

APPENDIX 1: FORM OF LETTER OF APPLICATION

A formal letter of application shall, in substantially the order given below, cover the following information. Information in a draft *disclosure document* which is enclosed with the application letter may be incorporated by reference to:

1. General

- (1) the name of the applicant and the date and place of incorporation;

Brewtopia Ltd (ACN 099 912 044)

Incorporated in Sydney, NSW, Australia on May 8th 2002

- (2) if not incorporated in Australia, the date on which the applicant became registered under the *Corporations Act*;

N/A

- (3) the address of the principal registered office and the address of each office at which a share register is kept;

Whittens Lawyers & Consultants
Suite 9, Level 5
137-139 Bathurst Street
Sydney NSW Australia 2000

Registries Limited
Level 7
207 Kent Street
Sydney NSW 2000

- (4) a formal request for the *listing* of the *securities* in respect of which application is made, specifying the nature of the *securities* and the amount, class, the voting rights attached and whether they are to be fully paid;

Brewtopia Limited (BWL) Pro-Forma Capital Structure

Brewtopia Limited (BWL)

Issued Share capital

Existing Fully Paid Ordinary Shares

4,794,669

Add:

Conversion of Convertible Notes

2,500,000

**Fully Diluted Securities on Issue after
Conversion of Convertible Notes**

7,294,669

APFC Vendor Shareholding 50,961,538

Total Securities on Issue at Completion (fully diluted) **58,256,207**

- (5) the proposed method by which the *securities* are to be brought to *listing* and details of any proposed distribution of the *securities*;

Issue of Securities

- (6) the estimated market capitalisation of the securities for which a *listing* is sought;

\$3.5 million

- (7) an estimate of the net proceeds of any proposed issue and the intended use of the proceeds; and

Not Applicable

- (8) the name of any other stock exchange on which any *securities* of the *issuer* are already *listed* and/or traded.

Not Applicable

2. Share capital and ownership

- (1) A list in tabular form of:

- (i) the designation or title of each class of share;

Fully Paid Ordinary Shares

- (ii) the number of shares issued;

50,961,538

- (iii) the voting rights attached to each share;

Fully voting

- (iv) the amount of fully paid up shares;

Following completion issued capital will be 55,756,207

- (v) the shareholdings of the *directors* and officers of the *issuer*, and

Shareholder	Shares
Mr Kenneth D Allen	7,431,891
MP Ellis Holdings Pty Ltd atf The Ellis Hybrid	7,962,740

Trust	
Northview Group Ltd	14,863,782

- (vi) so far as is known, or can be ascertained after reasonable enquiry, the names of all shareholders of the *issuer* who own five percent (5%) or more of the shares of the *issuer* and their respective shareholdings.

Shareholder	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
Mr Charles Garrison	10,616,987

- (2) A list in tabular form of the names of all shareholders of the *issuer* including the dates that the shares were allotted to them, the consideration that they provided and the number of shares that are held.

Please see Annexure A

3. Securities

An outline of the principal terms of the *securities* the applicant wishes to *list*.

Fully Paid Ordinary Shares – Fully voting and ranking equally with ordinary shares currently on issue

4. History and nature of business

Australian Premier Finance Company Pty Ltd 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.

The company's administrative base is in Lemon Tree Passage in the Newcastle region of New South Wales, Australia.

5. Summary of earnings

A summary of earnings, on a consolidated basis if the applicant has *subsidiaries*, for the last three (3) financial years, showing sales, earnings before charges for depreciation, interest and tax (if any), the amount of each

of those charges, net income before extraordinary items, extraordinary items, net income and earnings per share.

Please see attached accounts in Annexure B

6. Tabulation of balance sheet

A tabulation of its balance sheet for each of the last three (3) financial years (on a consolidated basis if the *issuer* has *subsidiaries*) or from the date of incorporation, if shorter. The tabulation should include a calculation of the net asset value per *security* for each of the three (3) financial years.

Please see attached accounts in Annexure B

7. Employees

The company does not employ any staff. It has a management arrangement in place with Texbon Pty Ltd to undertake the day to day administration and management of the company. Texbon employs 11 staff solely to undertake its arrangements for the company.

