes of NSX Listing Rule 6.43 is a related party of an entity with a voting power of at least 10% of the voting securities of the issuer."

Voting Exclusion Statement – Resolution 1

The Company will disregard any votes cast on Resolution 1 by any person who is a party to the transaction and/or anyone who may obtain a benefit except a benefit solely in the capacity of a Shareholder and any of their associates. However the Company need not disregard a vote if:

- it is cast by a person as 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: Issue of 2009 Convertible Note to Non Related Parties

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

"That for the purposes of NSX Listing Rule 6.25 and for all other purposes, approval is given for the issue of the 2009 Convertible Notes at a deemed issue price of A$0.04 per note to non related parties of the Company on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion Statement – Resolution 2:

For the purposes of NSX Listing Rule 6.25, the Company will disregard any votes cast on Resolution 2 by any person who may participate in the proposed issue or who may obtain a benefit except a benefit solely in the capacity of a Shareholder and any of their associates, unless:

- it is cast by a person as 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.

3. Resolution 3: Issue of 2009 Convertible Note to Related Parties

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

"That for the purposes of section 208(1) of the Corporations Act, NSX Listing Rule 6.44 and 6.48 and for all other purposes, approval is given for the issue of the 2009 Convertible Note at a deemed issue price of A$0.04 per note to related parties of the Company on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion Statement – Resolution 3

For the purposes of the NSX Listing Rules and section 224 of the Corporations Act, the Company will disregard any votes cast on Resolution 3, by any person who may participate in the proposed issue or who may obtain a benefit except a benefit solely in the capacity of a Shareholder and any of their associates, unless:

- it is cast by a person as 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.

4. Resolution 4: Issue of Shares on Conversion of 2009 Convertible Note to Non Related Parties

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

"*That for the purposes of NSX Listing Rule 6.25 and for all other purposes, approval is given for the issue of up to 1,000,000 Shares at a deemed issue price of A$0.04 per share to non related parties of the Company on the conversion of the 2009 Convertible Note on the terms and conditions set out in the Explanatory Statement.*"

Voting Exclusion – Resolution 4

For the purposes of NSX Listing Rule 6.25, the Company will disregard any votes cast on Resolution 4 by any person who may participate in the proposed issue or who may obtain a benefit except a benefit solely in the capacity of a Shareholder and any of their associates. However, the Company need not disregard a vote if:

- it is cast by a person as 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.

5. Resolution 5: Issue of Shares on Conversion of 2009 Convertible Note to Related Parties

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

"*That for the purposes of NSX Listing Rule 6.44 and for all other purposes, approval is given for the issue up to 1,500,000 Shares at a deemed issue price of A$0.04 per share to related parties of the Company on the conversion of the 2009 Convertible Note on the terms and conditions set out in the Explanatory Statement.*"

> **Voting Exclusion – Resolution 5**
>
> For the purposes of NSX Listing Rule 6.44, the Company will disregard any votes cast on Resolution 5 by any person who may participate in the proposed issue or who may obtain a benefit except a benefit solely in the capacity of a Shareholder and any of their associates. However, the Company need not disregard a vote if:
>
> - it is cast by a person as 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.

6. Resolution 6: Change in Nature and Scale of Activities of the Company

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

"*That, subject to Resolutions 1 to 5 (inclusive) and Resolutions 7 to 12 (inclusive) being passed and in accordance with NSX Listing Rule 6.41 and for all other purposes, approval is given for the Company to make a significant change to the nature and scale of its activities as set out in the Explanatory Statement.*"

7. Resolution 7: Issue of Consideration Shares to Non Related APFC Vendors

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

"*That, subject to Resolutions 1 to 6 (inclusive) and Resolutions 8 to 12 (inclusive) being passed and in accordance with NSX Listing Rule 6.25 and for all other purposes, approval is given to the issue of 13,271,234 Consideration Shares to the non related APFC Vendors, as part consideration for the Company acquiring 100% of the issued capital of APFC, further details of which are contained in the Explanatory Statement.*"

> **Voting Exclusion Statement – Resolution 7**
>
> In accordance with the NSX Listing Rules, the Company will disregard any votes cast on Resolution 7 by:
>
> - a person who may participate in the proposed issue of securities and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the resolution is passed; and
> - an associate of that person.

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 a person chairing the meeting as a proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

8. Resolution 8: Issue of Consideration Shares to Related APFC Vendors

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

"*That, subject to Resolutions 1 to 7 (inclusive) and Resolutions 9 to 12 (inclusive) being passed and in accordance with NSX Listing Rule 6.44 and for all other purposes, approval is given to the issue of 37,690,304 Consideration Shares to the related APFC Vendors, as part consideration for the Company acquiring 100% of the issued capital of APFC, further details of which are contained in the Explanatory Statement.*"

Voting Exclusion Statement – Resolution 8

In accordance with the NSX Listing Rules, the Company will disregard any votes cast on Resolution 8 by:

- a person who may participate in the proposed issue of securities and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the resolution is passed; and
- an associate of that person.

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 a person chairing the meeting as a proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

9. Resolution 9: Election of Mr Wayne R Adsett

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 Resolutions 1 to 8 (inclusive) and Resolutions 10 to 12 (inclusive), Mr Wayne R Adsett, being eligible and having consented to act, be elected as a director of the Company on and from the date of settlement of the APFC Offer."

10. Resolution 10: Election of Mr Kenneth D Allen

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 Resolutions 1 to 9 (inclusive) and Resolutions 11 to 12 (inclusive), Mr Kenneth D Allen, being eligible and having consented to act, be elected as a director of the Company on and from the date of settlement of the APFC Offer."

11. Resolution 11: Election of Mr Mark Ellis

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 Resolutions 1 to 10 (inclusive) and Resolution 12, Mr Mark Ellis, being eligible and having consented to act, be elected as a director of the Company on and from the date of settlement of the APFC Offer."

12. Resolution 12: Change of Company Name

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

"*That subject to the passing of Resolutions 1 to 11 (inclusive) and in accordance with section 157(1) of the Corporations Act, and for all other purposes, the Company change its name from "Brewtopia Limited" to "Australian Premier Finance Holdings Limited"."*

PROXIES

1. A member entitled to attend and vote at a meeting of the Company is entitled to appoint not more than two proxies to attend and vote instead of the member. If two proxies are appointed, and a member does not specify the proportion or number of the member's votes each proxy may exercise, each proxy may exercise half the votes. A proxy need not be a member of the Company.

2. In order to vote on behalf of a company that is a Shareholder of the Company, a valid Power of Attorney in the name of the attendee, must be either lodged with the Company prior to the Meeting, or be presented at the Meeting before registering on the attendance register for the Meeting.

3. Forms to appoint proxies, and the Power of Attorney (if any) under which they are signed, must be lodged at the Registries Limited of Level 7, 207 Kent Street, Sydney NSW 2000 at GPO Box 3993 Sydney NSW 2001 or sent by facsimile to the Registries Limited on 61-2-9290 9655, not less than 48 hours before the time of the Meeting or resumption of the adjourned Meeting at which the person named in the instrument proposes to vote.

4. An instrument appointing a proxy:

   (a) shall be in writing under the hand of the appointor or of his attorney, or if the appointor is a corporation, either under seal or under the hand of a duly authorised officer or attorney;

   (b) may specify the manner in which the proxy is to vote in respect of a particular Resolution and, where an instrument of proxy so provides, the proxy is not entitled to vote on the Resolution except as specified in the instrument;

   (c) shall be deemed to confer authority to demand or join in demanding a poll; and

   (d) shall be in such form as the Directors determine and which complies with section 250A of the Corporations Act.

5. Proxies appointing the Chairman which do not specify the way in which the proxy is to vote on a particular resolution will be recorded as voting in favour of the Resolutions.

ATTENDANCE AND VOTING ELIGIBILITY

For the purpose of regulation 7.11.37 of the Corporations Regulations 2001, the Directors have determined that Shares held at 10:00am on 17 February 2010 will be taken, for the purposes of the Meeting, to be held by the persons who held them at that time.

ENQUIRIES

All enquiries in relation to the contents of the Notice of Extraordinary General Meeting or Explanatory Statement should be directed to the Company Secretary, Andrew Whitten.

BY ORDER OF THE BOARD

Andrew Whitten
Company Secretary

Dated: 22nd December 2009

EXPLANATORY STATEMENT

INTRODUCTION

This Explanatory Statement has been prepared for the information of Shareholders of Brewtopia Limited ("**the Company**") in connection with Resolutions 1 to 12 to be considered at the Extraordinary General Meeting of members to be held at Whittens Lawyers and Consultants, Suite 9, Level 5, 137-139 Bathurst Street, Sydney, NSW, Australia on 19 February 2010 at 10:00am.

This Explanatory Statement should be read in conjunction with the accompanying Notice of Extraordinary General Meeting. Please refer to Section 13 of this Explanatory Statement for a glossary of terms.

1. RESOLUTION 1: DISPOSAL OF MAIN UNDERTAKING TO SUBSTANTIAL SHAREHOLDER

1.1 Background to Resolution 1

As announced on 26 August 2009, the Company has entered into a conditional agreement to divest the Brewtopia business to Hills Labels Pty Limited ("**Hills Labels**"), a wholly owned subsidiary of AC Labels Pty Limited ("**AC Labels**") (**Contract for Sale of Business**). Under the Contract for Sale of Business the Company has agreed to dispose of its main undertaking, namely the business of the sale and distribution of customer branded beverages, to Hills Labels for a total cash consideration of A$10.00 plus the transfer of all existing assets and liabilities of the Company.

AC Labels (an associate of Hills Labels) is a substantial shareholder of the Company being a person with voting power of at least 10% of the Company. At present AC Labels holds 19.90% of the Company shares on issue.

The Contract for Sale of Business is conditional on this resolution being approved by the Shareholders of the Company. Shareholders' attention is drawn to the independent expert report by William Buck Corporate Advisory Services (NSW) Pty Limited ("**William Buck**") ("**the Divestment IER**") in relation to this transaction which is located in Annexure D of this Notice of Extraordinary General Meeting. The Board urges all Shareholders to carefully read and consider the Divestment IER in deciding how to vote on the Resolution. Refer to clause 1.8 of this Explanatory Statement for further details.

1.2 NSX Listing Rule Requirements

For the purposes of NSX Listing Rule 6.43, Hills Labels (by its association with AC Labels) is considered to be a substantial shareholder of the Company, being a person with voting power of at least 10% of the Company. Accordingly, Shareholder approval is required under NSX Listing Rule 6.43 for the disposal of the Company's business to Hills Labels.

As the business of the sale and distribution of customer branded beverages constitutes the Company's main undertaking, Shareholder approval is also required for the disposal of the business of the Company under NSX Listing Rule 6.41.

Accordingly, the Company is seeking Shareholder approval under Resolution 1 for the sale of the business of the Company for the purposes of NSX Listing Rules 6.43 and 6.41. Refer to clause 1.8 of this Explanatory Statement for further details.

1.3 Directors' interest in the Contract for Sale of Business

No Director has an interest in Hills Labels and will not receive any payment or benefit of any kind under the Contract for Sale of Business, other than as a Shareholder of the Company.

1.4 Use of Funds

There will be no funds raised from the sale of this undertaking.

1.5 Pro-Forma Balance Sheet

Set out in Annexure A is a pro-forma balance sheet of the Company at settlement date after completion of the sale of the business of the Company to Hills Labels and after the issue of the Australian Premier Finance Company Pty Limited ("**APFC**") Acquisition Shares (Resolutions 7 and 8).

1.6 Rationale for the Sale of Business

Following a review of the Company's current operations, financial position and the current economic environment, the Board believes that the Contract for Sale of Business is in the best interests of Shareholders. The Board believes that it is not in the best interests of shareholders to continue expending funds on the Brewtopia business considering the long term viability of the business in a public structure. For this reason the Board has decided to divest the business to Hills Labels in exchange for Hills Labels assuming all assets and liabilities of the business.

1.7 Directors' Recommendations

The Directors have a relevant interest in the securities of the Company as set out in the following table:

Director	Number of Shares	Holder	Interest
Mr Ian Bollen	50,000	Mr Ian Bollen	Self
Mr Larry Hedges	2,000	Mr Larry Hedges	Self
Mr Larry Hedges	670,890	Sterling Growth Pty Limited	Director
Mr Liam Mulhall	670,890	Palm Leaf Pty Limited	Director

Each Director intends to vote their Shares in favour of the Resolution. Based on the information available, all of the Directors consider that the proposed disposal of the Company's business to Hills Labels is in the best interests of the Company and recommend that the Shareholders vote in favour of the Resolution. The Directors have approved the proposal to put the Resolution to Shareholders.

1.8 Independent Expert Report

As the purchaser of the Company's business is a substantial holder of the Company for the purposes of NSX Listing Rule 6.43 (by way of holding greater than 10% of the voting securities in the Company), the Corporations Act provides that a report on the transaction by an independent expert must be provided to Shareholders ("**the Divestment IER**"). The Divestment IER provides an opinion as to whether the transaction is fair and reasonable to Shareholders.

The Board has appointed William Buck to produce the Divestment IER as an independent expert. The Divestment IER is enclosed with this Notice of Extraordinary General Meeting and can be found in Annexure D. William Buck has concluded that the sale of the business of the Company in accordance with the Contract for Sale of Business is fair and reasonable to the Shareholders.

The Board urges all Shareholders to carefully read and consider the Report in reaching a voting decision.

1.9 Professional Advice

If you have any doubt or do not understand this resolution it is recommended that you seek advice from an accountant, solicitor or other professional advisor.

2. RESOLUTION 2: ISSUE OF 2009 CONVERTIBLE NOTE TO NON RELATED PARTIES

2.1 Background to Resolution 2

Pursuant to the terms of the Share Sale Agreement, the Company will issue the 2009 Convertible Note at a deemed issue price of A$0.04 per note which is convertible into one fully paid ordinary share in the Purchaser to non related parties of the Company on the terms and conditions set out below as a capital raising to pay the costs associated with the divestment of the Company's business and the acquisition of APFC.

The Company is seeking the approval of Shareholders under NSX Listing Rule 6.25 in respect of the 2009 Convertible Note to be issued to non related parties on the terms set out below for the purpose of those provisions.

2.2 Shareholder Approval

Accordingly, Resolution 2 is an ordinary resolution which seeks Shareholder approval for Vintage Cellars Ltd, Charles P Garrison, Jason K Allen and Carolyn A Turner (or their respective nominees) to invest the following:

Non Related Parties	**Amount Invested**	**Shares to be Issued**
Vintage Cellars Ltd	10,000	250,000
Mr Charles P Garrison	10,000	250,000
Mr Jason K Allen	10,000	250,000
Ms Carolyn A Turner	10,000	250,000

The following information is provided in accordance with the Corporations Act and NSX Listing Rules 6.48 to enable Shareholders to assess the merits of Resolution 2.

(a) The Company will issue the 2009 Convertible Note to Vintage Cellars Ltd, Charles P Garrison, Jason K Allen and Carolyn A Turner (or their respective nominees) at a deemed issue price of A$0.04 per note as soon as practicable after the date of this Meeting, but in any event no later than 1 month after the date of the Meeting (or such later date to the extent permitted by any NSX waiver or modification of the NSX Listing Rules).

(b) The terms of the 2009 Convertible Note are set out in clause 2.3.

(c) The 2009 Convertible Note is to be issued as a capital raising to pay the costs associated with the divestment of the Company's business and the acquisition of APFC.

(d) None of the Directors have an interest in the outcome of Resolution 2. All Directors unanimously recommend that Shareholders vote in favour of Resolution 2 to allow the Company to complete the issue of the 2009 Convertible Note to non related parties of the Company.

(e) The Directors believe there is no other information that is reasonably required by Shareholders to make a decision on whether or not to pass Resolution 2 that is not otherwise provided in this Notice of Extraordinary General Meeting and Explanatory Statement.

2.3 Terms of the 2009 Convertible Note

The material terms of the 2009 Convertible Note are as follows:

(a) **Issue Price** – The issue price of the 2009 Convertible Note is A$0.04 per note

(b) **Conversion** – One convertible note converts into one ordinary fully paid ordinary share in the Company.

(c) **Coupon Rate** – Zero percent (0%) per annum.

(d) **Interest Payments** – Not applicable.

(e) **Security** – The notes are unsecured.

(f) **Term and Conversion** – Subject to the Reservations at clause (h) below, the notes are to be converted upon Shareholders of the Company approving the issue of shares in the Company to the noteholders in general meeting in accordance with the Corporations Act and the NSX Listing Rules. Notes not converted as at 1 June 2010 will result in their immediate redemption and the original subscription monies repaid within 180 days and without further interest.

(g) **Ranking on Conversion** – Each Share issued on conversion will rank equally with all existing Shares then on issue.

(h) **Reservations** – The Company reserves the right to:

i. Not issue the shares pursuant to any conversion of these notes until such time as any required and appropriate shareholder approvals are obtained and the noteholder subscribes for these notes on the basis that shareholder approval to the issue of shares is required;

ii. Proceed or not proceed with this capital raising at its discretion and will not be responsible to any person for costs or expenses incurred by the person if the Company does not proceed or the investor decides not to proceed;

iii. Alter the terms of this capital raising at any time whether in response to potential investor requirements or for any other reason, but subject to the other potential investors being informed of the changes and having the right to withdraw their interest in the note issue should the revised terms be on less favourable terms to them;

iv. Accept or reject any proposed investor at any time without assigning any reason; and

v. Without limiting the generality of the acceptance or rejection right above, refuse to accept an investor who requires a prospectus, registration statement, disclosure document or equivalent, under the securities laws of any country, given the limited class of discrete sophisticated investors to whom this investment opportunity is available.

(i) **Use of Funds** – The Company hereby resolves to permit and authorise the funds raised pursuant to the issue of this convertible note to be placed in the Trust Account of Whittens Lawyers and Consultants to be used for payment of the costs of the transaction contemplated by the Share Sale Agreement executed between the Company and APFC and the shareholders of APFC.

(j) **List of Subscribers** – the participants to the Convertible Note are listed in Resolutions 2 and 3. All Convertible Note participants have agreed to convert their participation in the convertible note in accordance with the information provided in Resolutions 2 and 3.

2.4 Professional Advice

If you have any doubt or do not understand this resolution it is recommended that you seek advice from an accountant, solicitor or other professional advisor.

3. RESOLUTION 3: ISSUE OF 2009 CONVERTIBLE NOTES TO RELATED PARTIES

3.1 Background to Resolution 3

Pursuant to the terms of the Convertible Note, the Company will issue the 2009 Convertible Note at a deemed issue price of A$0.04 per note which is convertible into one fully paid ordinary share in the Purchaser to related parties of the Company on the terms and conditions set out above and below as a capital raising to pay the costs associated with the divestment of the Company's business and the acquisition of APFC. More specifically, the total capital of A$100,000.00 raised pursuant to the 2009 Convertible Note Raising includes the participation of $A60,000.00 from Directors and related parties, with the issue of the associated Convertible Notes subject to Shareholder approval pursuant to Resolution 3.

Accordingly, Resolution 3 is a special resolution which seeks Shareholder approval for Mr Kenneth D Allen, Ms Joan A Allen, Exchequer Investments Ltd, MP Ellis Holdings Pty Ltd (atf The Ellis Hybrid Trust) and Rae Group Ltd (or their respective nominees) to invest the following:

Related Parties	Amount Invested	Shares to be Issued
Mr Kenneth D Allen	15,000	375,000
Ms Joan A Allen	15,000	375,000
Exchequer Investments Ltd	10,000	250,000
MP Ellis Holdings Pty Ltd atf The Ellis Hybrid Trust	10,000	250,000
Rae Group Ltd	10,000	250,000

The above entities are related parties to the Company by virtue of section 228 of the Corporations Act. The Company is therefore seeking the approval of Shareholders under section 208 of the Corporations Act and NSX Listing Rules 6.44 and 6.48 in respect of the 2009 Convertible Note to be issued to the related parties for the purposes of those provisions.

If Resolution 3 is approved, the 2009 Convertible Notes issued to the above parties (or their respective nominees), will be issued on identical terms and conditions, including price, as those issued to unrelated and non associated investors under the 2009 Convertible Note Raising.

It is proposed that following the issue of the 2009 Convertible Notes pursuant to Resolution 3, these notes will be converted into Shares in accordance with the above schedule.

3.2 Section 219 of the Corporations Act and the NSX Listing Rules

The following information is provided in accordance with section 219 of the Corporations Act and NSX Listing Rules 6.48 to enable Shareholders to assess the merits of Resolution 3.

(a) The Company will issue the 2009 Convertible Note to Mr Kenneth D Allen, Ms Joan A Allen, Exchequer Investments Ltd, MP Ellis Holdings Pty Ltd and Rae Group Ltd (or their respective nominees) at a deemed issue price of A$0.04 per note as soon as practicable after the date of this Meeting, but in any event no later than 1 month after the date of the Meeting (or such later date to the extent permitted by any NSX waiver or modification of the NSX Listing Rules).

(b) The terms of the 2009 Convertible Note are set out in clause 2.3 above.

(c) The 2009 Convertible Note is to be issued as a capital raising to pay the costs associated with the divestment of the Company's business and the acquisition of APFC.

(d) All Directors unanimously recommend that Shareholders vote in favour of Resolution 3 to allow the Company to complete the issue of the 2009 Convertible Note.

(e) The Directors believe there is no other information that is reasonably required by Shareholders to make a decision on whether or not to pass Resolution 3 that is not otherwise provided in this Notice of Extraordinary General Meeting and Explanatory Statement.

Information required to be set out pursuant to section 219 of the Corporations Act in relation to resolutions under section 208 of the Corporations Act is provided above in relation to the 2009 Convertible Note.

3.3 Terms of the 2009 Convertible Notes

The material terms of the 2009 Convertible Notes are listed above in clause 2.3.

3.4 Professional Advice

If you have any doubt or do not understand this resolution it is recommended that you seek advice from an accountant, solicitor or other professional advisor.

4. RESOLUTION 4: ISSUE OF SHARES ON CONVERSION OF 2009 CONVERTIBLE NOTE TO NON RELATED PARTIES

4.1 Background to Resolution 4

Pursuant to the terms of the Share Sale Agreement, the Company will issue up to 1,000,000 Shares in the Purchaser on conversion of the 2009 Convertible Note to non related parties of the Company. For more information on the non related parties, see the table in clause 2.2.

4.2 Shareholder Approval

The Company is seeking the approval of Shareholders pursuant to NSX Listing Rule 6.25 in respect of the issue on conversion for the purposes of those provisions as the amount of shares to be issued will exceed the 15% limit contained in NSX Listing Rule 6.25 within a twelve (12) month period.

The following information is provided in accordance with the Corporations Act and NSX Listing Rule 6.48 to enable Shareholders to assess the merits of Resolution 4.

(a) The terms of the 2009 Convertible Note are set out in clause 2.3 above.

(b) The 2009 Convertible Note may be converted at a deemed price of A$0.04 per note which is convertible into one fully paid ordinary share in the Purchaser on the terms and conditions set out above.

(c) None of the Directors have an interest in the outcome of Resolution 4. All Directors unanimously recommend that Shareholders vote in favour of Resolution 4 to allow the Company to complete the issue of the 2009 Convertible Note to non related parties of the Company.

(d) The Directors believe there is no other information that is reasonably required by Shareholders to make a decision on whether or not to pass Resolution 4 that is not otherwise provided in this Notice of Extraordinary General Meeting and Explanatory Statement.

4.3 Professional Advice

If you have any doubt or do not understand this resolution it is recommended that you seek advice from an accountant, solicitor or other professional advisor.

5. RESOLUTION 5: ISSUE OF SHARES ON CONVERSION OF 2009 CONVERTIBLE NOTE TO RELATED PARTIES

5.1 Background to Resolution 5

Pursuant to the terms of the Share Sale Agreement, the Company will issue up to 1,500,000 Shares in the Purchaser on conversion of the 2009 Convertible Note to related parties of the Company. For more information on the related parties, see the table in clause 3.1.

5.2 Shareholder Approval

Resolution 5 is a special resolution which seeks approval of Shareholders under section 208 of the Corporations Act and NSX Listing Rule 6.44 in respect of the issue on conversion for the purposes of those provisions.

The following information is provided in accordance with the Corporations Act and NSX Listing Rule 6.48 to enable Shareholders to assess the merits of Resolution 5.

(a) The terms of the 2009 Convertible Note are set out in clause 2.3 above.

(b) The 2009 Convertible Note may be converted at a deemed price of A$0.04 per note which is convertible into one fully paid ordinary share in the Purchaser on the terms and conditions set out above.

(c) All Directors unanimously recommend that Shareholders vote in favour of Resolution 5 to allow the Company to complete the issue of the 2009 Convertible Note to related parties of the Company.

(d) The Directors believe there is no other information that is reasonably required by Shareholders to make a decision on whether or not to pass Resolution 5 that is not otherwise provided in this Notice of Extraordinary General Meeting and Explanatory Statement.

5.3 Professional Advice

If you have any doubt or do not understand this resolution it is recommended that you seek advice from an accountant, solicitor or other professional advisor.

6. RESOLUTION 6: CHANGE IN NATURE AND SCALE OF ACTIVITIES OF THE COMPANY

6.1 Background to Resolution 6

Subject to the passing of Resolutions 1 to 5 (inclusive) and Resolutions 7 to 12 (inclusive), Resolution 6 is an ordinary resolution which seeks approval for the change of the Company's nature and scale of activities from the business of the sale and distribution of customer branded beverages to the business of providing finance to selected clients of motor vehicle dealers and brokers.

As announced on 26 August 2009, the Company entered into a conditional, non binding Heads of Agreement to acquire 100% of the issued capital of APFC (**Heads of Agreement**). Under the terms of the Heads of Agreement, the Company proposed to acquire 100% of the issued capital of APFC in consideration for allotting and issuing up to 50,961,538 fully paid ordinary shares in the capital of the Company to the shareholders of APFC.

Additionally, as announced on 26 August 2009, the Company entered into a conditional agreement to divest the Brewtopia business to Hills Labels, a wholly owned subsidiary of AC Labels (**Contract for Sale of Business**).

On 18 December 2009 the Company and the APFC Shareholders (**Vendors**) entered into a Share Sale Agreement for the acquisition of 100% of the issued capital of APFC (**Share Sale Agreement**). In accordance with the terms of the Share Sale Agreement, the Company will issue 50,961,538 Consideration Shares to the Vendors. The Share Sale Agreement replaces the above Heads of Agreement and is subject to and conditional upon the following:

(a) APFC obtaining any necessary regulatory approvals as may be required by APFC's constitution or the Corporations Act for the transfer of 100% of APFC's issued capital to the Company;

(b) the Vendors executing or causing APFC to execute any other document or do any other matter reasonably required by the Company to give effect to the acquisition of APFC;

(c) each of the Vendors entering into restriction agreements as required by the NSX;

(d) the Company obtaining such Shareholder approvals or other regulatory approvals for the transaction contemplated as may be required by its Constitution, the NSX, the NSX Listing Rules, the Corporations Act, ASIC or any other regulatory body, including but not limited to any resolution contained in this Notice of Extraordinary General Meeting;

(e) the Company taking all necessary corporate action to ensure that the existing directors of the Company retire on and from Completion;

(f) completion occurring under the Share Sale Agreement and the 2009 Convertible Note being converted;

(g) The relevant parties agreeing to convert the 2009 Convertible Note; and

(h) 100% acceptance of the APFC Offer by the Vendors and each Vendor signing the Share Sale Agreement.

Shareholders' attention is drawn to the IERs by William Buck found in Annexure D and E of this Notice. The Board urges all Shareholders to carefully read and consider the IERs in deciding how to vote on the Resolution. Refer to clause 1.8 of this Explanatory Statement for further details.

6.2 Overview and Information on APFC

APFC is an Australian company incorporated in New South Wales. Its primary business is providing finance to selected clients of motor vehicle dealers and brokers in New South Wales and Queensland. The company has been operating since 1 August 2003.

6.3 Advantages of Transaction

The Directors are of the view that the following non exhaustive list of advantages may be relevant to a Shareholder's decision on how to vote on the proposed Resolutions:

The directors of the Company believe that an investment in APFC will add significant value to the Company's Shares;

- APFC operates within a niche lending market;
- APFC is a growing business with a profitable history;
- APFC has significant growth potential to expand geographically;
- APFC has significant growth potential to expand with additional lending services in the future.

6.4 Disadvantages of Transaction

The Directors are of the view that the following non exhaustive list of disadvantages may be relevant to a Shareholders decision on how to vote on the proposed Resolutions:

- The Company will be changing the nature of its activities to become a company focused on motor vehicle financing activities, which may not be consistent with the objectives of all Shareholders;
- There are many risk factors associated with the change in nature of the Company's activities (these are set out further below in this Notice);
- The Share Sale Agreement and the APFC Offer will result in the issue of securities to the APFC Shareholders which will have a dilutionary effect on the current holdings of Existing Shareholders;
- There is no guarantee that the Company's Shares will increase in value;
- Due to the change of the company's operations, the Company will be increasingly susceptible to domestic and international interest rates;
- There is no guarantee that the Company will successfully comply with the requirements of chapters 3 and 4 of the NSX Listing Rules, or that the NSX will quote the securities of the Company upon passing of all of the Resolutions.

6.5 Risks – Change of Activities

Shareholders should be aware that if the Resolutions are approved, the Company will be changing the nature of its activities to the business of providing finance to selected clients of motor vehicle dealers and brokers which will, because of its nature, be subject to various risk factors. These risks are both specific to the Company and also relate to the general business and economic environment in which the Company will operate.

Based on the information available, the principle risks facing the Company are as follows:

Changes in Regulatory Environment

Changes to laws, regulations and accounting standards which apply to APFC from time to time could materially and adversely impact upon the operating and financial performance and cash flows of APFC and therefore the operations and performance of the Company.

Economic and Government Risk

There is a risk that the price of Shares and returns to Shareholders may be affected by changes in:

- local and world economic conditions;
- interest rates;
- levels of tax, taxation law and accounting practice;
- government legislation or intervention;
- inflation or inflationary expectations; and
- natural disasters, social upheaval or war in Australia or overseas,

as well as other factors beyond the control of the Company.

Political Risks

War, terrorist attacks or hostilities anywhere in the world can result in a decline in economic conditions worldwide or in a particular region, which could produce an adverse effect on the business, financial position and financial performance of the Company.

Exchange Rates

The Company may be exposed to rapid and material movements in exchange rates, in particular the A$/US$ exchange rate. Adverse movements in exchange rates relating to either equity investments or commodities or project operating costs, or increased price competitiveness in response to movements in exchange rates may materially adversely impact the operational and financial performance and cash flows.

Future Capital Needs

While Directors are satisfied that upon completion of the APFC Acquisition the Company will have sufficient capital to meet its stated objectives, further funding of projects may be required to support ongoing activities and operations. There can be no assurance that alternative funding will be available on satisfactory terms or at all. Any inability to obtain funding will adversely affect the business and financial condition of the Company and, consequently, its performance.

Regulatory Licenses, Approvals and Applicable Laws

The Company may from time to time require various government regulatory approvals for its operations and must comply with those approvals and applicable laws, regulations and policies if required.

There is a risk that the Company may not obtain or there may be delay in obtaining the necessary licenses and approvals or that stringent conditions may be imposed on such licenses and approvals. Further, a failure to comply with a license, approval or applicable law may affect the timing and scope of work that can be undertaken.

Reliance on Key Management

The responsibility of overseeing the day to day operations and the strategic management of the Company is substantially dependent upon its management and its key personnel. There can be no assurance given that there will be no detrimental impact on the Company if one, or a number of these employees cease their employment. The future success of the Company also depends upon its continuing ability to attract and retain highly qualified personnel. The ability to attract and retain the necessary personnel could have a material effect upon the Company's business, results of operations and financial condition.

Operational and Information Technology System Risk

The successful implementation of the Company's business plan, objectives and financial performance could be adversely affected by a malfunction in the Company's Information Technology system. Any malfunction may be the product of events such as, but not limited to, fire, flood, loss of access and/or cyber attack and may be caused by accident, intent or natural factors.

Share Market Conditions

The price of Shares when quoted on the NSX will be influenced by international and domestic factors affecting conditions in equity, financial and other economic markets. These factors may affect the general level of prices for listed securities of finance companies quoted on the NSX.

Settlement Risks

The agreement with the shareholders of APFC to acquire 100% of the issued capital of APFC is conditional upon a number of conditions being met as set out in this Explanatory Statement. There is a risk that these conditions may not be met.

The Company is not aware of any circumstances that have occurred to affect the satisfaction of such conditions and it is the expectation of the Directors that following the passing of all Resolutions contained in the Notice of Extraordinary General Meeting, the Share Sale Agreement will become unconditional.

Default and Bad Loan Risk

As APFC is a financing company there is a risk that APFC's clients may default on their respective contractual obligations which could produce an adverse effect on the business, financial position and financial performance of the Company.

Asset Devaluation

As APFC is a financing company there is a risk that the assets of APFC may be devalued as a result of a loss in market value which could produce an adverse effect on the business, financial position and financial performance of the Company.

6.6 NSX Listing Rule 6.41

NSX Listing Rule 6.41 provides that if an entity proposes to make a significant change, either directly or indirectly, to the nature and scale of its activities, it must obtain the approval of its shareholders and it must set out in detail the terms of the proposed transaction.

6.7 Pro-forma statement of financial position

Set out in Annexure A is a pro-forma balance sheet as at settlement date following the completion of the Contract for Sale of Business to Hills Labels and after the acquisition of APFC Shares.

6.8 Directors Recommendation

The Directors recommend that Shareholders vote in favour of Resolution 6.

6.9 Professional Advice

If you have any doubt or do not understand this resolution it is recommended that you seek advice from an accountant, solicitor or other professional advisor.

7. RESOLUTION 7: ISSUE OF CONSIDERATION SHARES TO NON RELATED APFC VENDORS

7.1 Background to Resolution 7

Subject to the passing of Resolutions 1 to 6 (inclusive) and Resolutions 8 to 12 (inclusive), Resolution 7 is an ordinary resolution which seeks Shareholder approval for the issue of 13,271,234 Consideration Shares to the non related APFC Vendors as part consideration for the acquisition of 100% of the issued capital of APFC as summarised in the Explanatory Statement.

More specifically, Resolution 7 seeks the approval of Shareholders to issue Consideration Shares to Mr Charles Garrison and Vintage Cellars Ltd as follows:

Non Related APFC Vendors	**Shares**
Mr Charles Garrison	10,616,987
Vintage Cellars Ltd	2,654,247
TOTAL	13,271,234

7.2 Shareholder Approval – NSX Listing Rule 6.25

Shareholder approval is being sought for the issue of 13,271,234 Consideration Shares to the non related APFC Vendors for the purposes of NSX Listing Rule 6.25.

The requirements in respect of NSX Listing Rule 6.25 are set out above in section 2.3 of the Explanatory Statement.

For the purposes of NSX Listing Rule 6.48, the following information is provided in relation to Resolution 7:

(a) the maximum number of securities to be issued by the Company under Resolution 7 is 13,271,234 Consideration Shares;

(b) the 13,271,234 Consideration Shares will be issued no later than three months after the date of the Meeting (or such later date to the extent permitted by any NSX waiver or modification of the NSX Listing Rules);

(c) the 13,271,234 Consideration Shares will be issued at a deemed price of A$0.052 per Share;

(d) the Consideration Shares rank equally in all respects with the existing fully paid ordinary shares on issue;

(e) the 13,271,234 Consideration Shares will be issued to the non related APFC Vendors. None of the allottees are related parties or associates of the Company; and

(f) no funds will be raised from the issue of the 13,271,234 Consideration Shares. The Shares will be issued to as part consideration for the acquisition of 100% of the issued capital of APFC.

7.3 Independent Expert Report

The Corporations Act provides that a report on the transaction by an independent expert must be provided to Shareholders (**"the Acquisition IER"**). The Acquisition IER provides an opinion as to whether the transaction is fair and reasonable to Shareholders.

The Board has appointed William Buck to produce the Acquisition IER as an independent expert. The Acquisition IER is enclosed with this Notice of Extraordinary General Meeting and can be found in Annexure E. William Buck has concluded that the proposed acquisition of APFC is fair and reasonable to the Shareholders.

The Board urges all Shareholders to carefully read and consider the Report in reaching a voting decision.

7.4 Professional Advice

If you have any doubt or do not understand this resolution it is recommended that you seek advice from an accountant, solicitor or other professional advisor.

8. RESOLUTION 8: ISSUE OF CONSIDERATION SHARES TO RELATED APFC VENDORS

8.1 Background to Resolution 8

Subject to the passing of Resolutions 1 to 7 (inclusive) and Resolutions 9 to 12 (inclusive), Resolution 8 is a special resolution which seeks approval for the issue of 37,690,304 Consideration Shares to the related APFC Vendors as part consideration for the acquisition of 100% of the issued capital of APFC as summarised in the Explanatory Statement.

More specifically, Resolution 8 seeks the approval of Shareholders to issue Consideration Shares to Ms Joan A Allen, Mr Kenneth D Allen, MP Ellis Holdings Pty Ltd atf The Ellis Hybrid Trust and Northview Group Ltd as follows:

Related APFC Vendors	**Shares**
Ms Joan A Allen	7,431,891
Mr Kenneth D Allen	7,431,891
MP Ellis Holdings Pty Ltd atf The Ellis Hybrid Trust	7,962,740
Northview Group Ltd	14,863,782
TOTAL	**37,690,304**

The related APFC Vendors are related parties of the Company. Issuing the related APFC Vendors with Consideration Shares constitutes giving a financial benefit to a related party. Accordingly, Shareholder approval is being sought under section 208 of the Corporations Act and NSX Listing Rule 6.44 for the issue of the 37,690,304 Consideration Shares to the Related APFC Vendors.

8.2 Shareholder Approval – NSX Listing Rule 6.44

The Company is seeking the approval of Shareholders under NSX Listing Rule 6.44 in respect of the 37,690,304 Consideration Shares to be issued to the Proposed Directors and their associates. The Proposed Directors are related parties as defined in section 228(6) of the Corporations Act.

The requirements in respect of NSX Listing Rule 6.44 are set out in section 2.3 of the Explanatory Statement.

For the purposes of NSX Listing Rule 6.48, the following information is provided in relation to Resolution 8:

(a) the maximum number of securities to be issued by the Company under Resolution 8 is 37,690,304 Consideration Shares;

(b) the 37,690,304 Consideration Shares will be issued no later than three months after the date of the Meeting (or such later date to the extent permitted by any NSX waiver or modification of the NSX Listing Rules);

(c) the 37,690,304 Consideration Shares will be issued at a deemed price of A$0.052 per Share;

(d) the Consideration Shares rank equally in all respects with the existing fully paid ordinary shares on issue;

(e) no funds will be raised from the issue of the 37,690,304 Consideration Shares. The Shares will be issued to as consideration for the acquisition of 100% of the issued capital of APFC.

8.3 Independent Expert Report

The Corporations Act provides that a report on the transaction by an independent expert must be provided to Shareholders (**"the Acquisition IER"**). The Acquisition IER provides an opinion as to whether the transaction is fair and reasonable to Shareholders.

The Board has appointed William Buck to produce the Acquisition IER as an independent expert. The Acquisition IER is enclosed with this Notice of Extraordinary General Meeting and can be found in Annexure E. William Buck has concluded that the proposed acquisition of APFC is fair and reasonable to the Shareholders.

The Board urges all Shareholders to carefully read and consider the Report in reaching a voting decision.

8.4 Professional Advice

If you have any doubt or do not understand this resolution it is recommended that you seek advice from an accountant, solicitor or other professional advisor.

9. RESOLUTION 9: ELECTION OF MR WAYNE R ADSETT

The Share Sale Agreement provides that with effect from completion of the APFC Offer the current Board of the Company will be replaced by the Proposed Directors. In accordance with the Constitution and the Corporations Act, the appointment of Directors must be made by resolution passed in a general meeting. Accordingly, Resolution 9 seeks the election of Mr Wayne R Adsett as a Director.

Set out below is a summary of the background of Mr Wayne R Adsett who shall be appointed to the Board following completion of the APFC Offer.

9.1 Curriculum Vitae of Mr Wayne R Adsett

Wayne was a founding partner of Adsett & Braddock Chartered Accountants based in Auckland. He practiced for some 25 years before retiring from the practice and the profession. He specialized in management and taxation of medium size businesses.

Wayne was actively involved in the affairs of the New Zealand Institute of Chartered Accountants and was made Fellow in 1996.

Wayne now oversees the management of a number of company's activities in his role of investor, consultant and director.

He has also given of his time to numerous "not for profit" organizations and for 10 years served on the Board of Variety, the Children's Charity of which he was New Zealand President in 2003. He is now Chairman of Variety Medical Missions South Pacific which provides medical assistance to the children of the South Pacific. He is also a Variety International Ambassador sitting on their International Board.

9.2 Professional Advice

If you have any doubt or do not understand this resolution it is recommended that you seek advice from an accountant, solicitor or other professional advisor.

10. RESOLUTION 10: ELECTION OF MR KENNETH D ALLEN

The Share Sale Agreement provides that with effect from completion of the APFC Offer the current Board of the Company will be replaced by the Proposed Directors. In accordance with the Constitution and the Corporations Act, the appointment of Directors must be made by resolution passed in a general meeting. Accordingly, Resolution 10 seeks the election of Mr Kenneth D Allen as a Director.

Set out below is a summary of the background of Mr Kenneth D Allen who shall be appointed to the Board following completion of the APFC Offer.

10.1 Curriculum Vitae of Mr Kenneth D Allen

CEO, Director/Secretary and Founder of Australian Pensioner Finance and Chairman of the Credit Committee of APFC.

Ken has been a company director of numerous companies since June 1970. He has been a licensed Motor Dealer for more than 30 years and a specialist in motor vehicle finance.

Ken is Australian born and educated in Sydney with tertiary qualifications in Management and Marketing.

He has been a Justice of the Peace for 30 years and an active member of Rotary International. He is a Past President of the Rotary Club of Williamtown and team leader of Group Study Exchange (Adult Professional) team to Philippines in 2004.

10.2 Professional Advice

If you have any doubt or do not understand this resolution it is recommended that you seek advice from an accountant, solicitor or other professional advisor.

11. RESOLUTION 11: ELECTION OF MR MARK ELLIS

The Share Sale Agreement provides that with effect from completion of the APFC Offer the current Board of the Company will be replaced by the Proposed Directors. In accordance with the Constitution and the Corporations Act, the appointment of Directors must be made by resolution passed in a general meeting. Accordingly, Resolution 11 seeks the election of Mr Mark Ellis as a Director.

Set out below is a summary of the background of Mr Mark Ellis who shall be appointed to the Board following completion of the APFC Offer.

11.1 Curriculum Vitae of Mr Mark Ellis

Managing Director of Crown Worldwide Ltd in both Australia and New Zealand since 1988. Crown Worldwide has had its headquarters in Hong Kong for the past 25 Years. It is a global relocations business. There are 19 Branch offices in Australia and New Zealand with a total staff of 800 under the direct control of Mark, with total annual revenues in excess of A$100 million.

Mark has previously held the positions of Branch Manager of Operations in New Zealand (1980 – 1986) and State Manager of Operations in NSW (1986 – 1988).

Mark was appointed Director of APFC at inception.

11.2 Professional Advice

If you have any doubt or do not understand this resolution it is recommended that you seek advice from an accountant, solicitor or other professional advisor.

12. RESOLUTION 12: CHANGE OF COMPANY NAME

Resolution 12 is a special resolution which seeks approval for the Company to change its name.

Consistent with the new focus and direction of the Company, the Company proposes to change its name from "Brewtopia Limited" to "Australian Premier Finance Holdings Limited". This change will not, in itself, affect the legal status of the Company or any of its assets or liabilities.

Shareholder approval is required for Resolution 12 under section 157 of the Corporations Act by special resolution.

The Company will make an application to the ASIC for the change of name. The new name will take effect upon a new certificate of registration being issued.

12.1 Directors Recommendation

The Directors recommend that Shareholders vote in favour of Resolution 12.

12.2 Professional Advice

If you have any doubt or do not understand this resolution it is recommended that you seek advice from an accountant, solicitor or other professional advisor.

13. GLOSSARY OF TERMS

In this Explanatory Statement the following terms have the meaning set out below:

AC Labels	AC Labels Pty Limited (ACN 001 197 039)
ACN	Australian Company Number
Acquisition IER	The Independent Expert Report created by William Buck located in Annexure E, dated 15 December 2009
Annexure A	Annexure A to this Explanatory Statement being the Pro-forma Accounts
Annexure B	Annexure B to this Explanatory Statement being the list of non related APFC Vendors
Annexure C	Annexure C to this Explanatory Statement being the list of related APFC Vendors
Annexure D	Annexure D to this Explanatory Statement being the IER related to the divestment
Annexure E	Annexure E to this Explanatory Statement being the IER related to the acquisition
APFC	Australian Premier Finance Company (ACN 104 959 435)
Company or BWL	Brewtopia Limited (ACN 099 912 044)
Consideration Shares	An ordinary share in the Company issued as consideration for the acquisition of APFC
Contract for Sale of Business	The conditional agreement for sale of business entered into between the Company and Hills Labels to divest the Brewtopia business to Hills Labels dated on 26 August 2009
Corporations Act	The Corporations Act 2001 (Commonwealth)
Divestment IER	The Independent Expert Report created by William Buck located in Annexure D, dated 15 December 2009
Existing Share	A fully paid ordinary share in the capital of the Company existing as at the date of this Notice of Meeting
Existing Shareholders	The Shareholders set out on the Company's register of Shareholders as at 10:00am (NSW) on 17 February 2009, 48 hours prior to the meeting
Heads of Agreement	The conditional, non binding heads of agreement entered into between the Company and APFC dated on 26 August 2009
Hills Labels	Hills Labels Pty Limited (ACN 110 071 497), a wholly owned subsidiary of AC Labels Pty Limited
IER	The Independent Expert Report prepared by William Buck
Meeting	The Extraordinary Meeting of the Company to be held on 19

	February 2010
Non Related APFC Vendors	The Vendors who are not related parties of the Company as outlined in Annexure B
Notice of Extraordinary General Meeting	The notice convening the Meeting, which accompanies this Explanatory Statement
NSX	NSX Limited trading as the National Stock Exchange of Australia Limited (ABN 11 000902063)
NSX Listing Rules	The Official Listing Rules of NSX as amended from time to time
Proposed Directors	Proposed Directors means collectively Wayne R Adsett, Kenneth D Allen and Mark Ellis
Related APFC Vendors	The Vendors who are related parties of the Company as outlined in Annexure C
Resolutions	The resolutions set out in the Notice of Extraordinary General Meeting
Share Sale Agreement	The share sale agreement entered into between the Company and the Vendors dated on 18 December 2009
Shareholder	The registered holder of a Share
Vendors	The shareholders of APFC which have entered into the Share Sale Agreement
William Buck	William Buck Corporate Advisory Services (NSW) Pty Limited (ACN 002 381 991)
2009 Convertible Note	The Convertible Note to be entered into between the Company and vendor parties as set out in the Explanatory Statement

ANNEXURE A

PRO-FORMA BALANCE SHEET AS AT SETTLEMENT DATE

AFTER THE SALE OF THE COMPANY'S BUSINESS TO HILLS LABELS PTY LTD

AFTER THE ACQUISITION OF APFC SHARES

Set out below is the audited balance sheet of the consolidated entity as at 30 June 2009 together with the pro-forma balance sheet on the basis of the assumptions set out below as at 30 November 2009.

	Balance Sheet as at 30 June 2009 A$	Pro-forma Balance Sheet after all transactions completed A$
CURRENT ASSETS		
Cash and cash equivalents	26,742	342,000
Trade and other receivables	18,567	10,866,000
Inventories	13,761	N/A
Total current assets	**59,070**	**11,208,000**
NON-CURRENT ASSETS		
Property, plant and equipment	74,747	5,000
Intangible and other assets	25,028	2,919,000
Total non-current assets	**99,775**	**2,924,000**
TOTAL ASSETS	**158,845**	**14,132,000**
CURRENT LIABILITIES		
Trade and other payables	129,952	60,000
Financial liabilities	14,430	N/A
Short-term provisions	5,884	N/A
Other current liabilities	14,913	N/A
Total current liabilities	**165,179**	**60,000**
NON-CURRENT LIABILITIES		
Financial liabilities	30,065	N/A
Convertible note	N/A	100,000
Deferred tax liability	N/A	155,000
Other	N/A	10,728,000
Total non-current liabilities	**30,065**	**10,983,000**
TOTAL LIABILITIES	**195,244**	**11,043,000**
NET ASSETS	**(36,399)**	**3,089,000**
EQUITY		
Issued capital	839,661	3,492,311
Retained earnings	(876,010)	0
Accumulated losses	N/A	(403,311)

TOTAL EQUITY	**(36,399)**	**3,089,000**

NOTES

BWL Balance Sheet as at 30 June 2009 has been consolidated with APFC's Balance Sheet as at 30 November 2009.

Assumptions include:

- Divestment of the BWL Business to Hills Labels Pty Ltd
- Acquisition of APFC by the issue of 50,961,538 Consideration Shares at a deemed issue price of A$0.052 per share

ANNEXURE B

NON RELATED APFC VENDORS

Non Related APFC Vendors	Shares
Mr Charles Garrison	10,616,987
Vintage Cellars Ltd	2,654,247
TOTAL	13,271,234

ANNEXURE C

RELATED APFC VENDORS

Related APFC Vendors	**Shares**
Ms Joan A Allen	7,431,891
Mr Kenneth D Allen	7,431,891
MP Ellis Holdings Pty Ltd atf The Ellis Hybrid Trust	7,962,740
Northview Group Ltd	14,863,782
TOTAL	**37,690,304**

ANNEXURE D

THE DIVESTMENT INDEPENDENT EXPERT REPORT

15 December 2009

The Board of Directors
Brewtopia Limited
137-139 Bathurst Street
SYDNEY NSW 2000

Dear Sirs,

INDEPENDENT EXPERT REPORT AND FINANCIAL SERVICES GUIDE

1. Introduction

The Directors of Brewtopia Limited ("**Brewtopia**" or the **"Company**") have engaged William Buck Corporate Advisory Services (NSW) Pty Limited ("**William Buck**") to prepare an Independent Export Report in relation to the proposed divestment (the "**Proposed Divestment**") of the Brewtopia business (the "**Business**") to Hills Labels Pty Limited ("**Hills Labels**").

Hills Labels is a wholly owned subsidiary of AC Labels Pty Limited ("**AC Labels**"). AC Labels is a substantial shareholder of Brewtopia, holding 19.9% of the issued shares of Brewtopia as at the date of this Report.

Our Report has been prepared solely for the purpose of assisting the non-associated shareholders of Brewtopia in considering whether or not the Proposed Divestment of the Business to Hills Labels is fair and reasonable to them.

2. Summary of Opinion

2.1. Evaluation of the Proposed Divestment

We have considered the terms of the transaction and conclude that the Proposed Divestment is both **fair and reasonable** to the non-associated shareholders of Brewtopia.

A summary of the analysis undertaken to reach the above opinion is set out below.

Assessment of Fairness of the Proposed Divestment

Under ASIC Regulatory Guide 111 – *Contents of Expert Reports*, the Proposed Divestment will be deemed 'fair' if the value of the consideration being received is equal to or greater than the value of the assets being disposed.

To determine whether the Proposed Divestment is fair to the non-associated shareholders, we have compared the value of the Brewtopia Business on a going concern basis with the value of the Consideration being offered by Hills Labels.

A summary of our analysis of the relevant values is set out below.

	Amount $
Value of the Brewtopia Business	**NIL**
Value of Consideration Offered	**10**

As can be seen from the table above, the value of the Consideration being offered exceeds the value of the Brewtopia Business being divested.

Based on the foregoing analysis, William Buck is of the opinion that the Proposed Divestment is fair to the non-associated shareholders of Brewtopia.

Assessment of Reasonableness of the Proposed Divestment

Under ASIC Regulatory Guide 111, an offer is reasonable if it is fair. On this basis, we also conclude that the Proposed Divestment is reasonable. We have also considered the following factors in assessing the reasonableness of the Proposed Divestment:

Advantages for the Non-Associated Shareholders

- The Proposed Divestment will alleviate the Company of its current debt obligations. This will reduce the Company's risk of defaulting on its financing obligations and will remove any associated borrowing costs.
- Brewtopia has entered into a conditional agreement to acquire 100% of the issued shares of Australian Premier Finance Company Pty Limited ("**APFC**"). The acquisition is conditional on the successful completion of the Proposed Divestment and subsequent shareholder approval.

  The successful completion of the Proposed Divestment will give non-associated shareholder the opportunity to vote in relation to the proposed acquisition of 100% of the issued shares of APFC.

- Taking into consideration the Company's poor operating results in recent years coupled with a deteriorating balance sheet, the Proposed Divestment provides shareholders with the opportunity to dispose of the Company's assets and liabilities through an orderly realisation on a going concern basis. This reduces the risk of the Company being forced to dispose of its assets in a 'fire-sale' assuming the Company is unable to return to profitable operations.

Disadvantages for the Non-Associated Shareholders

- Section 2A – 6.54 of the NSX Listing Rules states that the "issuer shall carry out, directly or indirectly, a sufficient level of operations or have tangible assets of sufficient value and/or intangible assets for which a sufficient potential value can be demonstrated to the Exchange to warrant the continued listing on the Exchange of the issuer's securities."

  If the Proposed Divestment is approved and the acquisition of APFC is not successfully completed, Brewtopia will be at risk of failing this rule and therefore be at risk of the Company's shares being delisted. In this event, non-associated shareholders may not have any future opportunity to dispose of their shares through a public exchange.

Implications if Proposed Divestment is Not Approved

- Should the Proposed Divestment not be approved, Brewtopia may continue to incur losses and debt associated with the Brewtopia Business.
- Should the Proposed Divestment not be approved, non-associated shareholders will not have the opportunity to vote on the proposed acquisition of APFC.

2.2. General Advice

In forming our opinion, we have considered the interests of the non-associated shareholders as a whole. This advice therefore does not consider the financial situation, objectives or needs of the individual non-associated shareholders.

It is neither practical nor possible to assess the implication of the Proposed Divestment on individual non-associated shareholders as their individual financial circumstances are not known.

The decision of the non-associated shareholders as to whether or not to vote in favour of the Proposed Divestment is a matter for each individual based on, amongst other things, their risk profile, liquidity preference, investment strategy and tax position. Individual non-associated shareholders should therefore consider the appropriateness of our opinion before acting on it.

As an individual non-associated shareholder's decision to vote in favour of the Proposed Divestment may be influenced by his or her particular circumstances, we recommend that individual non-associated shareholders consult their financial advisors.

2.3. Other

Our opinion has been based solely on information made available to us up to the date of this Report as set out in Appendix 3. We have not undertaken to update our Report for events or circumstances arising after the date of this Report.

The above opinion should be considered in conjunction with, and not independently of, the information set out in the remainder of this Report including the appendices.

Yours faithfully,
William Buck Corporate Advisory Services (NSW) Pty Limited

Manda Trautwein	**Graham Spring**
Director	**Director**

Brewtopia Limited

Proposed Divestment of the Brewtopia Business

Independent Expert Report
& Financial Services Guide

15 December 2009

William Buck
Business Advisors
Chartered Accountants

strategic advice innovative solutions service excellence

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Financial Services Guide

Dated 15 December 2009

William Buck Corporate Advisory Services (NSW) Pty Ltd ABN 50 133 845 637 ("**William Buck**" or "**we**" or "**us**" or "**our**" as appropriate) has been engaged to issue general financial product advice in the form of a report to be provided to you.

Financial Services Guide

In the above circumstances we are required to issue to you, as a retail client, a Financial Services Guide ("FSG"). This FSG is designed to help retail clients make a decision as to their use of general financial product advice and to ensure that we comply with our obligations as an Authorised Representative of a financial services licensee.

The FSG includes information about:

- who we are and how we can be contacted;
- the services we are authorised to provide as an Authorised Representative of William Buck Financial Services (NSW) Pty Ltd (Licence No: 240769);
- remuneration that we and/or our staff and any associates receive in connection with the general financial product advice;
- any relevant associations or relationships we have; and
- our complaints handling procedures and how you may access them.

Financial services we are licensed to provide

We are an Authorised Representative of William Buck Financial Services (NSW) Pty Ltd who holds an Australian Financial Services Licence, which authorises us to provide financial product advice in relation to:

- deposit and payment products limited to:
    - basic deposit products;
    - deposit products other than basic deposit products;
- derivatives limited to old law securities options contracts and warrants;
- debentures, stocks or bonds issued or proposed to be issued by a government;
- life products including:
    - investment life insurance products as well as any products issued by a Registered Life Insurance Company that are backed by one or more of its statutory funds; and
    - life risk insurance products as well as any products issued by a Registered Life Insurance Company that are backed by one or more of its statutory funds;

- interests in managed investment schemes including investor directed portfolio services;
- retirement savings accounts products (within the meaning of the Retirement Savings Account Act 1997);
- securities; and
- superannuation.

We provide financial product advice by virtue of an engagement to issue a report in connection with a financial product of another person. Our report will include a description of the circumstances of our engagement and identify the person who has engaged us. You will not have engaged us directly but will be provided with a copy of the report as a retail client because of your connection to the matters in respect of which we have been engaged to report.

Any report we provide is provided on our own behalf as an Authorised Representative of a financial services licensee authorised to provide the financial product advice contained in the report.

General financial product advice

In our report we provide general financial product advice, not personal financial advice, because it has been prepared without taking into account your personal objectives, financial situation or needs.

You should consider the appropriateness of this general advice having regard to your own objectives, financial situation and needs before you act on the advice. Where the advice relates to the divestment or possible divestment of a financial product, you should also obtain a product disclosure statement relating to the product and consider that statement before making any decision about whether to acquire the product.

Benefits that we may receive

We charge fees for providing reports. These fees will be agreed with, and paid by, the person who engages us to provide the report. Fees will be agreed on either a fixed fee or time cost basis.

Except for the fees referred to above, neither William Buck, nor any of its directors, employees or related entities, receive any pecuniary benefit or other benefit, directly or indirectly, for or in connection with the provision of the report.

Remuneration or other benefits received by our employees

All our employees receive a salary. Our employees are eligible for bonuses based on overall productivity but not directly in connection with any engagement for the provision of a report.

Referrals

We do not pay commissions or provide any other benefits to any person for referring customers to us in connection with the reports that we are authorised to provide.

Associations and relationships

From time to time William Buck may provide professional services including financial advisory services to financial product issuers in the ordinary course of its business.

Complaints resolution

Internal complaints resolution process

As an Authorised Representative of a holder of an Australian Financial Services Licence, we are required to have a system for handling complaints from persons to whom we provide financial product advice. All complaints must be in writing, addressed to The Compliance Officer, William Buck, Level 29, 66 Goulburn Street, Sydney NSW 2000.

When we receive a written complaint we will record the complaint, acknowledge receipt of the complaint within 15 days and investigate the issues raised. As soon as practical, and not more than 45 days after receiving the written complaint, we will advise the complainant in writing of our determination.

Referral to External Dispute Resolution Proposed Scheme

A complainant not satisfied with the outcome of the above process, or our determination, has the right to refer the matter to the Financial Ombudsman Service. The Financial Ombudsman Service is an independent company that has been established to provide free advice and assistance to consumers to help in resolving complaints relating to the financial service industry.

Further details about the Financial Ombudsman Service are available at the website www.fos.org.au or by contacting them directly at: the Financial Ombudsman Service, GPO Box 3, Melbourne VIC 3001 or Toll free: 1300 780 808 or by facsimile: (03) 9613 6399.

Professional indemnity insurance

William Buck has professional indemnity insurance in place which covers any work done by us, as an authorised representative of William Buck Financial Services (NSW) Pty Ltd, and by representatives/employees after they cease to work for us. The compensation arrangements we have in place comply with sec.912B of the Corporations Act.

Contact details

You may contact us at William Buck, Level 29, 66 Goulburn Street, Sydney, NSW 2000 or by telephone on (02) 8263 4000.

1. Proposed Divestment

1.1. Summary of the Proposed Divestment

On 26 August 2009, Brewtopia Limited ("**Brewtopia**" or the "**Company**") announced that it had entered into a conditional agreement to divest the Brewtopia business (the "**Business**") to Hills Labels Pty Limited ("**Hills Labels**") (the "**Proposed Divestment**").

Under the Proposed Divestment, Hills Labels will acquire all of the assets and liabilities of the Brewtopia Business.

Hills Labels is a wholly owned subsidiary of AC Labels Pty Limited ("**AC Labels**"). AC Labels is a substantial shareholder of Brewtopia, holding 19.9% of the issued shares of Brewtopia as at the date of this Report.

The Brewtopia Board believe that the continued operation of the Brewtopia Business is not in the best interests of Brewtopia shareholders.

Subject to the successful completion of the Proposed Divestment, Brewtopia proposes to acquire 100% of the issued shares of Australian Premier Finance Company Pty Limited ("**APFC**"), a provider of finance to retail customers of numerous motor vehicle dealers and brokers in New South Wales and Queensland. The assessment of the fairness and reasonableness of the proposed acquisition of APFC is outside the scope of this Report, however, the proposed acquisition itself may impact on the assessment of the reasonableness of the Proposed Divestment.

1.2. Consideration Offered Under the Proposed Divestment

The consideration being offered by Hills Labels in relation to the Proposed Divestment consists of a cash payment of $10.00.

1.3. Conditions of the Proposed Divestment

The Proposed Divestment is subject to Brewtopia obtaining such shareholder approvals or other regulatory approvals for the Proposed Divestment as may be required by Brewtopia's constitution, the National Stock Exchange ("**NSX**") Listing Rules, the Corporations Act 2001 (the "**Corporations Act**"), the Australian Securities and Investment Commission ("**ASIC**") or any other regulatory body.

2. Scope of the Report

2.1. Purpose of the Report

This Report has been prepared to assist the non-associated shareholders of Brewtopia to assess the Proposed Divestment.

The Proposed Divestment constitutes the disposal of a substantial asset to a substantial shareholder, being AC Labels, which holds more than 10% of the voting securities in the Company as at the date of this Report. Accordingly, shareholder approval is required under NSX Listing Rules 6.41 and 6.43.

The sole purpose of this Report is to set out William Buck's opinion as to whether the Proposed Divestment is fair and/or reasonable to the non-associated shareholders. This Report should not be used for any other purpose.

Each individual shareholder must take into account his or her own circumstances when deciding whether or not to vote in favour of the Proposed Divestment. Shareholders should seek their own independent professional advice to assist them in their decision, taking into account their preferences and expectations.

2.2. Basis of Assessment

As there is no legal definition of the expression "fair and reasonable" in the *Corporations Act 2001*, we have considered guidance provided by ASIC Regulatory Guides in assessing whether the Proposed Divestment is fair and reasonable from the perspective of the non-associated shareholders.

In particular we have referred to ASIC Regulatory Guide 111 – *Contents of Expert Reports* in determining the basis of our assessment.

ASIC Regulatory Guide 111 states that an assessment of what is fair and reasonable should:

- Be judged in all the circumstances of the transaction;
- Compare the likely advantages and disadvantages for the non-associated shareholders if the Proposed Divestment is approved, with the advantages and disadvantages to those shareholders if it is not; and
- Compare the fair market value of the consideration to be paid with the fair market value of the assets being disposed.

Furthermore, ASIC Regulatory Guide 111 treats “fair” and “reasonable” as two distinct criteria. The Proposed Divestment is “fair” if the value of the consideration is equal to or greater than the value of the Brewtopia Business being acquired by Hills Labels. The Proposed Divestment will be “reasonable” if it is fair, or, despite being not fair, after considering other significant factors, there are sufficient reasons for the shareholders to accept the Proposed Divestment.

2.3. Factors Considered in Determining our Opinion

In our opinion, the most appropriate basis on which to evaluate the Proposed Divestment is to assess the likely overall impact on the non-associated shareholders and to form a judgement as to whether the expected benefits outweigh any disadvantages that might result from the transaction.

In forming our opinion as to whether the Proposed Divestment is fair and reasonable to the non-associated shareholders, we have compared:

- The fair market value of the Brewtopia Business on a going concern basis with the value of the Consideration offered;
- The advantages and disadvantages to the non-associated shareholders if the Proposed Divestment is approved; and
- The advantages and disadvantages to the non-associated shareholders if the Proposed Divestment is not approved.

2.4. Sources of Information

In preparing this Report and arriving at our opinion, we have considered the information detailed in Appendix 3 of this Report.

We note that an important part of the information base used in forming an opinion of the kind detailed above, is comprised of the opinions and judgements of management. This type of information has been evaluated through analysis, enquiry and review to the extent practical. Often it is not possible, however, to externally verify or validate such information.

The statements and opinions expressed in this Report are made in good faith and have been based on information available as at the date of this Report. On completion of our review, as outlined in the paragraph above, we believe the information to be reliable, accurate, and prepared by Brewtopia on a reasonable basis. We have relied upon information set out in Appendix 3 and have no reason to believe that any material factors have been withheld from us. We have not performed anything in the nature of an audit or financial due diligence on the information provided for this opinion. No warranty of accuracy or reliability is given by William Buck or its affiliated companies and their respective officers and employees in relation to this information.

The opinions of William Buck are based on prevailing market, economic and other conditions at the date of this Report. Conditions can change over relatively short periods of time. Any subsequent changes in these conditions could impact upon our opinion.

Valuation Approaches Adopted

ASIC Regulatory Guide 111 outlines the appropriate methodologies which an expert should consider when valuing assets or securities for the purposes of, amongst other things, takeovers, selective capital reductions, schemes of arrangement, share buybacks and prospectuses.

These include:

- The discounted cash flow ("DCF") methodology and the estimated realisable value of any surplus assets.
- The application of earnings multiples appropriate for the businesses or industries in which the company or its profit centres are engaged, to the estimated future maintainable earnings or cash flows of the company, added to the estimated realisable value of any surplus assets.
- The amount that would be available for distribution to security holders on an orderly realisation of assets.
- The quoted price for listed securities, when there is a liquid and active market and allowing for the fact that the quoted price might not reflect their value, should 100% of the securities be available for sale.
- Any recent genuine offers received by the company for any business units or assets as a basis for valuation of those business units or assets.

A summary of each of the approaches considered in the preparation of this Report has been set out in Appendix 4.

In our opinion the orderly realisation of assets method is the most appropriate method to apply to the valuation of the Brewtopia Business. We are of the opinion that we do not have a reasonable basis on which to undertake a secondary valuation of the Brewtopia Business.

Our consideration of the valuation methodologies listed above and our basis for selecting a methodology for the valuation of the Brewtopia Business have been detailed in section 5.

3. Profile of Brewtopia

3.1. Background

Brewtopia was incorporated on 8 May 2002 and was first listed on the NSX on 20 February 2006. Brewtopia is primarily engaged in the marketing and distribution of beer, wine and water.

The Company provides its customers with the opportunity to purchase bottled beer, wine and water with customised labels. Brewtopia's customers can design their personally branded beverages and submit their order all online. The online design process is relatively simple and customers are guided by step-by-step instructions on the Company's website. The goods are then delivered to customers anywhere within Australia.

Brewtopia's ability to satisfy customer orders as small as a single case of beer is a key differentiator to its competitors. The nature of the product has allowed the Company to tap into the personal and corporate gifts market for various annual occasions, particularly Father's Day, birthdays and Christmas.

The beer which Brewtopia brands for its customers is brewed by Brian Watson in a facility located in Smeaton Grange, NSW. The beer selection includes the Brewtopia Lager and the Brewtopia Pale Ale, the latter of which is only available during certain periods of the year. The Company also offers related merchandise including stubby holders and gift vouchers.

Brewtopia also offers a range of Australian cleanskin and personalised wines. Customers can choose from a selection of value, mid-range and premium wines.

The bottled water selections available from Brewtopia can be customised in various ways including size, shape, label design, bottle-cap colour and bottle-cap style. Brewtopia has the capacity to fulfil orders in excess of 10,000 bottles per customer. The water supplied by Brewtopia originates from the Blue Mountains region and passes a rigorous filtration system before reaching Brewtopia customers.

Brewtopia customers also have the option of purchasing labels on their own for purposes other than branding beverages.

3.2. Board & Management

Information regarding Brewtopia's current Board and key management personnel is detailed below.

Mr Liam Mulhall – Chief Executive Officer

Mr Mulhall is the Chief Executive Officer at Brewtopia and is responsible for the overall strategy, corporate direction and growth of the business.

Since 1991, Mr Mulhall has been involved in a number of start-up businesses. In 1994, he co-founded Mustangs Alley, an Australian importer of American sports and classic cars, which was subsequently sold in 1996. Following the sale of Mustangs Alley, he was employed by Cisco Systems before establishing Red Hat Inc in South Asia in 1999. Mr Mulhall founded Brewtopia in 2002.

Mr Mulhall holds a Bachelor of Business from the University of Western Sydney.

Mr Lawrence Hedges – Managing Director

Mr Hedges is the Managing Director at Brewtopia and is responsible for strategic sales, product marketing and brewing contracts.

Prior to commencing with Brewtopia, Mr Hedges lived in the United Kingdom where he worked for a number of blue chip technology companies and ran his own contracting firm. In 1994 he moved to Sydney to take up the position of Regional Vice President of Storage/Security with Computer Associates.

Mr Hedges holds a Bachelor of Electrical Engineering degree.

Mr Ian Bollen - Director

With over of 15 years experience in senior roles with various supply and logistics companies, Mr Bollen brings to Brewtopia a breadth of financial, strategic and operational relationships internationally.

Mr Bollen holds a Bachelor of Commerce degree.

3.3. Historical Financial Information

The following table sets out the audited balance sheets of Brewtopia as at 30 June 2007, 2008 and 2009.

	As at 30 June		
	2009 (Audited) $	2008 (Audited) $	2007 (Audited) $
ASSETS			
Current Assets			
Cash and cash equivalents	26,742	115,155	155,052
Trade and other receivables	18,567	86,121	48,127
Inventories	13,761	59,581	46,101
Other current assets	-	-	6,942
Total Current Assets	**59,070**	**260,857**	**256,222**
Non-Current Assets			
Property, plant and equipment	74,747	144,345	207,963
Intangible assets	25,028	35,331	19,380
Total Non-Current Assets	**99,775**	**179,676**	**227,343**
TOTAL ASSETS	**158,845**	**440,533**	**483,565**
LIABILITIES			
Current Liabilities			
Trade and other payables	129,952	107,996	86,582
Financial liabilities	14,430	23,003	62,125
Short-term provisions	5,884	3,780	4,083
Other current liabilities	14,913	7,222	(44)
Total Current Liabilities	**165,179**	**142,001**	**152,746**
Non-Current Liabilities			
Financial liabilities	30,065	65,824	82,839
Total Non-Current Liabilities	**30,065**	**65,824**	**82,839**
TOTAL LIABILITIES	**195,244**	**207,825**	**235,585**
NET ASSETS	**(36,399)**	**232,708**	**247,980**
EQUITY			
Issued capital	839,611	839,611	656,383
Retained earnings	(876,010)	(606,903)	(408,403)
TOTAL EQUITY	**(36,399)**	**232,708**	**247,980**

Source: Brewtopia Annual Reports

The following table sets out the audited income statements of Brewtopia for the years ended 30 June 2007, 2008 and 2009.

	Year Ended 30 June		
	2009 (Audited) $	2008 (Audited) $	2007 (Audited) $
Sale of goods	1,314,684	1,327,422	1,279,373
Interest revenue	2,213	5,479	7,282
Other revenue	23,548	17,787	12,049
Total Revenue	**1,340,445**	**1,350,688**	**1,298,704**
Changes in inventories of finished goods and work in progress	45,820	(13,480)	18,872
Raw materials and consumables used	942,855	805,293	724,400
Total Cost of Goods Sold	**988,675**	**791,813**	**743,272**
Gross Profit	**351,770**	**558,875**	**555,432**
Gross Profit Margin	*26%*	*41%*	*43%*
Employee benefits expense	127,046	206,054	226,877
Depreciation, amortisation and impairment	48,798	56,510	31,216
Advertising expense	84,005	45,628	91,844
Auditors' remuneration and accounting fees	25,800	21,294	10,806
Directors' fees	97,910	101,818	36,555
Other administrative expenses	234,292	326,071	269,834
Finance costs	3,026	-	6,006
Total Operating Expenses	**620,877**	**757,375**	**673,138**
Profit / (Loss) From Ordinary Activities Before Income Tax	**(269,107)**	**(198,500)**	**(117,706)**
Income tax expense	-	-	-
Profit / (Loss) From Ordinary Activities After Related Income Tax Expense	**(269,107)**	**(198,500)**	**(117,706)**
Net Profit Margin	*-20%*	*-15%*	*-9%*

Source: Brewtopia Annual Reports

Brewtopia has consistently incurred operating losses since its listing on the NSX in 2006. This has resulted in the Company's net asset position deteriorating from $247,980 as at 30 June 2007 to a net asset deficiency of $36,399 as at 30 June 2009.

2007 Financial Year

The year ended 30 June 2007 was the first complete year during which Brewtopia traded as a publicly listed company. The business maintained its core activities involving custom branded beer, however, continued to develop new products such as custom branded water and low cost clean-skin beer. Brewtopia also restructured a number of it business processes to take advantage of technological developments within the industry.

Brewtopia managed to improve sales by 16% during the year ended 30 June 2007. Directors' fees also fell by 69%, however, this benefit was more than offset by a 46% increase in employee benefits expense for the year. Administrative expenses also climbed 34% during the year. Brewtopia made an operating loss of $117,706 and an EBITDA loss of $87,766.

2008 Financial Year

Brewtopia's sales increased by approximately 4% during the year ended 30 June 2008, however, the company's operating losses grew by 69% to $198,500. The worsening operating results were largely caused by increases in raw materials and consumables used, directors' fees, and administrative costs of 11%, 179% and 21% respectively. Brewtopia achieved an EBITDA loss of $147,469 for the year.

The results for the year ended 30 June 2008 were adversely affected by lower consumer discretionary spending as a result of high interest rates, volatility in equity markets and general economic instability. These factors had serious implications for the business, particularly in relation to the sale of premium beer products which saw a $60,000 write-off of beer inventory. The economic climate during the year also hindered the company's planned international expansion opportunities involving the exporting of goods to the United States.

2009 Financial Year

Brewtopia's gross profit margin deteriorated during the 2009 year as a result of stagnant sales combined with a 25% increase in the cost of goods sold. Despite an 18% fall in total expenses, the Company's operating losses increased by approximately 36% during the year. Brewtopia's EBITDA loss for the year ended 30 June 2009 increased by approximately 49% to $219,496.

The worsening economic conditions for much of the 2009 year resulted in a further weakening in operating performance during the year ended 30 June 2009, reflected in reduced sales of wine and custom branded beer. Brewtopia was, however, able to improve production capacity substantially during the year through the outsourcing of its operations and logistics to AC Labels. The implementation of this new strategy did, however, result in Brewtopia incurring a number of one-off costs.

The Company's working capital deteriorated during the year ended 30 June 2009. Brewtopia's current ratio (i.e. current assets to current liabilities) declined from 1.84:1.00 as at 30 June 2008 to 0.36:1.00 as at 30 June 2009. This deterioration was caused by a 77% reduction in current assets and a 16% increase in current liabilities during the year.

3.4. Capital Structure

Ordinary Shares

As at 18 November 2009, Brewtopia had 4,794,669 Ordinary Shares on issue. The top ten shareholders of Ordinary Shares in Brewtopia as at 18 November 2009 and their respective holdings are shown in the table below.

Shareholder	No. of Shares	%
AC Labels Pty Ltd	954,140	19.900
Palm Leaf Pty Limited	671,891	14.013
Sterling Growth Pty Limited	670,890	13.992
Springfresh Marketing Pty Limited	440,000	9.177
Mr Greg Mark Bunt	90,042	1.878
Mr Anthony Paul Moran	90,042	1.878
Mr David Shirley	66,196	1.381
Mr Ian Bollen & Ms Susan Kelly	50,000	1.043
Samuel Clarke Investments	50,000	1.043
Donscape Pty Ltd	50,000	1.043
Total Top 10 Shareholders	**3,133,201**	**65.35**
Total Shareholders	**4,794,669**	**100.00**

Source: Brewtopia, 18 November 2009

The shareholder spread of Ordinary Shares in Brewtopia is shown in the table below.

Number of Shares	No. of Holders	%
1 to 5,000	196	69.01
5,001 to 10,000	54	19.01
10,001 to 100,000	29	10.21
100,001 to 999,999	5	1.76
Total	**284**	**100.00**

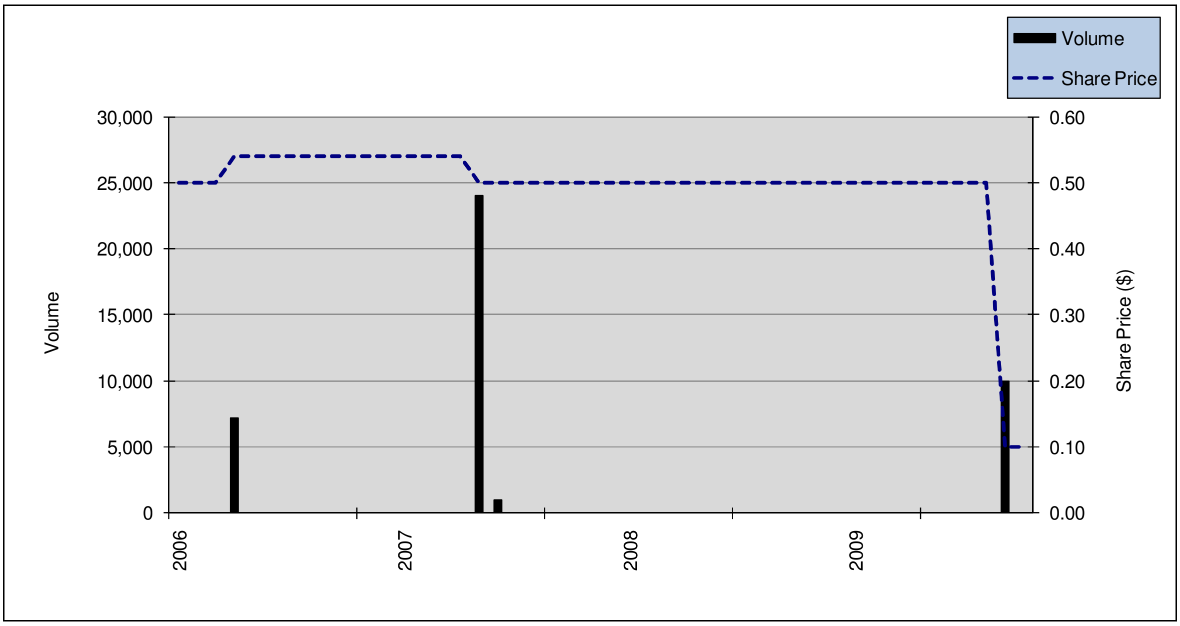
Source: Brewtopia, 18 November 2009

Other Securities

As at the date of this Report, Brewtopia has no other securities on issue.

3.5. Trading History

The following chart sets out the share trading history of Brewtopia since its listing in February 2006.



Source: Thomson Reuters

The infrequent trading of Brewtopia shares since 2006 has rendered the Company's securities illiquid. As can be seen from the above chart, 42,200 shares out of the current 4,794,669 shares on issue (i.e. 0.9%) were traded since 20 February 2006. The price at which the shares have traded during this time has ranged from $0.10 and $0.54 and, as at the date of this Report, the last traded share price was $0.10.

4. Industry Overview

Introduction

Brewtopia operates primarily in the beer and malt industry in Australia. This industry includes those entities engaging in the manufacture and distribution of beer and malt products. There is a divergence within the industry with a few large companies dominating the national market and numerous ‘micro’ companies competing in sub-markets. Competing industries include the wine industry and the spirit industry.

Products & Services

The primary products offered in the beer and malt industry include bottled beer, canned beer and keg beer, which together account for approximately 96% of industry revenue. Malt products account for the remaining 6% of industry revenue. The decline in local malt production coupled with rising beer prices over time has led to a gradual increase in the ratio of beer to malt products offered by the industry.

Increased consumer focus on obesity and general health has seen the emergence of ‘low-carbohydrate’ beers into the industry. This segment has experienced significant growth rates of approximately 127% per annum and has provided a new battle ground for competition within the industry.

Changing consumer tastes and preferences have resulted in the demand for imported beers outperforming that of the cheaper local beers. The imported beer segment has achieved double-digit growth in recent years. Consumers are also increasingly demanding full-strength beer over mid-strength and light beer.

Market Characteristics

Industry participants compete largely on price and quality of goods sold. Consequently, cash flow and brand awareness are of high importance to industry competitors. Advertising plays a vital role in creating and maintaining brand awareness and customer loyalty.

There are particularly high costs associated with the packaging and transporting of finished goods offered by the industry. For this reason, many beer manufacturers strategically locate their operations within close proximity of the end consumer.

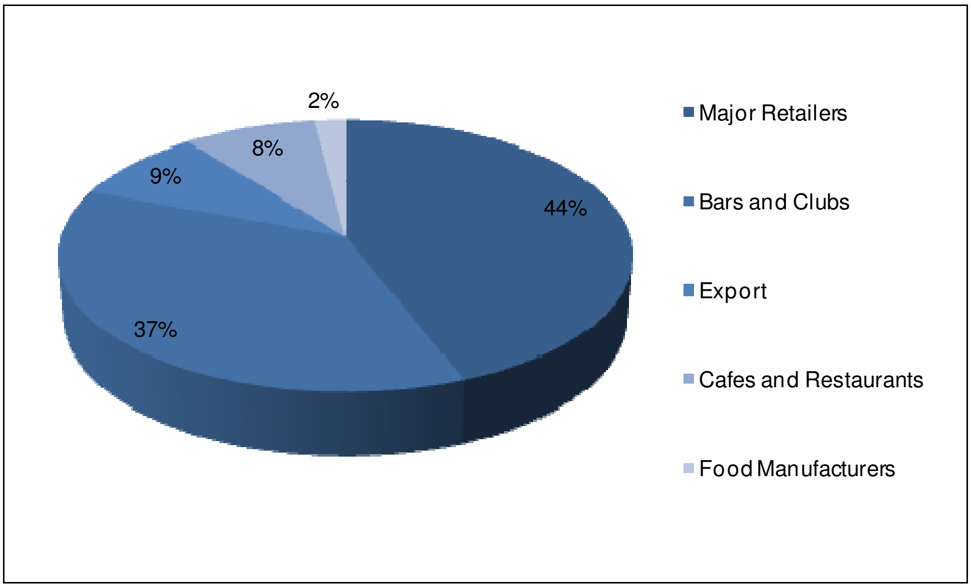
The level of disposable income amongst households affects the magnitude of the industry’s customer base. Consumers with higher disposable incomes tend to demand a greater quantity of alcoholic beverages than those with lower disposable incomes. Competitors within the industry often target consumers between the ages of 18 and 30, as this demographic maintains the highest beer consumption rate in Australia.

The industry can be divided into two groups, the larger competitors and the ‘micro’ competitors. At the ‘micro’ end of the industry, the barriers to entry are considered low. Conversely, a new entrant attempting to compete with the larger competitors is likely to encounter substantially higher barriers to entry, including:

- significant initial and ongoing capital requirements
- a lack of brand awareness
- a lack of customer loyalty
- a low level of influence over distribution channels.

Segmentation

The beer and malt industry in Australia can be divided into five main categories based on the distribution channels through which the participants reach their target market. The following chart sets out these industry segments.



Source: IBISWorld, August 2009

The largest industry segment, major retailers, is dominated by Woolworths and Coles. The competitive advantage obtained by dominating this segment has enabled Woolworths and Coles to successfully market their own privately labelled products throughout their retail outlets. This segment also consists of a number of independent retailers, however, they hold substantially less ‘buyer power’ and ‘supplier power’ than their larger competitors. This limits their degree of competitiveness within this segment and, consequently, their long-term growth and profitability prospects.

Vertical integration within the industry, instigated by some of the largest companies, has seen the bars and clubs segment form a battleground for market share competition. The strategies implemented by such competitors, in particular Lion Nathan and Foster’s, have involved the acquisition of numerous pubs and hotels in order to promote the sale of their own manufactured produce at such venues. In some cases, this competition has resulted in pubs and hotels supplying their owner’s products exclusively.

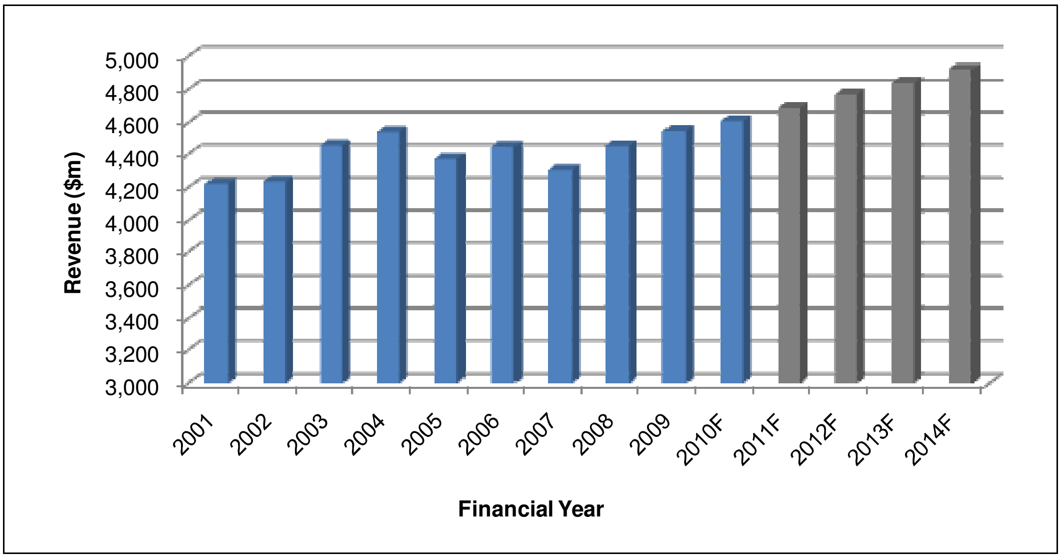
Regulation and Taxation

Regulation plays an important role within the industry. Changes to laws governing drinking ages, intoxication levels, venue trading hours and the marketing of alcoholic beverages can have a substantial impact on the level of demand for industry products. Many of these issues are highly contentious and highly debated, thereby posing additional risk to competitors within the industry.

Taxation also has a substantial impact on pricing policies of competitors in the industry. The excise relating to beer and spirits is indexed to the consumer price index (CPI), however, the excise for wine is fixed at 29% of the wholesale sales value. Consequently, inflation can affect the competitiveness of beer relative to substitute products such as wine.

Industry Performance

The table below sets out the historical industry revenue in Australia for the 2001 to 2009 financial years and the forecast revenue for the 2010 to 2014 financial years.



Source: IBISWorld, August 2009

The revenue generated by the industry grew at an average annual rate of 1.0% during the 2002 to 2009 financial years. This growth rate was, however, brought down by the negative growth experienced by the industry in the 2005 and 2007 financial years of 3.8% and 3.1% respectively. The negative growth was largely due to increasing competition from other beverage products and foreign competitors.

The demand for beer in recent years has been softened by the increasing popularity of various wine and spirits products, particularly ready-to-drink (RTD) mixed spirits.

The industry in general did not experience as heavy a decline in demand compared with many other industries as a result of the global financial crisis. The crisis did, however, cause a slight shift in consumer preferences. During the 2009 financial year, it is believed that there has been a shift in demand away from premium beers back towards local beers. This shift is likely to be the result of lower market sentiment and rising unemployment which have accompanied the global financial crisis.

Beer consumption by volume is forecast to rise over the next five years despite a decline in per capita consumption. Growth is expected to be slowed by intensifying competition from imported premium beer and the threat of substitutes such as wine and spirits.

There is plenty of high-level activity amongst the larger competitors in the industry with Kirin’s takeover offer for Lion Nathan and the expansion of SABMiller and Coca Cola’s joint venture, Pacific Beverages. This activity is set to increase competition within the industry and, given the low level of consumer sentiment, this may result in increasing price competition.

5. Valuation of the Brewtopia Business

5.1. Valuation Summary

In our opinion, the value of the Brewtopia Business being the subject of the Proposed Divestment amounts to NIL.

Our assessment of the value is detailed in the remainder of this section.

5.2. Primary Valuation of the Brewtopia Business

As detailed in section 2.5, the orderly realisation of assets method is, in our opinion, the most appropriate valuation method to apply to the valuation of the Brewtopia Business.

The orderly realisation of assets valuation method takes into account the estimated value of the net assets on a going concern basis. This methodology has been adopted based on the following considerations:

- Detailed and supportable forecast financial information is not available to enable the application of a DCF valuation.
- Brewtopia has consistently generated operating losses. Accordingly, the application of an earnings based valuation methodology would not be appropriate.
- Brewtopia's securities are traded infrequently are therefore considered illiquid. Consequently, a valuation based on the quoted market price of Brewtopia's securities is unlikely to yield an accurate basis on which to value the Brewtopia Business.
- Our review of Brewtopia's announcements indicates that Brewtopia shareholders have not received any recent genuine offers for the Brewtopia business or shares. Accordingly, a valuation based on recent genuine offers is not possible.

Set out below is the unaudited pro-forma balance sheet of the Brewtopia Business as at 8 December 2009, being the audited balance sheet as at 30 June 2009 adjusted by William Buck to reflect additional information received from Brewtopia management.

	Note	Brewtopia (Audited) As at 30 June 2009 $	Pro-Forma Adjustments $	Pro-Forma (Unaudited) As at 8 Dec 2009 $
ASSETS				
Current Assets				
Cash and cash equivalents	1	26,742	(14,870)	11,872
Trade and other receivables	1	18,567	23,233	41,800
Inventories	1	13,761	9,349	23,110
Total Current Assets		**59,070**	**17,711**	**76,781**
Non-Current Assets				
Property, plant and equipment	2	74,747	(10,791)	63,956
Intangible assets	3	25,028	21,666	46,694
Total Non-Current Assets		**99,775**	**10,875**	**110,650**
TOTAL ASSETS		**158,845**	**28,586**	**187,431**
LIABILITIES				
Current Liabilities				
Trade and other payables	1	129,952	72,096	202,048
Financial liabilities	4	14,430	549	14,979
Short-term provisions	1	5,884	-	5,884
Other current liabilities	1	14,913	11,877	26,790
Total Current Liabilities		**165,179**	**84,523**	**249,702**
Non-Current Liabilities				
Financial liabilities	4	30,065	(6,408)	23,657
Total Non-Current Liabilities		**30,065**	**(6,408)**	**23,657**
TOTAL LIABILITIES		**195,244**	**78,115**	**273,359**
NET ASSETS		**(36,399)**	**(49,528)**	**(85,927)**

As the net assets of the Brewtopia Business are less than zero, we have assigned a NIL value to the Brewtopia Business on a going concern basis.

Details regarding the pro-forma adjustments have been set out below:

Note 1

Adjustments based on Brewtopia's unaudited management accounts as at 8 December 2009 to reflect movements since 1 July 2009. No further adjustments have been made by William Buck.

Note 2

Includes an adjustment made by William Buck in the amount of $11,891 to reflect depreciation on property, plant and equipment since 1 July 2009.

Note 3

Includes an adjustment made by William Buck in the amount of $21,666 in order to restate intangible assets at cost.

Intangible assets consist of the Company's website. We are of the view that the cost of developing the website is an accurate indication of its fair value. This is consistent with accepted technology intangible asset valuation methodologies.

Note 4

Includes adjustments made by William Buck in the amounts of $549 and ($6,408) respectively to reflect movements in current and non-current financial liabilities since 1 July 2009.

5.3. Secondary Valuation of the Brewtopia Business

As set out in Section 2.5 of this Report, William Buck is of the opinion that no other valuation methodologies set out in ASIC Regulatory Guide 111, are suitable for the valuation of the Brewtopia Business.

Consequently, William Buck has not undertaken a secondary valuation of the Brewtopia Business.

6. Valuation of Consideration Offered

6.1. Valuation Summary

The consideration being offered by Hills Labels in relation to the Proposed Divestment consists of a cash payment of $10.00.

We consider that the fair value of the consideration being offered is equal to the actual amount of the cash payment, being $10.00.

7. Evaluation of the Proposed Divestment

7.1. Assessment of Fairness of the Proposed Divestment

Under ASIC Regulatory Guide 111, the Proposed Divestment will be deemed 'fair' if the value of the Consideration being offered is equal to or greater than the value of the Brewtopia Business being divested.

To determine whether the Proposed Divestment is fair to the non-associated shareholders, we have compared the value of the Brewtopia Business on a going concern basis with the value of the Consideration being offered by Hills Labels.

A summary of our analysis of the relevant values is set out below.

	Amount $
Value of the Brewtopia Business	**NIL**
Value of Consideration Offered	**10**

As can be seen from the table above, the value of the Consideration being offered exceeds the value of the Brewtopia Business being divested.

Based on the foregoing analysis, William Buck is of the opinion that the Proposed Divestment is fair to the non-associated shareholders of Brewtopia.

7.2. Assessment of Reasonableness of the Proposed Divestment

Under ASIC Regulatory Guide 111, an offer is reasonable if it is fair. On this basis, we also conclude that the Proposed Divestment is reasonable. We have also considered the following factors in assessing the reasonableness of the Proposed Divestment.

Advantages for the Non-Associated Shareholders

Relief of Debt Obligations

The Proposed Divestment will alleviate the Company of its current debt obligations. This will reduce the Company's risk of defaulting on its financing obligations and will remove any associated borrowing costs.

Opportunity to Acquire APFC

Brewtopia has entered into a conditional agreement to acquire 100% of the issued shares of APFC. The acquisition is conditional on the successful completion of the Proposed Divestment and subsequent shareholder approval.

The successful completion of the Proposed Divestment will give non-associated shareholders the opportunity to vote in relation to the proposed acquisition of 100% of the issued shares of APFC.

Orderly Disposal of Loss Making Business

Taking into consideration the Company's poor operating results in recent years coupled with a deteriorating balance sheet, the Proposed Divestment provides shareholders with the opportunity to dispose of the Company's assets and liabilities through an orderly realisation on a going concern basis. This reduces the risk of the Company being forced to dispose of its assets in a 'fire-sale' assuming the Company is unable to return to profitable operations.

Disadvantages for the Non-Associated Shareholders

Potential Delisting from the NSX

Section 2A – 6.54 of the NSX Listing Rules states that the "issuer shall carry out, directly or indirectly, a sufficient level of operations or have tangible assets of sufficient value and/or intangible assets for which a sufficient potential value can be demonstrated to the Exchange to warrant the continued listing on the Exchange of the issuer's securities."

If the Proposed Divestment is approved and the acquisition of APFC is not successfully completed, Brewtopia will be at risk of failing this rule and therefore be at risk of the Company's shares being delisted. In this event, non-associated shareholders may not have any future opportunity to dispose of their shares through a public exchange.

7.3. Implications if Proposed Divestment is Not Approved

Continued Holding of Loss Making Business

As set out in Section 3.3 of this Report, Brewtopia has consistently incurred operating losses since its listing on the NSX in 2006. This has resulted in the Company's net asset position deteriorating from $247,980 as at 30 June 2007 to a net asset deficiency of $36,399 as at 30 June 2009.

The Directors are of the view that given the Business' current operations, financial position and the current economic environment, it is likely to continue to incur losses in a public company structure.

Should the Proposed Divestment not be approved, shareholder value is likely to continue to deteriorate.

No Opportunity to Acquire APFC

One of the conditions precedent to the agreement to acquire 100% of the issued shares of APFC is that the Proposed Divestment must be approved by shareholders of Brewtopia.

Should shareholders vote against the Proposed Divestment, there will be no opportunity for shareholders to vote in relation to the proposed acquisition of 100% of the issued shares of APFC.

7.4. Conclusion in Relation to the Proposed Divestment

On the basis of the foregoing analysis, we conclude that the Proposed Divestment is both **fair and reasonable** to the non-associated shareholders of Brewtopia.

8. Appendices

8.1. Appendix 1 – Abbreviations & Definitions

Term	Definition
AC Labels	AC Labels Pty Limited ABN 27 001 197 039
APFC	Australian Premier Finance Company Pty Limited ABN 54 104 959 435
ASIC	The Australian Securities and Investments Commission
ASX	The Australian Securities Exchange Limited ABN 98 008 624 691
Board	The Board of Directors of Brewtopia as at the date of this report
Brewtopia or the Company	Brewtopia Limited ABN 85 099 912 044
Business	The business conducted by Brewtopia comprising all of the assets and liabilities of Brewtopia
Consideration	The proposed cash payment of $10.00 to be paid by Hills Labels on acquisition of the Brewtopia Business
Corporations Act	The Corporations Act 2001
DCF	Discounted Cash Flow
Director(s)	A director(s) of Brewtopia Limited at the date of this Report
FSG	Financial Services Guide
Hills Labels	Hills Labels Pty Limited (a wholly-owned subsidiary of AC Labels) ABN 11 110 071 497
NSX	National Stock Exchange of Australia NSX Limited ABN 33 089 447 058
Ordinary Shares	Ordinary shares of Brewtopia Limited
Related Party	Has the meaning as provided in the Corporations Act
Report	This document prepared by William Buck dated 15 December 2009
Proposed Divestment	The divestment of the Brewtopia Business to Hills Labels
William Buck	William Buck Corporate Advisory Services (NSW) Pty Ltd ABN 50 133 845 637 Authorised Representative of William Buck Financial Services (NSW) Pty Ltd (AFSL Licence No: 240769)

8.2. Appendix 2 – Qualifications & Declarations

Qualifications

William Buck has extensive experience in the provision of corporate finance advice including with respect to mergers and acquisitions.

William Buck is an authorised representative of William Buck Financial Services (NSW) Pty Ltd which holds an Australian Financial Services Licence issued by ASIC for giving expert reports pursuant to the Listing Rules of the ASX and NSX and the Corporations Act.

The individuals responsible for the preparation of this Report are Mrs Manda Trautwein and Mr Graham Spring.

Manda Trautwein is a director of William Buck and an active Member of the Institute of Chartered Accountants and its Forensic Accounting and Business Valuation Special Interest Groups. She holds a Bachelor of Commerce degree and a Master of Applied Finance degree from Macquarie University and a Master of Applied Taxation degree from the University of New South Wales. Manda regularly advises clients on corporate transactions and is experienced in the provision of valuations of shares and businesses for a variety of applications.

Graham Spring is a director of William Buck and is also a member of the executive board. He holds a Bachelor of Commerce degree from the University of New South Wales and a Masters of Business Administration from Macquarie University. With over 25 years experience as a Chartered Accountant, Graham has extensive experience in the valuation of business enterprises, companies, shares and other securities and entities. His valuation engagements have covered a wide range of industries including; legal practices, aged care facilities, mining companies, wholesaling operations and funds managements companies.

Declarations

The statements contained in this Report are given in good faith and have been derived from information believed to be reliable and accurate. We have examined this information and have no reason to believe that any material factors have been withheld from us.

During the course of this engagement, William Buck provided draft copies of this Report to Brewtopia and Hills Labels for comment as to factual accuracy, as opposed to opinions, which are the responsibility of William Buck alone. Changes made to this Report as a result of these reviews have not changed the opinion reached by William Buck.

Interests

William Buck and its related entities do not have, at the date of this Report, and have not had any shareholding in or other relationship with Brewtopia or Hills

Labels (or any related parties of Brewtopia or Hills Labels) that could reasonably be regarded as capable of affecting our ability to provide an unbiased opinion in relation to the Proposed Divestment.

William Buck had no part in the formulation of the Proposed Divestment. Its only role has been the preparation of this Report.

William Buck is entitled to receive a fee for the preparation of this Report of up to $17,500 plus GST. Except for this fee, William Buck has not received and will not receive any pecuniary or other benefit, whether direct or indirect, for or in connection, with the preparation of this Report.

Prior to accepting this engagement William Buck considered its independence with respect to Brewtopia and Hills Labels and any of its associates with reference to ASIC Regulatory Guide 112 “Independence of Experts”. William Buck considers itself to be independent.

8.3. Appendix 3 – Sources of Information

In preparing this Independent Expert Report, William Buck has been provided with and has considered the following sources of information:

a) Contract for the Sale of Business between Brewtopia Limited and Hills Labels Pty Limited, dated 18 August 2009;

b) Shareholder register of Brewtopia Limited as at 18 November 2009;

c) Unaudited Management Accounts of Brewtopia Limited for the period ended 8 December 2009;

d) Annual Reports of Brewtopia for the years ended 30 June 2006, 30 June 2007, 30 June 2008 and 30 June 2009.

e) IBISWorld Industry Report 'Beer and Malt Manufacturing in Australia', August 2009;

f) Wayne Lonergan, 'The Valuation of Businesses, Shares and Other Equity', 4th Edition, Allen & Unwin 2003;

g) Information available on the corporate website of Brewtopia Limited, accessed November 2009, http://www.brewtopia.com.au

h) Publicly available information regarding Brewtopia Limited

i) Publicly available information regarding Hills Labels Pty Limited and AC Labels Pty Limited; and

j) Various enquiries with Brewtopia management.

8.4. Appendix 4 – Overview of Valuation Methodologies

Discounted Cash Flow (DCF) Method

The DCF approach is technically a superior methodology since it allows for fluctuations in future performance to be recognised. This methodology derives the enterprise value of an entity by discounting its expected future cash flows.

In applying the DCF valuation methodology consideration must be given to the following factors:

- The estimated future cash flows of the business for a reasonable period including an assessment of the underlying assumptions;
- An estimate of the terminal value of the business at the end of the forecast period; and
- The assessment of an appropriate discount rate that quantifies the risk inherent in the business and reflects the expected return which investors can obtain from investments having equivalent risks.

Capitalisation of Estimated Future Maintainable Earnings

The capitalisation of estimated future maintainable earnings method is useful as a primary valuation technique where the DCF methodology cannot be used. This method derives the enterprise value of an entity and requires consideration of the following factors:

- Selection of an appropriate level of estimated future maintainable earnings having regard to historical and forecast operating results, and adjusting for non-recurring or non-business items of income and expenditure in addition to any known factors likely to affect the future operating performance of the business;
- Profits arising from the assets surplus to the operation of the sustainable business are eliminated and the assets, net of any liabilities relating thereto, treated incrementally; and
- Determination of an appropriate capitalisation multiple having regard to the market rating of comparable companies or businesses, the extent and nature of competition in the industry, quality of earnings, future growth opportunities, asset backing and relative investment risk.

Orderly Realisation of Assets

The orderly realisation of assets valuation methodology takes into account the estimated value of the net assets on a going concern basis. It is normally used as a secondary valuation method to derive the equity value of an entity and as a basis for determining the level of goodwill implied in DCF and capitalisation of estimated future maintainable earnings valuations.

The orderly realisation of assets approach is usually used as the primary valuation technique where businesses are not currently making a profit but may do so in the future, or where the capitalisation of estimated future maintainable earnings or DCF methodologies yield a lower value than that of the net assets.

Quoted Market Price

The quoted market price method requires an analysis of the quoted price of listed securities, where there is a liquid and active market and allowing for the fact that the quoted price may not reflect their value, should 100% of the securities be available for sale.

This valuation method is suitable where the quoted price of a listed entity's securities is closely related to the underlying value of the net assets of the entity.

Genuine Offers

This method requires the consideration of any recent genuine offers received by the entity for any shares, business units or assets as a basis for the valuation of those shares, business units or assets.

ANNEXURE E

THE ACQUISITION INDEPENDENT EXPERT REPORT

15 December 2009

The Board of Directors
Brewtopia Limited
137-139 Bathurst Street
SYDNEY NSW 2000

Dear Sirs,

INDEPENDENT EXPERT REPORT AND FINANCIAL SERVICES GUIDE

1. Introduction

The Directors of Brewtopia Limited ("**Brewtopia**") have engaged William Buck Corporate Advisory Services (NSW) Pty Limited ("**William Buck**") to prepare an Independent Export Report in relation to the proposed acquisition (the **"Proposed Acquisition**") of 100% of the issued shares of Australian Premier Finance Company Pty Limited ("**APFC**") in consideration for issuing up to 50,961,538 fully paid ordinary shares in Brewtopia (the **"Consideration Shares**").

The Proposed Acquisition is conditional upon, amongst other things, the successful completion of the sale of the current business conducted by Brewtopia (the **"Brewtopia Business**") to Hills Labels Pty Ltd ("**Hills Labels**") and Brewtopia obtaining shareholder approval for the issue and subsequent conversion of 2,500,000 convertible notes (the "**Convertible Notes**").

Our Report has been prepared solely for the purpose of assisting the non-associated shareholders of Brewtopia in considering whether or not the Proposed Acquisition is fair and reasonable to them.

2. Summary of Opinion

2.1. Evaluation of the Proposed Acquisition

We have considered the terms of the transaction and conclude that the Proposed Acquisition is both **fair and reasonable** to the non-associated shareholders of Brewtopia.

A summary of the analysis undertaken to reach the above opinion is set out below.

Assessment of the fairness of the Proposed Acquisition

Under ASIC Regulatory Guide 111 – *Contents of Expert Reports*, the Proposed Acquisition would be considered 'fair' if the value of the consideration being offered is equal to or less than the value of the assets being acquired.

To determine whether the Proposed Acquisition is fair to the non-associated shareholders of Brewtopia, we have compared the value of the issued shares of APFC with the value of the Consideration Shares.

As the Proposed Acquisition is conditional on the successful completion of the sale of the Brewtopia Business to Hills Labels and the issue of the Convertible Notes, our valuation of the Consideration Shares has been prepared on a post-sale, post-issue basis.

Our assessment of the fairness of the offer is set out in the table below.

	Undiluted		Fully-Diluted*	
	Low Range $	High Range $	Low Range $	High Range $
Value of Brewtopia Shares (Per Share)	**-**	**-**	**0.014**	**0.014**
Number of Consideration Shares	50,961,538	50,961,538	50,961,538	50,961,538
Number of Shares on Issue by APFC	2,700	2,700	2,700	2,700
Number of Consideration Shares for Every Share in APFC	**18,875**	**18,875**	**18,875**	**18,875**
Value of Consideration Shares (Per APFC Share)	**-**	**-**	**259**	**259**
Value of APFC (Per Share)	**456**	**692**	**456**	**692**

* After the conversion of the Convertible Notes

As the value of the Consideration Shares (per APFC share) is less than the value of the shares of APFC, William Buck concludes that the Proposed Acquisition is fair to the non-associated shareholders of Brewtopia.

Assessment of the reasonableness of the Proposed Acquisition

Under ASIC Regulatory Guide 111, an offer is reasonable if it is fair. On this basis, we also conclude that the Proposed Acquisition is reasonable. We have also considered the following factors in assessing the reasonableness of the Proposed Acquisition.

Advantages for the Non-Associated Shareholders

- Section 2A – 6.54 of the NSX Listing Rules states that the "issuer shall carry out, directly or indirectly, a sufficient level of operations or have tangible assets of sufficient value and/or intangible assets for which a sufficient potential value can be demonstrated to the exchange to warrant the continued listing on the exchange of the issuer's securities."

  As the Proposed Acquisition is conditional on the successful divestment of the Brewtopia Business, should shareholders approve the Proposed Acquisition, Brewtopia will improve its ability to satisfy Section 2A – 6.54 of the NSX Listing Rules going forward.

- APFC is a substantially larger company than Brewtopia and has a significantly stronger net asset position. The Proposed Acquisition will strengthen Brewtopia's balance sheet and may provide the company with greater access to capital to assist the company in funding it future growth and working capital requirements.

Disadvantages for the Non-Associated Shareholders

- If successful, the Proposed Acquisition will result in a dilution of the voting power currently held by the non-associated shareholders of Brewtopia.

  Below is a comparison of the voting power currently held by the non-associated shareholders of Brewtopia and the voting power those non-associated shareholders will subsequently hold in Brewtopia should the Proposed Acquisition be successful:

	Pre-Acquisition		Post-Acquisition	
	Undiluted	Fully-Diliuted*	Undiluted	Fully-Diliuted*
Total voting rights available	4,794,669	7,294,669	55,756,207	58,256,207
Total voting rights held by non-associated shareholders	3,840,529	3,840,529	3,840,529	3,840,529
% of voting rights held by non-associated shareholders	**80.10%**	**52.65%**	**6.89%**	**6.59%**

  * After the conversion of the Convertible Notes

- The Proposed Acquisition is conditional upon the resignation of all current Brewtopia directors and the appointment of new directors as nominated by APFC. This presents a risk to the non-associated shareholders as, given the dilution of their ownership discussed above, their ability to vote to remove any undesired directors will be significantly reduced.

Implications if Proposed Acquisition is Not Approved

- Section 2A – 6.54 of the NSX Listing Rules states that the "issuer shall carry out, directly or indirectly, a sufficient level of operations or have tangible assets of sufficient value and/or intangible assets for which a sufficient potential value can be demonstrated to the exchange to warrant the continued listing on the exchange of the issuer's securities."

  Should the Proposed Acquisition not be approved and should the divestment of the Brewtopia Business be successful, the company may be at risk of failing to satisfy Section 2A – 6.54 of the NSX Listing Rules and consequently may have its shares delisted.

- Should the divestment of the Brewtopia Business be successful, Brewtopia will hold no income producing assets. Accordingly, should the Proposed Acquisition not be approved, non-associated shareholders will not be able to realise any further value from their shareholdings unless another transaction materialises.

  We are advised at the time of this Report, that no such other transaction opportunities have been identified by the company.

2.2. General Advice

In forming our opinion, we have considered the interests of the non-associated shareholders as a whole. This advice therefore does not consider the financial situation, objectives or needs of the individual non-associated shareholders.

It is neither practical nor possible to assess the implication of the Proposed Acquisition on individual non-associated shareholders as their individual financial circumstances are not known.

The decision of the non-associated shareholders as to whether or not to vote in favour of the Proposed Acquisition is a matter for each individual based on, amongst other things, their risk profile, liquidity preference, investment strategy and tax position. Individual non-associated shareholders should therefore consider the appropriateness of our opinion before acting on it.

As an individual non-associated shareholders' decision to vote in favour of the Proposed Acquisition may be influenced by his or her particular circumstances, we recommend that individual non-associated shareholders consult their financial advisors.

2.3. Other

Our opinion has been based solely on information made available to us up to the date of this Report as set out in Appendix 3. We have not undertaken to update our Report for events or circumstances arising after the date of this Report.

The above opinion should be considered in conjunction with, and not independently of, the information set out in the remainder of this Report including the appendices.

Yours faithfully,
William Buck Corporate Advisory Services (NSW) Pty Limited

Manda Trautwein
Director

Graham Spring
Director

Brewtopia Limited

Proposed Acquisition of Australian Premier Finance Company Pty Limited

Independent Expert Report & Financial Services Guide

15 December 2009

William Buck
Business Advisors
Chartered Accountants

strategic advice innovative solutions service excellence

William Buck
Business Advisors
Chartered Accountants

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Financial Services Guide

Dated 15 December 2009

William Buck Corporate Advisory Services (NSW) Pty Ltd ABN 50 133 845 637 (“**William Buck**” or “**we**” or “**us**” or “**our**” as appropriate) has been engaged to issue general financial product advice in the form of a report to be provided to you.

Financial Services Guide

In the above circumstances we are required to issue to you, as a retail client, a Financial Services Guide (“**FSG**”). This FSG is designed to help retail clients make a decision as to their use of general financial product advice and to ensure that we comply with our obligations as an Authorised Representative of a financial services licensee.

The FSG includes information about:

- who we are and how we can be contacted;
- the services we are authorised to provide as an Authorised Representative of William Buck Financial Services (NSW) Pty Ltd (Licence No: 240769);
- remuneration that we and/or our staff and any associates receive in connection with the general financial product advice;
- any relevant associations or relationships we have; and
- our complaints handling procedures and how you may access them.

Financial services we are licensed to provide

We are an Authorised Representative of William Buck Financial Services (NSW) Pty Ltd who holds an Australian Financial Services Licence, which authorises us to provide financial product advice in relation to:

- deposit and payment products limited to:
  - basic deposit products;
  - deposit products other than basic deposit products;
- derivatives limited to old law securities options contracts and warrants;
- debentures, stocks or bonds issued or proposed to be issued by a government;
- life products including:
  - investment life insurance products as well as any products issued by a Registered Life Insurance Company that are backed by one or more of its statutory funds; and
  - life risk insurance products as well as any products issued by a Registered Life Insurance Company that are backed by one or more of its statutory funds;

- interests in managed investment schemes including investor directed portfolio services;
- retirement savings accounts products (within the meaning of the Retirement Savings Account Act 1997);
- securities; and
- superannuation.

We provide financial product advice by virtue of an engagement to issue a report in connection with a financial product of another person. Our report will include a description of the circumstances of our engagement and identify the person who has engaged us. You will not have engaged us directly but will be provided with a copy of the report as a retail client because of your connection to the matters in respect of which we have been engaged to report.

Any report we provide is provided on our own behalf as an Authorised Representative of a financial services licensee authorised to provide the financial product advice contained in the report.

General financial product advice

In our report we provide general financial product advice, not personal financial advice, because it has been prepared without taking into account your personal objectives, financial situation or needs.

You should consider the appropriateness of this general advice having regard to your own objectives, financial situation and needs before you act on the advice. Where the advice relates to the acquisition or possible acquisition of a financial product, you should also obtain a product disclosure statement relating to the product and consider that statement before making any decision about whether to acquire the product.

Benefits that we may receive

We charge fees for providing reports. These fees will be agreed with, and paid by, the person who engages us to provide the report. Fees will be agreed on either a fixed fee or time cost basis.

Except for the fees referred to above, neither William Buck, nor any of its directors, employees or related entities, receive any pecuniary benefit or other benefit, directly or indirectly, for or in connection with the provision of the report.

Remuneration or other benefits received by our employees

All our employees receive a salary. Our employees are eligible for bonuses based on overall productivity but not directly in connection with any engagement for the provision of a report.

Referrals

We do not pay commissions or provide any other benefits to any person for referring customers to us in connection with the reports that we are authorised to provide.

Associations and relationships

From time to time William Buck may provide professional services including financial advisory services to financial product issuers in the ordinary course of its business.

Complaints resolution

Internal complaints resolution process

As an Authorised Representative of a holder of an Australian Financial Services Licence, we are required to have a system for handling complaints from persons to whom we provide financial product advice. All complaints must be in writing, addressed to The Compliance Officer, William Buck, Level 29, 66 Goulburn Street, Sydney NSW 2000.

When we receive a written complaint we will record the complaint, acknowledge receipt of the complaint within 15 days and investigate the issues raised. As soon as practical, and not more than 45 days after receiving the written complaint, we will advise the complainant in writing of our determination.

Referral to External Dispute Resolution Proposed Scheme

A complainant not satisfied with the outcome of the above process, or our determination, has the right to refer the matter to the Financial Ombudsman Service. The Financial Ombudsman Service is an independent company that has been established to provide free advice and assistance to consumers to help in resolving complaints relating to the financial service industry.

Further details about the Financial Ombudsman Service are available at the website www.fos.org.au or by contacting them directly at: the Financial Ombudsman Service, GPO Box 3, Melbourne VIC 3001 or Toll free: 1300 780 808 or by facsimile: (03) 9613 6399.

Professional indemnity insurance

William Buck has professional indemnity insurance in place which covers any work done by us, as an authorised representative of William Buck Financial Services (NSW) Pty Ltd and by representatives/employees after they cease to work for us. The compensation arrangements we have in place comply with sec.912B of the Corporations Act.

Contact details

You may contact us at William Buck, Level 29, 66 Goulburn Street, Sydney, NSW 2000 or by telephone on (02) 8263 4000.

1. Proposed Acquisition

1.1. Summary of the Proposed Acquisition

On 26 August 2009, Brewtopia Limited ("**Brewtopia**") announced that it had entered into a conditional, non-binding heads of agreement to acquire 100% of the issued shares of Australian Premier Finance Company Pty Limited ("**APFC**") in consideration for issuing up to 50,961,538 fully paid ordinary shares in Brewtopia (the "**Consideration Shares**") (the "**Proposed Acquisition**").

The Proposed Acquisition is conditional upon, amongst other things, the successful completion of the sale of the current business conducted by Brewtopia (the "**Brewtopia Business**") to Hills Labels Pty Ltd ("**Hills Labels**") and Brewtopia obtaining shareholder approval for the issue and subsequent conversion of 2,500,000 convertible notes (the "**Convertible Notes**").

1.2. Consideration Offered

The consideration being offered by Brewtopia in relation to the Proposed Acquisition of 100% of the issued shares of APFC will be the issue of 50,961,538 ordinary fully paid shares in Brewtopia.

Should the Proposed Acquisition be successfully completed, the shareholders of APFC will acquire up to 91.77% of the ordinary fully paid shares in Brewtopia.

1.3. Conditions of the Proposed Acquisition

The Proposed Acquisition is subject to the following conditions:

- Brewtopia obtaining such shareholder approvals or other regulatory approvals for the Proposed Acquisition as may be required by Brewtopia's constitution, the National Stock Exchange ("**NSX**") Listing Rules, the Corporations Act 2001 (the "**Corporations Act**"), the Australian Securities and Investment Commission ("**ASIC**") or any other regulatory body, including but not limited to:
  - approval for the issue of the Consideration Shares;
  - approval under section 611 Item 7 of the Corporations Act for the issue of the Consideration Shares and the acquisition of 100% of the shares of APFC;
  - any approvals under the related party provisions of the Corporations Act or the NSX Listing Rules for the issue of the Brewtopia Shares; and
  - approval by Brewtopia shareholders to change the nature and scale of operations conducted by Brewtopia under the NSX Listing Rules.

- Brewtopia taking all necessary corporate action to ensure that the existing directors of Brewtopia retire upon completion of the Proposed Acquisition;
- Completion of the proposed divestment of the existing Brewtopia business to Hills Labels Pty Limited as announced by Brewtopia on 26 August 2009;
- Brewtopia obtaining shareholder approval for the issue and subsequent conversion of the Convertible Notes.
- Discharge of the fixed and floating charges over APFC in favour of each of:
    - Mr Charles Paul Garrison;
    - MotorPay Pty Limited; and
    - Adsett and Associates Ltd.

  Alternatively, a written notice from the abovenamed entities addressed to Brewtopia:

    - consenting to the entering into and the completion of the Proposed Acquisition; and
    - certifying that APFC is not in default under the fixed and floating charges.

2. Scope of the Report

2.1. Purpose of the Report

This Report has been prepared to assist the non-associated shareholders of Brewtopia to assess the Proposed Acquisition.

The Proposed Acquisition will result in a substantial change in the nature and scale of the activities of the Company and will result in the issue of more than 15% of the current number of ordinary shares on issue by the Company (including the issue of shares to proposed directors of Brewtopia). Accordingly, shareholder approval is required under NSX Listing Rules 6.41, 6.25 and 6.44.

The sole purpose of this Report is to set out William Buck's opinion as to whether the Proposed Acquisition is fair and/or reasonable to the non-associated shareholders. This Report should not be used for any other purpose.

Each individual shareholder must take into account his or her own circumstances when deciding whether or not to vote in favour of the Proposed Acquisition. Shareholders should seek their own independent professional advice to assist them in their decision, taking into account their preferences and expectations.

2.2. Basis of Assessment

As there is no legal definition of the expression "fair and reasonable" in the *Corporations Act 2001*, we have considered guidance provided by ASIC Regulatory Guides in assessing whether the Proposed Acquisition is fair and reasonable from the perspective of the Non-Associated Shareholders.

In particular we have referred to ASIC Regulatory Guide 111 – *Contents of Expert Reports* in determining the basis of our assessment.

ASIC Regulatory Guide 111 states that an assessment of what is fair and reasonable should:

- Be judged in all the circumstances of the transaction;
- Compare the likely advantages and disadvantages for the non-associated shareholders if the Proposed Acquisition is approved, with the advantages and disadvantages to those shareholders if it is not; and
- Compare the fair market value of the consideration with the fair market value of the securities subject to the Proposed Acquisition.

Furthermore, ASIC Regulatory Guide 111 treats “fair” and “reasonable” as two distinct criteria. The Proposed Acquisition is “fair” if the value of the consideration is equal to or less than the securities subject to the Proposed Acquisition. The Proposed Acquisition will be “reasonable” if it is fair, or, despite being not fair, after considering other significant factors, there are sufficient reasons for the shareholders to accept the Proposed Acquisition.

2.3. Factors Considered in Determining our Opinion

In our opinion, the most appropriate basis on which to evaluate the Proposed Acquisition is to assess the likely overall impact on the non-associated shareholders and to form a judgement as to whether the expected benefits outweigh any disadvantages that might result from the transaction.

In forming our opinion as to whether the Proposed Acquisition is fair and reasonable to the non-associated shareholders, we have compared:

- The fair market value of the Consideration Shares to be issued by Brewtopia with the fair market value of 100% of the issued shares of APFC to be acquired by Brewtopia under the Proposed Acquisition.
- The advantages and disadvantages to the non-associated shareholders if the Proposed Acquisition is approved; and
- The advantages and disadvantages to the non-associated shareholders if the Proposed Acquisition is not approved.

2.4. Sources of Information

In preparing this Report and arriving at our opinion, we have considered the information detailed in Appendix 3 of this Report.

We note that an important part of the information base used in forming an opinion of the kind detailed above, is comprised of the opinions and judgements of management. This type of information has been evaluated through analysis, enquiry and review to the extent practical. Often it is not possible, however, to externally verify or validate such information.

The statements and opinions expressed in this Report are made in good faith and have been based on information available as at the date of this Report. On completion of our review, as outlined in the paragraph above, we believe the information to be reliable, accurate, and prepared by Brewtopia and APFC on a reasonable basis. We have relied upon information set out in Appendix 3 and have no reason to believe that any material factors have been withheld from us. We have not performed anything in the nature of an audit or financial due diligence on the information provided for this opinion. No warranty of accuracy or reliability is given by William Buck or its affiliated companies and their respective officers and employees in relation to this information.

The opinions of William Buck are based on prevailing market, economic and other conditions at the date of this Report. Conditions can change over relatively short periods of time. Any subsequent changes in these conditions could impact upon our opinion.

2.5. Valuation Approaches Adopted

ASIC Regulatory Guide 111 outlines the appropriate methodologies which an expert should consider when valuing assets or securities for the purposes of, amongst other things, takeovers, selective capital reductions, schemes of arrangement, share buybacks and prospectuses.

These include:

- The discounted cash flow ("DCF") methodology and the estimated realisable value of any surplus assets.
- The application of earnings multiples appropriate for the businesses or industries in which the company or its profit centres are engaged, to the estimated future maintainable earnings or cash flows of the company, added to the estimated realisable value of any surplus assets.
- The amount that would be available for distribution to security holders on an orderly realisation of assets.
- The quoted price for listed securities, when there is a liquid and active market and allowing for the fact that the quoted price might not reflect their value, should 100% of the securities be available for sale.
- Any recent genuine offers received by the company for any business units or assets as a basis for valuation of those business units or assets.

A summary of each of the approaches considered in the preparation of this Report has been set out in Appendix 4.

In our opinion the capitalisation of estimated future maintainable earnings method is the most appropriate method to apply to the valuation of APFC. The orderly realisation of assets method has also been applied as a secondary valuation method.

In our opinion, the orderly realisation of assets method is the most appropriate method to apply to the valuation of the Consideration Shares being offered. We are of the opinion that we do not have a reasonable basis on which to undertake a secondary valuation of the Consideration Shares.

Our consideration of the valuation methodologies listed above and our basis for selecting a methodology for the valuation of the issued shares of each of APFC and Brewtopia have been detailed in Section 7 and Section 8 respectively.

3. Profile of APFC

3.1. Background

APFC is a private Australian company which was incorporated on 3 June 2003. The company is primarily engaged in the provision of finance to retail customers of motor vehicle dealers and brokers in New South Wales and Queensland. The company also offers complimentary warranty and insurance services.

APFC's target market consists of those customers whose auto financing requirements do not exceed $7,000 and those customers with mildly tainted credit histories. APFC also provides financing for motor vehicles which are more than seven years old which falls outside mainstream motor vehicle financing criteria.

According to APFC, approximately 30% of APFC's clients have previously defaulted on financing obligations. The inherently greater risk associated with providing lending services to such customers allows APFC to charge a higher interest rate as compensation for the additional risk.

To mitigate this increased risk, APFC adopts strict arrears management processes to ensure that loss rates on defaults are maintained to within acceptable limits.

The daily operations of APFC, including the administration and processing of all new financing applications and existing loans in addition to general business administration and human resource, are managed by Texbon Pty Ltd.

We note that Texbon Pty Limited is a company owned and operated by Mr Ken Allen and Mrs Joan Allen who are also directors and shareholders of APFC. We have been advised that the management arrangements in place with Texbon Pty Limited are on standard arm's length commercial terms.

Texbon Pty Ltd currently has the capacity to manage the ongoing administration and processing of approximately 128 loans per month. Management fees are paid by APFC to Texbon Pty Ltd in the order of 3.5% of the value of each new loan originated and 4.3% of APFC's average monthly loan book value.

APFC promotes its services through various motor vehicle dealers and brokers in New South Wales and Queensland. The dealers and brokers advertise APFC's services at their own expense in order to drive additional sales to customers with insufficient funds to purchase outright. The company also advertises through community radio, television and newspapers.

Through Texbon Pty Ltd, APFC is able to provide insurance services, including comprehensive vehicle, guaranteed asset protection and consumer credit insurance.

3.2. Board & Management

Information regarding APFC's current key management personnel is detailed below.

Mr Wayne Adsett - Director

Mr Adsett was a founding partner of Adsett & Braddock, Chartered Accountants, based in Auckland, where he practiced for 25 years specialising in the management and taxation of medium-sized businesses. Mr Adsett became a Fellow of the New Zealand Institute of Chartered Accountants in 1996. Mr Adsett also has ten years experience in senior roles in various not-for-profit organisations.

Mr Adsett now oversees the management of a number of companies' activities in his role of investor, consultant and director.

Mr Ken Allen - Director

Mr Allen is the Chief Executive Officer, Director, Secretary and founder of APFC. Mr Allen has been a licensed motor dealer for more than 30 years, specialising in motor vehicle finance, and has held the position of director at numerous companies since 1970. Mr Allen is also the Chairman of the credit committee.

Mr Allen has been a Justice of the Peace for 30 years and an active member of Rotary International. He is a Past President of the Rotary Club of Williamtown and was the team leader of the Group Study Exchange (Adult Professional) team to the Philippines in 2004.

Mrs Joan Allen - Director

Mrs Allen has been a director of APFC since its inception in 2003. Mrs Allen's role with APFC is through its management arm, Texbon Pty Ltd, focusing on a variety of aspects of the business. One of Mrs Allen's primary functions is to personally meet with motor vehicle dealers and brokers who introduce business to APFC.

Mrs Allen was appointed Director and Secretary of K D Allen Pty Limited on 30 June 1970 and has held this role since. Her duties are focused primarily on actively directing accounts receivables and payments and managing the administrative affairs of the company. Mrs Allen has held a number of active director/shareholder roles since this time.

Mr Mark Ellis - Director

Mr Ellis was appointed Director of APFC at its inception. He is also the Managing Director of the Australian and New Zealand operations of the global relocations business, Crown Worldwide Ltd. Crown Worldwide Ltd's Australian and New Zealand operations consist of 19 branch offices with approximately 800 employees generating revenues of more than $100 million. Mr Ellis has held senior positions with Crown Worldwide Ltd since 1980.

Dr Charles Garrison - Director

Dr Garrison is a founding Director and shareholder of APFC.

Dr Garrison received a medical degree from Indiana University and completed his Pathology training at Emory University School of Medicine, Atlanta Georgia. He was in the private practice of Pathology for 25 years. He is now is an investor in a number of international businesses.

Dr Garrison's interests are varied and he is a director of businesses in New Zealand, Argentina and the US as well as Australia. He resides in Atlanta Georgia.

Ms Carolyn Turner - General Manager of Operations

Ms Turner holds in excess of 20 years experience in retail and wholesale business development and is a member of the APFC credit committee.

Ms Turner holds a Diploma in Accounting and a Certificate in Banking.

Mr Jason Allen - Business Development Manager, Texbon Pty Ltd

Mr Allen joined Texbon Pty Ltd in September 2006. Mr Allen has more than eight years management experience with Australia Post and is qualified in the areas of frontline management, logistics and distribution, workplace training and assessment, occupational health and safety, human resource management and financial services.

Mr Allen currently holds memberships with the Mortgage & Finance Industry Association, Senior Australians Equity Release Association of Lenders and Seniors Equity Release Specialists.

Ms Leanne Turner - Loans Manager, Texbon Pty Ltd

Ms Turner has been employed by Texbon Pty Ltd since January 2003 and is responsible for the processing of loan applications, including conducting credit checks and assessing loan serviceability in order to determine whether or not to provide financing.

Ms Turner also engages in arrears management, collections and other various administrative duties. She holds a Certificate III in Financial Services and is Tier II trained to offer insurance products.

3.3. Historical Financial Information

The following table sets out the audited balance sheets of APFC as at 30 June 2007, 2008 and 2009 and the unaudited balance sheet as at 30 November 2009.

	As at 30 November	As at 30 June		
	2009 (Unaudited) $	2009 (Audited) $	2008 (Audited) $	2007 (Audited) $
ASSETS				
Current Assets				
Cash & cash equivalents	224,063	203,120	38,792	71,159
Loans, advances & other receivables	10,857,657	10,582,259	7,909,602	7,936,893
Total Current Assets	**11,081,720**	**10,785,379**	**7,948,394**	**8,008,052**
Non-Current Assets				
Plant & equipment	4,224	4,224	2,771	3,624
Intangible assets	269,347	269,347	271,381	273,415
Total Non-Current Assets	**273,571**	**273,571**	**274,152**	**277,039**
TOTAL ASSETS	**11,355,291**	**11,058,950**	**8,222,546**	**8,285,091**
LIABILITIES				
Current Liabilities				
Trade & other payables	66,228	98,444	120,305	43,513
Current tax liabilities	154,734	165,886	(98,000)	79,862
Total Current Liabilities	**220,962**	**264,330**	**22,305**	**123,375**
Non-Current Liabilities				
Borrowings	9,688,755	9,800,038	7,655,187	7,663,352
Total Non-Current Liabilities	**9,688,755**	**9,800,038**	**7,655,187**	**7,663,352**
TOTAL LIABILITIES	**9,909,717**	**10,064,368**	**7,677,492**	**7,786,727**
NET ASSETS	**1,445,574**	**994,582**	**545,054**	**498,364**
EQUITY				
Issued capital	2,700	2,700	2,700	2,700
Retained earnings	1,442,874	991,882	542,354	495,664
TOTAL EQUITY	**1,445,574**	**994,582**	**545,054**	**498,364**

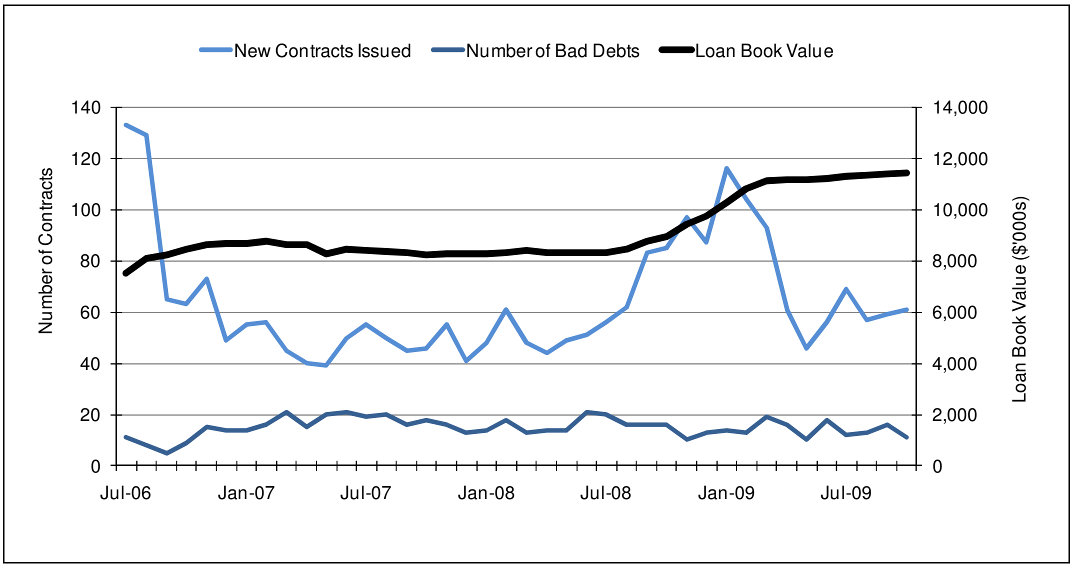
Source: APFC Financial Statements and Management Accounts

The following table sets out the audited income statements of APFC for the years ended 30 June 2007, 2008 and 2009 and the unaudited income statement for the five months ended 30 November 2009.

	Five Months Ended 30 November	Year Ended 30 June		
	2009 (Unaudited) $	2009 (Audited) $	2008 (Audited) $	2007 (Audited) $
Total Revenue	1,868,284	4,093,867	2,944,774	3,425,916
Less: Total direct costs	1,356,806	3,244,063	2,617,992	2,868,104
Gross Profit	**511,478**	**849,804**	**326,782**	**557,812**
Gross Profit Margin	*27.38%*	*20.76%*	*11.10%*	*16.28%*
Audit fees	-	14,421	8,960	12,788
Advertising	-	7,049	29,069	26,922
Amortisation	-	2,034	2,034	2,034
Bank charges	14,714	34,104	32,450	29,445
Car sales expenses	-	-	240	1,747
Computer expenses	14,110	32,790	36,945	26,126
Depreciation	-	754	853	1,274
Donations	-	200	200	700
Establishment fee	-	-	56,500	-
General expenses	8,178	14,634	7,492	13,324
Insurance	1,374	4,128	4,293	2,740
Legal fees	8,880	22,551	64,317	43,202
Printing, postage & stationary	-	3,055	1,777	428
Professional fees	13,230	10,296	8,805	9,063
Telephone	-	-	1,458	-
Travel expenses	-	4,531	1,676	-
Total Operating Expenses	**60,486**	**150,547**	**257,069**	**169,793**
Profit / (Loss) Before Income Tax	**450,992**	**699,257**	**69,713**	**388,019**
Income tax expense	-	249,729	23,023	221,451
Profit / (Loss) After Income Tax	**450,992**	**449,528**	**46,690**	**166,568**

Source: APFC Financial Statements and Management Accounts

The following chart compares the number of new contracts issued per month to APFC customers, the number of bad debts per month measured in number of contracts and the value of APFC's loan book from 1 July 2006 to 31 October 2009.



Source: APFC, October 2009

APFC has consistently achieved positive results for each of the 2007 to 2009 financial years. The financial performance of APFC has, however, been considerably volatile during this period. The balance sheet of APFC has nevertheless strengthened considerably during this time.

2007 Financial Year

The value of APFC's loan book increased by approximately 12% over the 2007 financial year. The year commenced with around 130 new contracts issued in each of the July and August 2006 months. This rate subsequently declined to an average of around 54 new contracts per month for the remainder of the 2007 financial year. An average of 14 contracts per month resulted in bad debts during the year.

Revenue increased by approximately 33% during the 2007 financial year, leading to a 36% increase in gross profit for the year. The improved performance was largely driven by an 81% rise in interest revenue derived from APFC's loan book and a 149% increase in penalty charges received. The revenue growth during 2007 was partially offset by a decline in the revenue derived from dealer offsets and administration fees. Costs of goods sold increased in line with total revenue during 2007, also increasing by 33%.

Total operating expenses increased by approximately 67% during the year, however, the nominal amount of these expenses represent less than 5% of the value of total revenue achieved for the year. APFC achieved a net profit after tax of $166,568 during 2007, a 27% increase on the previous year.

APFC's total assets increased by approximately 18% during the 2007 financial year as a result of growth in the company's loans, advances and other receivables. There was a corresponding increase in borrowings during 2007 which led to an increase in total liabilities of approximately 16%. The net asset position of APFC strengthened by approximately 50% during the year.

2008 Financial Year

The 2008 financial year was a reasonably quiet year for APFC. This was primarily due to insufficient capital available to lend to its customers as a result of the lengthy implementation process of a new debt facility with PayNow Limited. Consequently, the company was dependent its existing cash flow to fund any new loans to customers and to cover its operating expenses.

There was a slight contraction in the value of APFC's loan book by approximately 1.5% during the 2008 financial year. The average number of new contracts issued declined to approximately 49 per month whilst the number of contracts per month resulting in bad debts increased to approximately 16 per month.

APFC experienced a 14% decline in revenue during the 2008 financial year, largely caused by falls in interest received, dealer offsets, administration fees and penalty charges. This decline can be attributable to the depressed level of new loan origination caused by a capital deficiency. Costs of goods sold also declined during the year, albeit as a slower rate of 9%. This resulted in a deterioration of gross profit for the year by approximately 41%.

Total operating expenses rose again during the 2008 financial year, increasing by approximately 51% during the year to $257,069. This increase was largely caused by a one-off establishment fee incurred during the year in the order of $56,500 which related to the establishment of the new debt facility with PayNow Limited. APFC's net profit after tax declined by approximately 72% during 2008.

The company's total assets and total liabilities remained relatively stable during the 2008 financial year.

2009 Financial Year

The value of APFC's customer loan book increased dramatically during the 2009 financial year, growing by approximately 30.5% over the year. This growth was driven by the number of contracts issued over the year which averaged approximately 79 contracts per month. The number of contracts resulting in bad debts declined slightly during the year to an average of 15 per month.

High growth in interest received, dealer offsets and administration fees led to strong revenue growth of approximately 39% during the 2009 financial year. Total cost of goods sold increased by 24% during the year, driven largely by rising interest costs and provisions for doubtful debts. This discrepancy resulted in a 160% increase in gross profit.

Total operating expenses returned to a normal level during the year, totalling \$150,547. APFC achieved a net profit after tax of \$166,568 during 2007, a 27% increase on the previous year. The positive results achieved during the 2009 financial year compared with the depressed results achieved during 2008 led to an increase in net profit after tax in the order of 863%.

The 2009 financial year resulted in an 82% increase in APFC's net asset position. This was largely due to the substantial increases in loans, advances and other receivables in the order of approximately 34%. The increase was accompanied by a corresponding increase in the company's borrowings of approximately 28%.

Five Months to 30 November 2009 (Unaudited)

From July to November 2009, the value of APFC's customer loan book increased by a further 3%, however, the average number of new contracts issued declined to approximately 60 per month. Bad debts have also decreased to an average of 13 per month during the period.

There was a 3% increase in total assets and a corresponding decrease in total liabilities during the five months to November 2009. These movements were enough to boost APFC's net asset position by 45% to \$1,445,574 as at 30 November 2009.

We have reviewed the unaudited income statements of APFC to 30 November 2009 and have concluded that they are not indicative of the likely performance for the full 2010 financial year. A number of adjustments are required to be made in order for them to be compared with previous years audited accounts. Our normalisation adjustments relating to this period and for each of the financial years discussed above can be found in Section 6.2 of this Report.

3.4. Capital Structure

Ordinary and A Class Shares

As at the date of this Report, APFC had the following shares on issue.

Shareholder	Ordinary Shares	%	A Class Shares	%
Northview Group Limited	700	29.17	0	0.00
Charles Garrison	500	20.83	0	0.00
M.P. Ellis Holdings Pty Ltd	375	15.63	150	50.00
Kenneth Allen	350	14.58	75	25.00
Joan Allen	350	14.58	75	25.00
Vintage Cellars Ltd	125	5.21	0	0.00
Total	**2,400**	**100.00**	**300**	**100.00**

Source: ASIC

Other Securities

As at the date of this Report, APFC had no other securities on issue.

4. Profile of Brewtopia

4.1. Background

Brewtopia was incorporated on 8 May 2002 and was first listed on the NSX on 20 February 2006. Brewtopia is primarily engaged in the marketing and distribution of beer, wine and water.

The Company provides its customers with the opportunity to purchase bottled beer, wine and water with customised labels. Brewtopia's customers can design their personally branded beverages and submit their order all online. The online design process is relatively simple and customers are guided by step-by-step instructions on the Company's website. The goods are then delivered to customers anywhere within Australia.

Brewtopia's ability to satisfy customer orders as small as a single case of beer is a key differentiator to its competitors. The nature of the product has allowed the Company to tap into the personal and corporate gifts market for various annual occasions, particularly Father's Day, birthdays and Christmas.

The beer which Brewtopia brands for its customers is brewed by Brian Watson in a facility located in Smeaton Grange, NSW. The beer selection includes the Brewtopia Lager and the Brewtopia Pale Ale, the latter of which is only available during certain periods of the year. The Company also offers related merchandise including stubby holders and gift vouchers.

Brewtopia also offers a range of Australian cleanskin and personalised wines. Customers can choose from a selection of value, mid-range and premium wines.

The bottled water selections available from Brewtopia can be customised in various ways including size, shape, label design, bottle-cap colour and bottle-cap style. Brewtopia has the capacity to fulfil orders in excess of 10,000 bottles per customer. The water supplied by Brewtopia originates from the Blue Mountains region and passes a rigorous filtration system before reaching Brewtopia customers.

Brewtopia customers also have the option of purchasing labels on their own for purposes other than branding beverages.

4.2. Board & Management

Information regarding Brewtopia's current Board and key management personnel is detailed below.

Mr Liam Mulhall – Chief Executive Officer

Mr Mulhall is the Chief Executive Officer at Brewtopia and is responsible for the overall strategy, corporate direction and growth of the business.

Since 1991, Mr Mulhall has been involved in a number of start-up businesses. In 1994, he co-founded Mustangs Alley, an Australian importer of American sports and classic cars, which was subsequently sold in 1996. Following the sale of Mustangs Alley, he was employed by Cisco Systems before establishing Red Hat Inc in South Asia in 1999. Mr Mulhall founded Brewtopia in 2002.

Mr Mulhall holds a Bachelor of Business from the University of Western Sydney.

Mr Lawrence Hedges – Managing Director

Mr Hedges is the Managing Director at Brewtopia and is responsible for strategic sales, product marketing and brewing contracts.

Prior to commencing with Brewtopia, Mr Hedges lived in the United Kingdom where he worked for a number of blue chip technology companies and ran his own contracting firm. In 1994 he moved to Sydney to take up the position of Regional Vice President of Storage/Security with Computer Associates.

Mr Hedges holds a Bachelor of Electrical Engineering degree.

Mr Ian Bollen - Director

With over of 15 years experience in senior roles with various supply and logistics companies, Mr Bollen brings to Brewtopia a breadth of financial, strategic and operational relationships internationally.

Mr Bollen holds a Bachelor of Commerce degree.

4.3. Historical Financial Information

The following table sets out the audited balance sheets of Brewtopia as at 30 June 2007, 2008 and 2009.

	As at 30 June		
	2009 (Audited) $	2008 (Audited) $	2007 (Audited) $
ASSETS			
Current Assets			
Cash and cash equivalents	26,742	115,155	155,052
Trade and other receivables	18,567	86,121	48,127
Inventories	13,761	59,581	46,101
Other current assets	-	-	6,942
Total Current Assets	**59,070**	**260,857**	**256,222**
Non-Current Assets			
Property, plant and equipment	74,747	144,345	207,963
Intangible assets	25,028	35,331	19,380
Total Non-Current Assets	**99,775**	**179,676**	**227,343**
TOTAL ASSETS	**158,845**	**440,533**	**483,565**
LIABILITIES			
Current Liabilities			
Trade and other payables	129,952	107,996	86,582
Financial liabilities	14,430	23,003	62,125
Short-term provisions	5,884	3,780	4,083
Other current liabilities	14,913	7,222	(44)
Total Current Liabilities	**165,179**	**142,001**	**152,746**
Non-Current Liabilities			
Financial liabilities	30,065	65,824	82,839
Total Non-Current Liabilities	**30,065**	**65,824**	**82,839**
TOTAL LIABILITIES	**195,244**	**207,825**	**235,585**
NET ASSETS	**(36,399)**	**232,708**	**247,980**
EQUITY			
Issued capital	839,611	839,611	656,383
Retained earnings	(876,010)	(606,903)	(408,403)
TOTAL EQUITY	**(36,399)**	**232,708**	**247,980**

Source: Brewtopia Annual Reports

The following table sets out the audited income statements of Brewtopia for the years ended 30 June 2007, 2008 and 2009.

	Year Ended 30 June		
	2009 (Audited) $	2008 (Audited) $	2007 (Audited) $
Sale of goods	1,314,684	1,327,422	1,279,373
Interest revenue	2,213	5,479	7,282
Other revenue	23,548	17,787	12,049
Total Revenue	**1,340,445**	**1,350,688**	**1,298,704**
Changes in inventories of finished goods and work in progress	45,820	(13,480)	18,872
Raw materials and consumables used	942,855	805,293	724,400
Total Cost of Goods Sold	**988,675**	**791,813**	**743,272**
Gross Profit	**351,770**	**558,875**	**555,432**
Gross Profit Margin	*26%*	*41%*	*43%*
Employee benefits expense	127,046	206,054	226,877
Depreciation, amortisation and impairment	48,798	56,510	31,216
Advertising expense	84,005	45,628	91,844
Auditors' remuneration and accounting fees	25,800	21,294	10,806
Directors' fees	97,910	101,818	36,555
Other administrative expenses	234,292	326,071	269,834
Finance costs	3,026	-	6,006
Total Operating Expenses	**620,877**	**757,375**	**673,138**
Profit / (Loss) From Ordinary Activities Before Income Tax	**(269,107)**	**(198,500)**	**(117,706)**
Income tax expense	-	-	-
Profit / (Loss) From Ordinary Activities After Related Income Tax Expense	**(269,107)**	**(198,500)**	**(117,706)**
Net Profit Margin	*-20%*	*-15%*	*-9%*

Source: Brewtopia Annual Reports

Brewtopia has consistently incurred operating losses since its listing on the NSX in 2006. This has resulted in the Company's net asset position deteriorating from $247,980 as at 30 June 2007 to a net asset deficiency of $36,399 as at 30 June 2009.

2007 Financial Year

The year ended 30 June 2007 was the first complete year during which Brewtopia traded as a publicly listed company. The business maintained its core activities involving custom branded beer, however, continued to develop new products such as custom branded water and low cost clean-skin beer. Brewtopia also restructured a number of it business processes to take advantage of technological developments within the industry.

Brewtopia managed to improve sales by 16% during the year ended 30 June 2007. Directors' fees also fell by 69%, however, this benefit was more than offset by a 46% increase in employee benefits expense for the year. Administrative expenses also climbed 34% during the year. Brewtopia made an operating loss of $117,706 and an EBITDA loss of $87,766.

2008 Financial Year

Brewtopia's sales increased by approximately 4% during the year ended 30 June 2008, however, the company's operating losses grew by 69% to $198,500. The worsening operating results were largely caused by increases in raw materials and consumables used, directors' fees, and administrative costs of 11%, 179% and 21% respectively. Brewtopia achieved an EBITDA loss of $147,469 for the year.

The results for the year ended 30 June 2008 were adversely affected by lower consumer discretionary spending as a result of high interest rates, volatility in equity markets and general economic instability. These factors had serious implications for the business, particularly in relation to the sale of premium beer products which saw a $60,000 write-off of beer inventory. The economic climate during the year also hindered the company's planned international expansion opportunities involving the exporting of goods to the United States.

2009 Financial Year

Brewtopia's gross profit margin deteriorated during the 2009 year as a result of stagnant sales combined with a 25% increase in the cost of goods sold. Despite an 18% fall in total expenses, the Company's operating losses increased by approximately 36% during the year. Brewtopia's EBITDA loss for the year ended 30 June 2009 increased by approximately 49% to $219,496.

The worsening economic conditions for much of the 2009 year resulted in a further weakening in operating performance during the year ended 30 June 2009, reflected in reduced sales of wine and custom branded beer. Brewtopia was, however, able to improve production capacity substantially during the year through the outsourcing of its operations and logistics to AC Labels. The implementation of this new strategy did, however, result in Brewtopia incurring a number of one-off costs.

The Company's working capital deteriorated during the year ended 30 June 2009. Brewtopia's current ratio (i.e. current assets to current liabilities) declined from 1.84:1.00 as at 30 June 2008 to 0.36:1.00 as at 30 June 2009. This deterioration was caused by a 77% reduction in current assets and a 16% increase in current liabilities during the year.

4.4. Capital Structure

Ordinary Shares

As at the date of this report, Brewtopia had 4,794,669 Ordinary Shares on issue. The top ten shareholders of Ordinary Shares in Brewtopia as at 18 November 2009 and their respective holdings are shown in the table below.

Shareholder	No. of Shares	%
AC Labels Pty Ltd	954,140	19.900
Palm Leaf Pty Limited	671,891	14.013
Sterling Growth Pty Limited	670,890	13.992
Springfresh Marketing Pty Limited	440,000	9.177
Mr Greg Mark Bunt	90,042	1.878
Mr Anthony Paul Moran	90,042	1.878
Mr David Shirley	66,196	1.381
Mr Ian Bollen & Ms Susan Kelly	50,000	1.043
Samuel Clarke Investments	50,000	1.043
Donscape Pty Ltd	50,000	1.043
Total Top 10 Shareholders	**3,133,201**	**65.35**
Total Shareholders	**4,794,669**	**100.00**

Source: Brewtopia, 18 November 2009

The shareholder spread of Ordinary Shares in Brewtopia is shown in the table below.

Number of Shares	No. of Holders	%
1 to 5,000	196	69.01
5,001 to 10,000	54	19.01
10,001 to 100,000	29	10.21
100,001 to 999,999	5	1.76
Total	**284**	**100.00**

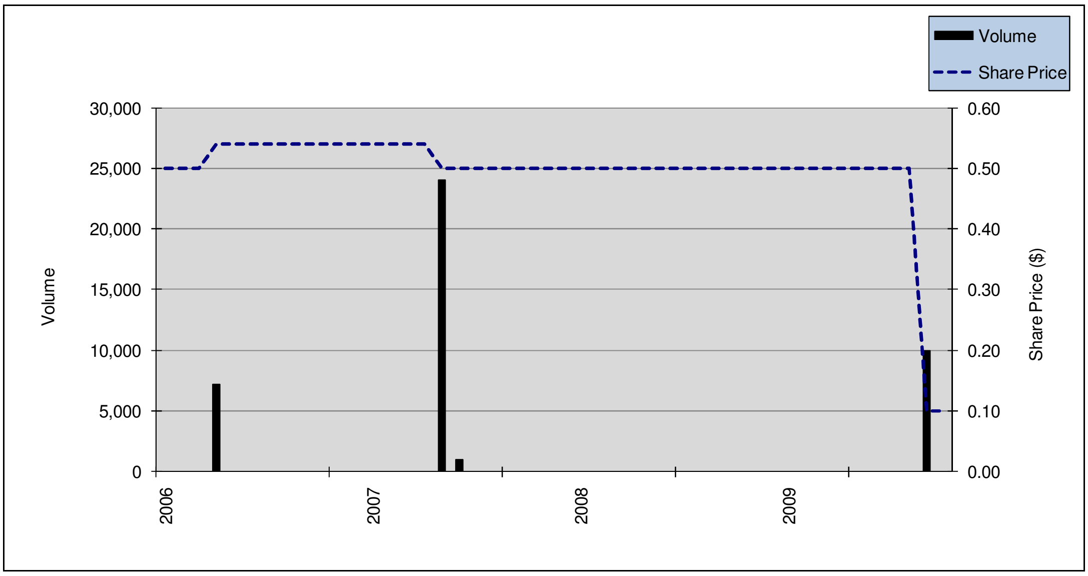
Source: Brewtopia, 18 November 2009

Other Securities

As at the date of this report, Brewtopia has no other securities on issue.

4.5. Trading History

The following chart sets out the share trading history of Brewtopia since its listing in February 2006.



Source: Thomson Reuters

The infrequent trading of Brewtopia shares since 2006 has rendered the Company's securities illiquid. As can be seen from the above chart, 42,200 shares out of the current 4,794,669 shares on issue (i.e. 0.9%) were traded since 20 February 2006. The price at which the shares have traded during this time has ranged from $0.10 and $0.54 and, as at the date of this Report, the last traded share price was $0.10.

5. Profile of the Merged Entity

5.1. Overview of the Merged Entity

Upon the successful completion of the Proposed Acquisition, Brewtopia will own 100% of the issued shares of APFC. As the Proposed Acquisition is conditional on the successful completion of the divestment of the Brewtopia Business, Brewtopia will effectively become a holding company for the investment in APFC. Consequently, the operations of the Merged Entity will consist solely of the APFC business as discussed in Section 3 of this Report.

The Proposed Acquisition will result in material changes to the structure of Brewtopia in relation to the company's board, management and capital structure, details of which have been set out below.

5.2. Board and Management

Under the Proposed Acquisition, the current directors of Brewtopia will resign and new directors will be appointed as nominated by APFC. The directors to be nominated by APFC to replace Brewtopia's existing board of directors are:

- Mr Wayne Adsett;
- Mr Ken Allen; and
- Mr Mark Ellis.

Profiles of each of the new proposed directors of Brewtopia can be found at Section 3.2 of this Report.

5.3. Capital Structure

Ordinary Shares

As at the date of this Report, Brewtopia had 4,794,669 ordinary shares on issue.

Should the Proposed Acquisition be approved, Brewtopia will be required to issue 50,961,538 Consideration Shares for 100% of the issued shares of APFC bringing the total number of ordinary shares on issue by Brewtopia to 55,756,207.

Other Securities

As stated in Section 1.3 of this Report, a condition precedent of the Proposed Acquisition is that Brewtopia obtain shareholder approval for the issue and subsequent conversion of 2,500,000 Convertible Notes.

The Convertible Notes will be held by related parties of APFC.

The Convertible Notes will carry a coupon rate of 0.00% per annum and will be convertible upon the granting of shareholder approval to do so.

Convertible Notes which have not been converted as at 1 June 2010 will be automatically redeemed and the original subscription monies repaid within 180 days without any interest.

6. Industry Overview

Introduction

APFC operates in the motor vehicle finance industry in Australia. This industry is comprised of entities engaging in the provision of lending services predominantly to retail clients for the purchase of new and used motor vehicles.

Market Characteristics

The demand for retail motor vehicle financing is dependent on the level of demand for motor vehicles in Australia. The demand for motor vehicles is influenced by a range of factors. In particular, the level of consumer confidence. There is generally an increase in the quantity and quality of motor vehicles purchased during favourable economic times. Conversely, during times of heightened uncertainty, many consumers opt for cheaper used motor vehicles or other forms of transportation.

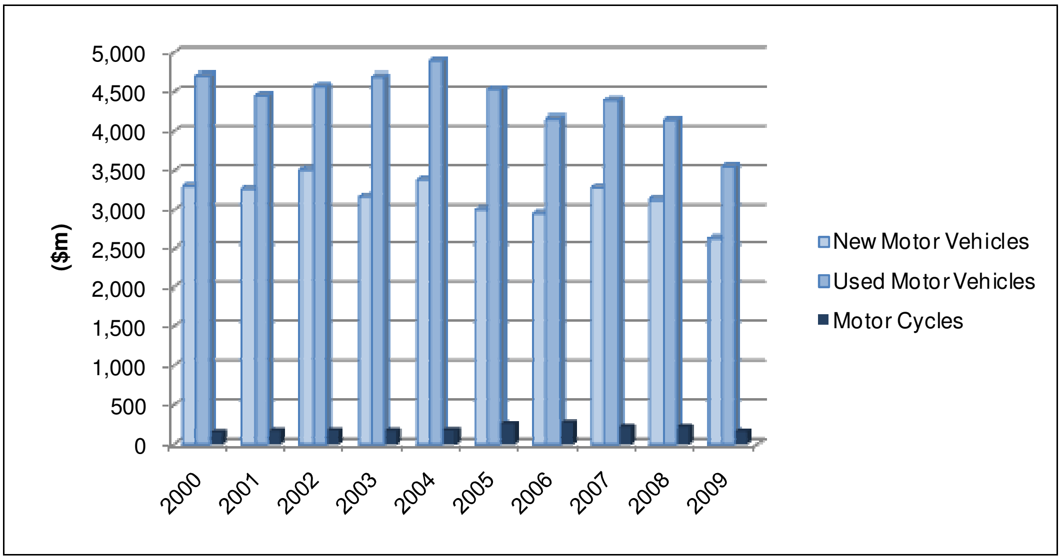
Changes in the cost structure of the motor vehicle industry can significantly affect the demand for motor vehicle financing in Australia. Movements in the cost of labour and materials, the effects of exchange rate fluctuations and the consequences of various forms of government-imposed trade protection policies have a substantial impact on the price of motor vehicles and, therefore, the attractiveness of motor vehicles to retail customers.

The ongoing costs associated with running a motor vehicle, including registration, insurance, maintenance and fuel, also influence the demand for motor vehicles in Australia. If the costs associated with purchasing and maintaining a motor vehicle increase, there is a risk of consumer demand shifting to substitute products such as motor bikes, bicycles and public transport.

The motor vehicle financing industry is particularly sensitive to changes in interest rates. Household debt levels, disposable incomes and employment rates can provide an indication of the health of the industry. As household disposable incomes rise, the demand for motor vehicles generally increases and, in turn, the demand for motor vehicle financing.

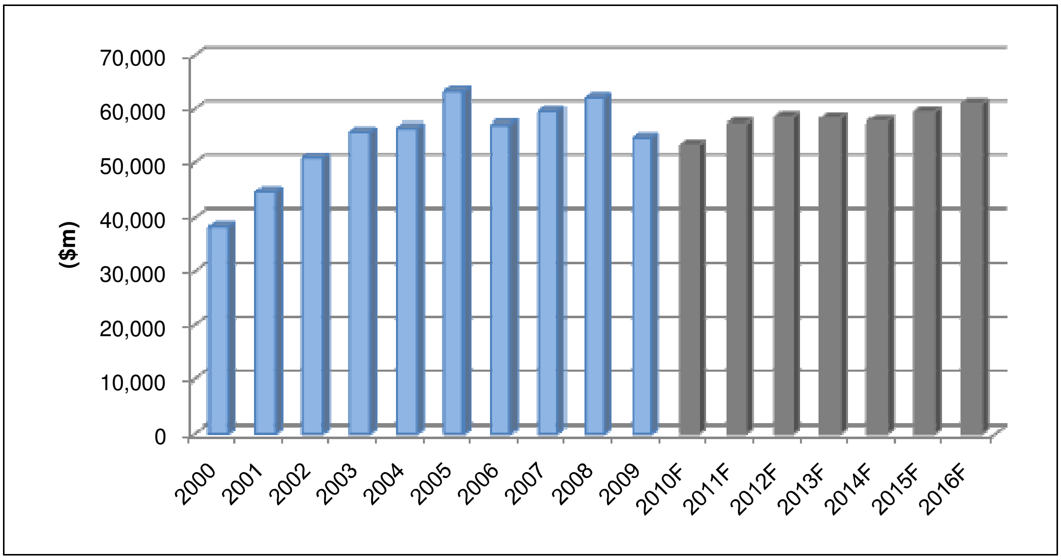
Industry Performance

The chart below shows the average annual level of personal finance commitments relating to new motor vehicles, used motor vehicles and motor cycles during the 2000 to 2009 financial years.



Source: Australian Bureau of Statistics, September 2009

The table below sets out the historical revenue generated by the car retailing industry in Australia for the 1999 to 2009 financial years and the forecast revenue for the 2010 to 2016 financial years.



Source: IBISWorld, October 2009

As can be seen from the charts above, the growth in the retail finance commitments relating to motor vehicles follows a similar pattern to the level of demand within the car retailing industry.

Solid revenue growth of approximately 10.8% per annum was achieved by the car retailing industry during the five years to 2005, fuelled by rising disposable incomes coupled with declining motor vehicle prices. This growth led to a particularly sharp increase in the demand for sport utility vehicles and luxury cars, a large portion of which were imported. This growth in demand for motor vehicles resulted in a corresponding increase in the level of finance commitments relating to motor vehicles.

The 2005 financial year was a particularly good year for retail car sales, partially due to a 5% reduction in passenger vehicle tariffs and the introduction of the Australia-Thailand Free Trade Agreement and the Australia-United States Free Trade Agreement. The level of finance commitments relating to motor vehicles, however, fell sharply during the year.

Favourable economic conditions during the 2006 and 2007 financial years fuelled both car sales and the demand for credit in the Australian market. This growth quickly reversed as the global financial crisis hit during the 2008 and 2009 financial years. Economic uncertainty caused a significant decline in the demand for motor vehicles. It estimated that the revenue generated by the car retailing industry contracted by around 12% during the 2009 financial year. The level of motor vehicle finance commitments relating to new and used vehicles also declined by around 15% during the year.

Competitors in the financing industry were among the first to feel the effects of the global financial crisis. Wide-spread loan defaults led to a freeze on credit markets as investors sought to withdraw their funds. The tightening of credit markets coupled with deteriorating investor sentiment placed borrowers under financial stress which fuelled further defaults. These events have placed many financing companies under significant financial pressure as their profit margins are squeezed and assets values become questionable.

Revenue generated by car sales is forecast to decline further during the 2010 financial year at a rate of approximately 2.5%. Positive growth is then forecast to return to this industry during the 2011 to 2016 financial years, albeit at a slower rate of approximately 2.3% per annum. With consumer confidence returning to the market as the economy recovers, it is likely that the motor vehicle financing industry will return to positive growth as a result of easing of credit markets and increased consumer spending.

7. Valuation of APFC

7.1. Valuation Summary

William Buck has determined a valuation of the issued shares of APFC under the capitalisation of future maintainable earnings method in the range of $456 to $692 per share.

Our assessment of the value is detailed in the remainder of this section.

7.2. Primary Valuation of APFC Shares

As detailed in Section 2.5 of this Report, the capitalisation of estimated future maintainable earnings method is, in our opinion, the most appropriate valuation method to apply to APFC. This methodology has been adopted based on the following considerations:

- Detailed and supportable forecast financial information is not available to enable the application of a DCF valuation;
- The orderly realisation of assets method is more appropriate as a secondary valuation. Consequently, we have adopted this method for our supporting valuation of APFC;
- APFC's securities are not listed on any public securities exchange which would enable a valuation based on quoted market prices; and
- We are not aware of any recent genuine offers made for APFC's shares.

Our valuation of the issued shares of APFC using the capitalisation of future maintainable earnings method is set out below.

Estimated Future Maintainable Earnings

The estimated future maintainable earnings ("**FME**") of APFC has been determined based on the following:

- Historical earnings before tax, depreciation and amortisation ("**EBTDA**") for the three financial years ended 30 June 2007, 2008 and 2009.
- Estimated EBTDA for the year ending 30 June 2010 based on the annualised results for the five months ended 30 November 2009.

EBTDA has been selected as the earnings base for the valuation on the basis that the selection of an EBTDA earnings base removes the effects of tax losses, changes in taxation legislation and different depreciation policies adopted by comparable listed companies.

We have not adopted EDITDA as an earnings base on the basis that interest income and expenses are key components to the operations of APFC's business, i.e. the business of lending money.

In order to derive an FME for APFC, it is necessary to make adjustments to the earnings of the business with respect to non-recurring and discretionary income and expenditure items and any non-arms' length transactions. The normalisation adjustments we have made to the earnings of APFC are summarised in the table below.

		Year Ended 30 June	Five Months Ended 30 November	Year Ended 30 June		
	Note	2010 (Annualised) $	2009 (Unaudited) $	2009 (Audited) $	2008 (Audited) $	2007 (Audited) $
Profit / (Loss) After Income Tax		**1,082,381**	**450,992**	**449,528**	**46,690**	**166,568**
Add: Amortisation	1	-	-	2,034	2,034	2,034
Add: Depreciation	1	-	-	754	853	1,274
Add: Income tax expense	1	-	-	249,729	23,023	221,451
EBTDA		**1,082,381**	**450,992**	**702,045**	**72,600**	**391,327**
Add Back:						
Establishment fee	2	-	-	-	56,500	-
Legal fees	2	-	-	-	40,000	30,000
Less:						
Doubtful debts expense	3	(25,731)	-	-	-	-
Audit and professional fees	3	(25,000)	-	-	-	-
Advertising	3	(1,875)	-	-	-	-
Printing, postage & stationary	3	(3,000)	-	-	-	-
Travel expenses	3	(6,000)	-	-	-	-
Normalised EBTDA		**1,020,775**	**450,992**	**702,045**	**169,100**	**421,327**

Note 1: EBTDA adjustments

We have removed the impact of taxation, depreciation and amortisation on APFC's net profit after tax to arrive at an EBTDA level.

Note 2: Discretionary and non-recurring items

We have removed any discretionary and non-recurring items which were included in the net profit after tax of APFC to normalise the results. These establishment fees and legal fees were incurred in the course of implementing new financing facilities which have been deemed to be non-recurring in nature.

Note 3: Additional items

We have included a number of expenses which had not been taken up in the management accounts of APFC for the five months ended 30 November 2009 but which are expected to be incurred during the remainder of the year based on enquiries with management, in order to improve the accuracy of the annualised results for the year ending 30 June 2010. All of the corresponding adjustments have been taken up in the annualised results (i.e. no adjustments have been made to the actual results for the five months ended 30 November 2009).

Based on information provided by APFC, enquiries with APFC management and our analysis set out above, we have normalised the EBTDA results for the financial years ended 30 June 2007, 2008 and 2009 and the annualised results for the year ending 30 June 2010.

With consideration given to the reasonably volatile results achieved by APFC, we are of the view that the average normalised EBTDA results achieved for the years ended 30 June 2007, 2008 and 2009 and the annualised results for the year ending 30 June 2010 is the most appropriate approximation of APFC's FME.

Based on the above, we have determined APFC's FME to be in the order of $578,312.

Capitalisation Multiple

In determining an appropriate capitalisation multiple to be applied to the FME of APFC, we have considered the enterprise value ("**EV**") / EBTDA of companies listed on the Australian Securities Exchange ("**ASX**") which operate in the consumer finance sector.

While the comparable companies selected are not directly comparable to APFC due to discrepancies in the nature and scale of their operations, we are of the view that these companies approximately reflect the risks which influence APFC and can be used as a guide to determine an appropriate capitalisation multiple.

The following table provides a summary of the comparable companies identified together with the corresponding EV/EBTDA multiples calculated using market data as at 30 November 2009 and the results for the most recent financial year.

	ASX Code	Market Cap. ($m)	Enterprise Value (EV) ($m)	EBTDA ($m)	EV Multiple (EV / EBTDA)
Ask Funding Limited	AKF	22.42	65.38	5.10	12.83
Astra Capital Limited	AKR	16.74	0.42	0.72	0.58
Centrepoint Alliance Limited	CAF	19.82	130.62	2.34	55.75
Flexigroup Limited	FXL	418.54	908.44	52.15	17.42
FSA Group Limited	FSA	48.66	51.59	14.66	3.52
Money3 Corporation Limited	MNY	14.04	13.53	2.06	6.56
Oncard International Limited	ONC	27.32	13.53	2.68	5.05
Questus Limited	QSS	2.51	1.97	(0.30)	(6.51)
Thinksmart Limited	TSM	108.64	106.67	8.34	12.80
Adjusted Average Multiple					**5.04**

Source: Thomson Reuters, annual reports of comparable listed company and information available on the ASX

In order to calculate the EBTDA results for each of the comparable companies, we have removed from net profit after tax the effects of taxation, depreciation, amortisation, non-operating impairment losses, capital listing costs and restructuring costs where applicable.

We have excluded EV/EBTDA multiples of comparable companies with a market capitalisation of over $100 million or where EBTDA results are negative and hence EV/EBTDA multiples are negative.

Based on the foregoing analysis, we are of the view that a capitalisation multiple in the order of 5.04 times EBTDA is appropriate for our valuation of APFC.

Valuation of APFC Shares

The value of the APFC shares is set out in the table below.

	Note	Low Range $	High Range $
Estimated FME		578,312	578,312
Capitalisation Multiple		5.04	5.04
Enterprise Value	1	**2,916,084**	**2,916,084**
Add: Non-Operating Interest-Bearing Deposits	2	-	-
Less: Non-Operating Interest-Bearing Debt	2	-	-
Equity Value		**2,916,084**	**2,916,084**
Application of Premiums & Discounts	3	(686,009)	(48,844)
Equity Value (After Premiums / Discounts)		**2,230,076**	**2,867,240**
Add: Surplus Assets	4	-	-
Less: Surplus Liabilities	4	(1,000,000)	(1,000,000)
Adjusted Equity Value		**1,230,076**	**1,867,240**
Number of Shares on Issue		2,700	2,700
Adjusted Equity Value		**456**	**692**

Note 1: Enterprise Value

The EV was determined by multiplying APFC's estimated FME by the capitalisation multiple determined above, resulting in an EV of $2,916,084.

Note 2: Equity Value

In order to calculate the equity value of a company, we must remove the value of net debt from its EV. In our opinion, given the nature of APFC's operations, the EV determined above is inclusive of operating net-debt. Accordingly, we have not removed the value of operating net debt held by APFC as at 30 November 2009.

Note 3: Premiums & Discounts

We have considered a number of premiums and discounts which may be applicable to the valuation of APFC as set out below:

- *Control Premium*

  The capitalisation multiple determined above is based on minority interest holdings of those comparable listed companies set out in our analysis.

  As the Proposed Acquisition is for 100% of the issued shares of APFC, we believe that a control premium of 15% appropriate in determining the fair market value of the issued shares of APFC.

- *Marketability Discount*

  Listed companies tend to be valued at higher capitalisation multiples than private companies, which reflect the benefits of their marketability and liquidity and the generally tighter corporate governance and disclosure requirements.

  Accordingly, we believe that the valuation of APFC warrants a discount in the range of 10% to 30% to reflect the lack of marketability and liquidity associated with the Company.

- *Specific Company Risk and Size Discount*

  APFC is predominately a provider of motor vehicle finance to customers whose funding requirements do not exceed $7,000. In addition, APFC considers the provision of finance to customers with mildly tainted credit histories.

  This lack of diversification and the provision of finance to customers with mildly tainted credit histories, increases the risk associated with the business.

  In addition we note that APFC is a relatively small company with a loan book of only approximately $11.5 million as at 30 November 2009.

  Accordingly, we are of the view that a specific company risk and size discount of 5% is appropriate to take into account these additional risks.

Note 4: Surplus Assets and Liabilities

In order to calculate the adjusted equity value of APFC, we must add back any surplus assets and deduct any surplus liabilities.

On 8 December 2009 APFC declared a fully-franked dividend in the amount of $1 million payable to the existing shareholders of APFC which, as at the date of this Report, remains unpaid. For the purpose of this valuation, we have treated this outstanding payment as a surplus liability.

In addition, we have review the level of working capital of APFC for any evidence of an under or over investment in working capital. No evidence has come to our attention to suggest an under or over investment in working capital which would require adjustment to our valuation of APFC.

We have not identified any other surplus assets or liabilities on the balance sheet of APFC as at 30 November 2009. Consequently, no further adjustment is required to the equity value of APFC.

Based on the foregoing analysis, the adjusted equity value of APFC under the capitalisation of future maintainable earnings method falls within the approximate range of $456 and $692 per share.

7.3. Secondary Valuation of APFC

As detailed in Section 2.5, the orderly realisation of assets method is, in our opinion, the most appropriate secondary valuation method to apply to the valuation of the issued shares of APFC.

The orderly realisation of assets valuation method takes into account the estimated value of the net assets on a going concern basis.

We have based our valuation on the unaudited management accounts of APFC as at 30 November 2009. The valuation of APFC under the orderly realisation of assets method is set out below.

	Section Ref	Low Range $	High Range $
Equity value calculated under primary method	7.2	**1,230,076**	**1,867,240**
Net assets as at 30 November 2009	3.3	1,445,574	1,445,574
Less: Intangible assets as at 30 November 2009	3.3	(269,347)	(269,347)
Less: Estimated income tax provision as at 30 November 2009		(135,298)	(135,298)
Net tangible assets		**1,040,930**	**1,040,930**
Implied Goodwill		**189,146**	**826,310**

Nothing has come to our attention to suggest that the unaudited management accounts as at 30 November 2009 are materially misstated.

The valuation of APFC determined under the orderly realisation of assets method amounts to $1,040,930. When this value is compared with the adjusted equity value of APFC, as calculated in Section 7.2, we derive an implied goodwill value range of $189,146 to $826,310. Given the company's profitable operating history, a goodwill value within this range is, in our opinion, reasonable.

8. Valuation of Brewtopia Shares

8.1. Valuation Summary

In our opinion, the value of the issued shares of Brewtopia (the Consideration Shares) amounts to between $nil and $0.014 per share.

Our assessment of the value is detailed in the remainder of this section.

8.2. Valuation of Brewtopia Shares

As detailed in Section 2.5, we have adopted the orderly realisation of assets method to apply to the valuation of the Consideration Shares.

The orderly realisation of assets valuation method takes into account the estimated value of the net assets on a going concern basis. This methodology has been adopted based on the following considerations:

- The Proposed Acquisition is conditional upon the divestment of the Brewtopia Business to Hills Labels leaving Brewtopia with no operating activities. Accordingly, the application of an earnings based valuation methodology or a DCF valuation would not be appropriate.
- Our review of Brewtopia's announcements indicates that Brewtopia shareholders have not received any recent genuine offers for the Brewtopia business or shares. In any case, even if a recent offer had been received by Brewtopia, this methodology would not be appropriate given the significant change in the nature and scale of activities expected prior to the Proposed Acquisition.
- Brewtopia's shares are traded infrequently and are considered illiquid. Further, we note that there has been no trading of Brewtopia's shares subsequent to the company's announcements on the NSX of its intention to divest of the Brewtopia Business and to acquire APFC. Consequently, a valuation based on the quoted market price of Brewtopia's shares is unlikely to yield an accurate valuation of the Company.

Set out below is the unaudited pro-forma balance sheet of Brewtopia subsequent to the disposal of the Brewtopia Business and the issue of the Convertible Notes.

We note that the Proposed Acquisition is conditional on the approval by Brewtopia shareholders of the issue of the Convertible Notes. Accordingly, our valuation has been prepared on a post-issue basis.

We note that the divestment of the Brewtopia Business will involve the transfer of all of the assets and liabilities of Brewtopia except for monies received for the issue of the Convertible Notes, for a total consideration of $10.

	Note	Pro-Forma (Post Disposal)
Cash & Cash Equivalents	1	100,010
TOTAL ASSETS		**100,010**
TOTAL LIABILITIES		**-**
NET ASSETS		**100,010**
EQUITY		
Issued capital	2	939,611
Retained earnings		(839,601)
TOTAL EQUITY		**100,010**

Note 1: Cash & Cash Equivalents

Cash & cash equivalents balance of $100,010 consists of cash received on the issue of 2,500,000 Convertible Notes at $0.04 each plus the $10 to be received as consideration for disposal of the Brewtopia Business.

Note 2: Issued Capital

Following is a breakup of the pro-forma issued capital of Brewtopia subsequent to the disposal of the Brewtopia Business and issue of the Convertible Notes.

4,794,669 fully paid ordinary shares as at 30 June 2009	$ 839,611
Add: 2,500,000 convertible notes issued at $0.04 per note	$ 100,000
Total	$ 939,611

Our assessment of the value of the issued shares of Brewtopia on a fully diluted basis is set out in the following table:

	Undiluted		Fully-Diluted*	
	Low Range $	High Range $	Low Range $	High Range $
Net assets of Brewtopia Limited	100,010	100,010	100,010	100,010
Less: Convertible Notes capital entitlement	(100,000)	(100,000)	-	-
Total Value of Shares of Brewtopia	**10**	**10**	**100,010**	**100,010**
Number of Brewtopia shares on Issue	4,794,669	4,794,669	7,294,669	7,294,669
Total Value of Brewtopia Shares (Per Share)	**-**	**-**	**0.014**	**0.014**

* After the conversion of the Convertible Notes

We are of the opinion that the value of the Consideration Shares amounts to between $nil and $0.014 per share.

Secondary Valuation Methodology

As set out in Section 2.5 of this Report, William Buck is of the opinion that no other valuation methodologies set out in ASIC Regulatory Guide 111, are suitable for the valuation of the Consideration Shares.

Consequently, William Buck has not undertaken a secondary valuation of the Consideration Shares.

9. Evaluation of the Proposed Acquisition

9.1. Assessment of Fairness of the Proposed Acquisition

Under ASIC Regulatory Guide 111, the Proposed Acquisition would be considered 'fair' if the value of the consideration being offered is equal to or less than the value of the asset being acquired.

To determine whether the Proposed Acquisition is fair to the non-associated shareholders of Brewtopia, we have compared the fair market value of the Consideration Shares with the fair market value the shares of APFC to be acquired by Brewtopia under the Proposed Acquisition.

Our assessment of the fairness of the offer is set out in the table below.

	Undiluted		Fully-Diluted*	
	Low Range $	High Range $	Low Range $	High Range $
Value of Brewtopia Shares (Per Share)	**-**	**-**	**0.014**	**0.014**
Number of Consideration Shares	50,961,538	50,961,538	50,961,538	50,961,538
Number of Shares on Issue by APFC	2,700	2,700	2,700	2,700
Number of Consideration Shares for Every Share in APFC	**18,875**	**18,875**	**18,875**	**18,875**
Value of Consideration Shares (Per APFC Share)	**-**	**-**	**259**	**259**
Value of APFC (Per Share)	**456**	**692**	**456**	**692**

* After the conversion of the Convertible Notes

As the value of the Consideration Shares is less than the value of the issued shares of APFC, William Buck has concluded that the Proposed Acquisition is fair to the non-associated shareholders of Brewtopia.

9.2. Assessment of Reasonableness of the Proposed Acquisition

Under ASIC Regulatory Guide 111, an offer is reasonable if it is fair. On this basis, we also conclude that the Proposed Acquisition is reasonable. We have also considered the following factors in assessing the reasonableness of the Proposed Acquisition.

Advantages for the Non-Associated Shareholders

Satisfaction of NSX Listing Rules

Section 2A – 6.54 of the NSX Listing Rules states that the "issuer shall carry out, directly or indirectly, a sufficient level of operations or have tangible assets of sufficient value and/or intangible assets for which a sufficient potential value can be demonstrated to the exchange to warrant the continued listing on the exchange of the issuer's securities."

As the Proposed Acquisition is conditional on the successful divestment of the Brewtopia Business, should shareholders approve the Proposed Acquisition, Brewtopia will improve its chances of satisfying Section 2A – 6.54 of the NSX Listing Rules going forward.

Greater Access to Capital

APFC is a substantially larger company than Brewtopia and is in a significantly stronger net asset position. The Proposed Acquisition will strengthen Brewtopia's balance sheet and may provide the company with greater access to capital markets to assist the company with its growth and working capital requirements.

Disadvantages for the Non-Associated Shareholders

Dilution of Voting Power

If successful, the Proposed Acquisition will result in a dilution of the voting power currently held by the non-associated shareholders of Brewtopia.

Below is a comparison of the voting power currently held by the non-associated Shareholders of Brewtopia and the voting power those non-associated shareholders will subsequently hold in Brewtopia should the Proposed Acquisition be successful:

	Pre-Acquisition		Post-Acquisition	
	Undiluted	Fully-Diliuted*	Undiluted	Fully-Diliuted*
Total voting rights available	4,794,669	7,294,669	55,756,207	58,256,207
Total voting rights held by non-associated shareholders	3,840,529	3,840,529	3,840,529	3,840,529
% of voting rights held by non-associated shareholders	**80.10%**	**52.65%**	**6.89%**	**6.59%**

* After the conversion of the Convertible Notes

Change to Board & Management Team

The Proposed Acquisition is conditional upon the resignation of all current Brewtopia directors and the appointment of new directors as nominated by APFC. This presents a risk to the non-associated shareholders as they will not be familiar with the new directors and, taking into consideration the dilution of their ownership discussed above, their ability to vote to remove any undesired directors will be significantly reduced.

9.3. Implications if Proposed Acquisition is Not Approved

Satisfaction of NSX Listing Rules

Section 2A – 6.54 of the NSX Listing Rules states that the "issuer shall carry out, directly or indirectly, a sufficient level of operations or have tangible assets of sufficient value and/or intangible assets for which a sufficient potential value can be demonstrated to the exchange to warrant the continued listing on the exchange of the issuer's securities."

Should the Proposed Acquisition not be approved subsequent to the divestment of the Brewtopia Business, the company may be at risk of failing to satisfy Section 2A – 6.54 of the NSX Listing Rules and consequently may have its shares delisted.

Inability to Realise Shareholder Value

Should the divestment of the Brewtopia Business be successful, Brewtopia will hold no income producing assets. Accordingly, should the Proposed Acquisition not be approved, non-associated shareholders will not be able to realise any further value from their shareholdings unless another transaction materialises.

We are advised at the time of this Report, that no such other transaction opportunities have been identified by the company.

9.4. Conclusion in Relation to the Proposed Acquisition

On the basis of the foregoing analysis we conclude that the Proposed Acquisition is both **fair and reasonable** to the non-associated shareholders of Brewtopia.

10. Appendices

10.1. Appendix 1 – Abbreviations & Definitions

Term	Definition
APFC	Australian Premier Finance Company Pty Limited ABN 54 104 959 435
ASIC	The Australian Securities and Investments Commission
ASX	The Australian Securities Exchange Limited ABN 98 008 624 691
Brewtopia	Brewtopia Limited ABN 85 099 912 044
Consideration Shares	50,961,538 fully paid ordinary shares of to be issued by Brewtopia as consideration for the acquisition of 100% of the issued shares of APFC
Convertible Notes	2,500,000 convertible notes to be issued by Brewtopia at $0.04 per note to related parties of APFC, subject to shareholder approval
Corporations Act	The Corporations Act 2001
DCF	Discounted Cash Flow
EBTDA	Earnings before taxation, depreciation and amortisation
EV	Enterprise value
FME	Future maintainable earnings
FSG	Financial Services Guide
Hills Labels	Hills Labels Pty Limited ABN 11 110 071 497
NSX	National Stock Exchange of Australia NSX Limited ABN 33 089 447 058
Merged Entity	The combined group comprising Brewtopia and APFC as a wholly-owned subsidiary after completion of the Proposed Acquisition
Proposed Acquisition	The proposed acquisition of 100% of the issued shares of APFC by Brewtopia in consideration for issuing up to 50,961,538 ordinary fully paid ordinary shares in Brewtopia
Related Party	Has the meaning as provided in the Corporations Act
Independent Expert Report or the Report	This document prepared by William Buck dated 15 December 2009
William Buck	William Buck Corporate Advisory Services (NSW) Pty Ltd ABN 50 133 845 637 Authorised Representative of William Buck Financial Services (NSW) Pty Ltd (AFSL Licence No: 240769)

10.2. Appendix 2 – Qualifications & Declarations

Qualifications

William Buck has extensive experience in the provision of corporate finance advice including with respect to mergers and acquisitions.

William Buck is an authorised representative of William Buck Financial Services (NSW) Pty Ltd which holds an Australian Financial Services Licence issued by ASIC for giving expert reports pursuant to the Listing Rules of the ASX and NSX and the Corporations Act.

The individuals responsible for the preparation of this Report are Mrs Manda Trautwein and Mr Graham Spring.

Manda Trautwein is a director of William Buck and an active Member of the Institute of Chartered Accountants and its Forensic Accounting and Business Valuation Special Interest Groups. She holds a Bachelor of Commerce degree and a Master of Applied Finance degree from Macquarie University and a Master of Applied Taxation degree from the University of New South Wales. Manda regularly advises clients on corporate transactions and is experienced in the provision of valuations of shares and businesses for a variety of applications.

Graham Spring is a director of William Buck and is also a member of the executive board. He holds a Bachelor of Commerce degree from the University of New South Wales and a Masters of Business Administration from Macquarie University. With over 25 years experience as a Chartered Accountant, Graham has extensive experience in the valuation of business enterprises, companies, shares and other securities and entities. His valuation engagements have covered a wide range of industries including; legal practices, aged care facilities, mining companies, wholesaling operations and funds managements companies.

Declarations

The statements contained in this Report are given in good faith and have been derived from information believed to be reliable and accurate. We have examined this information and have no reason to believe that any material factors have been withheld from us.

During the course of this engagement, William Buck provided draft copies of this Report to Brewtopia and APFC for comment as to factual accuracy, as opposed to opinions, which are the responsibility of William Buck alone. Changes made to this Report as a result of these reviews have not changed the opinion reached by William Buck.

Interests

William Buck and its related entities do not have, at the date of this Report, and have not had any shareholding in or other relationship with Brewtopia or APFC (or any related parties of Brewtopia or APFC) that could reasonably be regarded as capable of affecting our ability to provide an unbiased opinion in relation to the Proposed Acquisition.

William Buck had no part in the formulation of the Proposed Acquisition. Its only role has been the preparation of this Report.

William Buck is entitled to receive a fee for the preparation of this Report of up to $17,500 plus GST. Except for this fee, William Buck has not received and will not receive any pecuniary or other benefit, whether direct or indirect, for or in connection, with the preparation of this Report.

Prior to accepting this engagement William Buck considered its independence with respect to Brewtopia and APFC and any of its associates with reference to ASIC Regulatory Guide 112 “Independence of Experts”. William Buck considers itself to be independent.

10.3. Appendix 3 – Sources of Information

In preparing this Independent Expert Report, William Buck has been provided with and has considered the following sources of information:

a) Publicly available information regarding Brewtopia Limited;

b) Publicly available information regarding Australian Premier Finance Company Pty Limited;

c) Business Plan of Australian Premier Finance Company Pty Limited dated October 2009;

d) Audited Financial Statements of Australian Premier Finance Company Pty Limited for the years ended 30 June 2007, 2008 and 2009;

e) Unaudited Management Accounts of Australian Premier Finance Company Pty Limited for the five months ended 30 November 2009;

f) IBISWorld Industry Report *'Car Retailing in Australia'*, 26 October 2009;

g) IBISWorld Industry Report *'Securitisation Vehicles in Australia'*, 31 August 2009;

h) ANZ Economics & Market research '*Motor Vehicle Outlook*', 31 August 2009;

i) Australian Bureau of Statistics '*5671.0 Lending Finance*, September 2009;

j) Australian Government – Department of Innovation, Industry, Science and Research '*Key Automotive Statistics*, 2008;

k) Motor Trades Association of Australia '*MotorFacts'*, 2008;

l) Publicly available information regarding comparable Australian listed companies;

m) Publicly available information regarding companies listed on the NSX; and

n) Bill Jansen, *'Discounts and Premiums'*, 13 March 2008, The Institute of Chartered Accountants Second National Business Valuations Conference.

10.4. Appendix 4 – Overview of Valuation Methodologies

Discounted Cash Flow (DCF) Method

The DCF approach is technically a superior methodology since it allows for fluctuations in future performance to be recognised. This methodology derives the enterprise value of an entity by discounting its expected future cash flows.

In applying the DCF valuation methodology consideration must be given to the following factors:

- The estimated future cash flows of the business for a reasonable period including an assessment of the underlying assumptions;
- An estimate of the terminal value of the business at the end of the forecast period; and
- The assessment of an appropriate discount rate that quantifies the risk inherent in the business and reflects the expected return which investors can obtain from investments having equivalent risks.

Capitalisation of Estimated Future Maintainable Earnings

The capitalisation of estimated future maintainable earnings method is useful as a primary valuation technique where the DCF methodology cannot be used. This method derives the enterprise value of an entity and requires consideration of the following factors:

- Selection of an appropriate level of estimated future maintainable earnings having regard to historical and forecast operating results, and adjusting for non-recurring or non-business items of income and expenditure in addition to any known factors likely to affect the future operating performance of the business;
- Profits arising from the assets surplus to the operation of the sustainable business are eliminated and the assets, net of any liabilities relating thereto, treated incrementally; and
- Determination of an appropriate capitalisation multiple having regard to the market rating of comparable companies or businesses, the extent and nature of competition in the industry, quality of earnings, future growth opportunities, asset backing and relative investment risk.

Orderly Realisation of Assets

The orderly realisation of assets valuation methodology takes into account the estimated value of the net assets on a going concern basis. It is normally used as a secondary valuation method to derive the equity value of an entity and as a basis for determining the level of goodwill implied in DCF and capitalisation of estimated future maintainable earnings valuations.

The orderly realisation of assets approach is usually used as the primary valuation technique where businesses are not currently making a profit but may do so in the future, or where the capitalisation of estimated future maintainable earnings or DCF methodologies yield a lower value than that of the net assets.

Quoted Market Price

The quoted market price method requires an analysis of the quoted price of listed securities, where there is a liquid and active market and allowing for the fact that the quoted price may not reflect their value, should 100% of the securities be available for sale.

This valuation method is suitable where the quoted price of a listed entity's securities is closely related to the underlying value of the net assets of the entity.

Genuine Offers

This method requires the consideration of any recent genuine offers received by the entity for any shares, business units or assets as a basis for the valuation of those shares, business units or assets.

Brewtopia Limited
ACN 099 912 044

FOR ALL ENQUIRIES CALL:
(within Australia) 1300 737 760
(outside Australia) +61 2 9290 9600

FACSIMILE
+61 2 9290 9655

ALL CORRESPONDENCE TO:
Registries Limited
GPO Box 3993
Sydney NSW 2001
Australia

Name and Address

☐ **Your Address**
This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction on the form. Securityholders sponsored by a broker should advise your broker of any changes. **Please note, you cannot change ownership of your securities using this form.**

YOUR VOTE IS IMPORTANT

FOR YOUR VOTE TO BE EFFECTIVE IT MUST BE RECORDED BEFORE **10.00AM WEDNESDAY 17 FEBRUARY 2010**

TO VOTE BY COMPLETING THE PROXY FORM

STEP 1 Appointment of Proxy

Indicate here who you want to appoint as your Proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chairman of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chairman of the Meeting will be your proxy. A proxy need not be a security holder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

Proxy which is a Body Corporate
Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

Appointment of a Second Proxy
You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the company's securities registry or you may copy this form.

To appoint a second proxy you must:
(a) complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
(b) return both forms together in the same envelope.

STEP 2 Voting Directions to your Proxy

You can tell your Proxy how to vote

To direct your proxy how to vote, place a mark in one of the boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of securities you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

STEP 3 Sign the Form

The form **must** be signed

In the spaces provided you must sign this form as follows:

Individual: This form is to be signed by the securityholder.
Joint Holding: where the holding is in more than one name, all the securityholders must sign.
Power of Attorney: to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.
Companies: this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. **Please indicate the office held by signing in the appropriate place.**

STEP 4 Lodgement of a Proxy

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below not later than 48 hours before the commencement of the meeting at **10.00am on Wednesday, 17 February 2010**. Any Proxy Form received after that time will not be valid for the scheduled meeting.
Proxies may be lodged using the reply paid envelope or:

BY MAIL Share Registry – Registries Limited, GPO Box 3993
Sydney NSW 2001 Australia

BY FAX + 61 2 9290 9655

IN PERSON Share Registry – Registries Limited, Level 7, 207 Kent Street,
Sydney NSW 2000 Australia

<Address 1>
<Address 2>
<Address 3>
<Address 4>
<Address 5>
<Address 6>

Brewtopia Limited

<BARCODE>

STEP 1 - Appointment of Proxy

I/We being a member/s of **Brewtopia Limited** and entitled to attend and vote hereby appoint

☐ the Chairman of the Meeting (mark with an 'X') **OR** ______

If you are not appointing the Chairman of the Meeting as your proxy please write here the full name of the individual or body corporate (excluding the registered Securityholder) you are appointing as your proxy.

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy at the **General Meeting of Brewtopia Limited to be held at Whittens Lawyers and Consultants, Suite 9, Level 5, 137-139 Bathurst Street, Sydney NSW 2000 on Friday, 19 February 2010 at 10.00am** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

☐ If the Chairman of the Meeting is appointed as your proxy or may be appointed by default, and you do not wish to direct your proxy how to vote in respect of a resolution, please mark this box. By marking this box, you acknowledge that the Chairman of the Meeting may vote as your proxy even if he has an interest in the outcome of the resolution and votes cast by the Chairman of the Meeting for those resolutions, other than as proxy holder, will be disregarded because of that interest. If you do not mark this box, and you have not directed your proxy how to vote, the Chairman of the Meeting will not cast your votes on the resolution and your votes will not be counted in calculating the required majority if a poll is called. The Chair intends to vote all undirected proxies in favour of the resolution.

STEP 2 - Voting directions to your Proxy – please mark ☒ to indicate your directions

Ordinary Business	For	Against	Abstain*
Resolution 1 Disposal of Main Undertaking to Substantial Shareholder of Company	☐	☐	☐
Resolution 2 Issue of 2009 Convertible Note to Non Related Parties	☐	☐	☐
Resolution 3 Issue of 2009 Convertible Note to Related Parties	☐	☐	☐
Resolution 4 Issue of Shares on Conversion of 2009 Convertible Note to Non Related Parties	☐	☐	☐
Resolution 5 Issue of Shares on Conversion of 2009 Convertible Note to Related Parties	☐	☐	☐
Resolution 6 Change in Nature and Scale of Activities of the Company	☐	☐	☐
Resolution 7 Issue of Consideration Shares to Non Related APFC Vendors	☐	☐	☐
Resolution 8 Issue of Consideration Shares to Related APFC Vendors	☐	☐	☐
Resolution 9 Election of Mr Wayne R Adsett	☐	☐	☐
Resolution 10 Election of Mr Kenneth D Allen	☐	☐	☐
Resolution 11 Election of Mr Mark Ellis	☐	☐	☐
Resolution 12 Change of Company Name	☐	☐	☐

In addition to the intentions advised above. The Chairman of the Meeting intends to vote undirected proxies in favour of each of the items of business.

*If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

STEP 3 - PLEASE SIGN HERE **This section *must* be signed in accordance with the instructions overleaf to enable your directions to be implemented.**

Individual or Securityholder 1	Securityholder 2	Securityholder 3
Sole Director and Sole Company Secretary	Director	Director/Company Secretary

Contact Name ……………………………………. **Contact Daytime Telephone** ………………………………. **Date** / /2009