8. Child entities

A tabular list of all *child entities* showing in respect of each such corporation:-

- (1) the name of the corporation;

Australian Premier Finance Company Pty Ltd

- (2) a brief statement of the nature of its business and its relationship to the operations of the entire enterprise; and

Australian Premier Finance Company Pty Ltd 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.

- (3) share capital by classes, showing the amount issued and the amount owned by the *holding entity*.

Total Issued capital and amount owed by payment on completion

300 A Class Shares
2400 Ordinary Shares

9. Dividend record

The company has declared one dividend in its history. This was declared on 7 December 2009 for \$1 million

10. Properties

Describe briefly the general character of the properties of the applicant and its *child entities*, including:

- (1) location;
- (2) land area;
- (3) number of buildings;
- (4) aggregate floor area of buildings; and
- (5) whether properties are owned or leased, and if leased, state total rental paid for each of the three (3) preceding financial years and average term of years.

Not Applicable

11. Litigation

Particulars of any litigation or claims of material importance made against any member of the *group* in the last five (5) years or which is pending or threatened against any member of the *group*, or an appropriate negative statement.

Not Applicable

12. Management

- (1) Directors

Wayne R. Adsett FCA

10 Northview Rd, Stanmore Bay, Auckland New Zealand

Wayne was a founding partner of Adsett & Braddock Chartered Accountants based in Auckland. He practiced for some 25 years before retiring in 2002 from the practice and the profession. He specialised 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 companies 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.

Ken Allen

10 Rose St, Lemon Tree Passage, NSW

CEO, Director/Secretary and Founder of Australian Pensioner Finance.

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 active member of Rotary International. He is a Past President of the Rotary Club of Williamstown and team leader of Group Study Exchange (Adult Professional) team to Philippines in 2004. Chairman of Credit Committee of APFL.

Ken is a Justice of the Peace and a Licensed Motor Vehicle Dealer

Mark Ellis

Managing Director of Crown Worldwide Ltd in both Australia and New Zealand. Crown Worldwide has had its headquarters in Hong Kong for the past 30 Years. It is a global relocations business.

Previously branch manager of operations in New Zealand 1980 – 1986.

State Manager of operations in NSW 1986 -1988

General Manager/Managing Director Australia 1988 to date.

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 of A\$80M

Mark was appointed Director of APFL at inception.

- (2) There are no family relationship between the *persons* mentioned in (1);
- (3) The business experience of each of these *persons* mentioned in (1) above during the last five (5) years is contained in para (1) above;
- (4) No other directorships are held by each *director* in any publicly *listed* or traded companies; and
- (5) No *director* or proposed *director* has, in any jurisdiction, been convicted in any criminal proceeding or has had a bankruptcy petition filed against him or her or any partnership in which he was a partner or any body corporate of which he was a *director* or has been sanctioned or

otherwise disciplined by any self regulatory securities association of which he or she is or has been a member or any securities supervisory or regulatory body or any such event is pending.

13. Sponsors, bankers, etc.

- (1) the names and addresses of the *issuer's* sponsor, financial advisers, principal bankers, nominated adviser, share registrar/transfer agent and solicitors; and

National Australia Bank
Port Stephens St Cnr William St
Raymond Terrace NSW 2324

- (2) the name, address and professional qualifications of the *issuer's* auditors.

Continuing with present auditors.

14. Statement of non-compliance

A statement of any requirements of the *Listing Rules* which cannot be met by the applicant and detailed arguments to support any request for a waiver or modification of the normal requirements.

Not Applicable

15. Declaration of all associates, directors and officers of the company

- Mr Kenneth D Allen
- Ms Joan A Allen
- Exchequer Investments Ltd (W.R.Adsett)
- MP Ellis Holdings Pty Ltd atf The Ellis Hybrid Trust (M.P.Ellis)
- Rae Group Ltd (R.A.Ellis)
- Northview Group Ltd (W.R.Adsett and R.A.Ellis)

16. Declaration

A declaration, stated to be to the best of the *issuer's* knowledge, information and belief that:

- (1) save as specified in the application letter, all the qualifications for *listing* set out in Chapter 3 of Section IIA of the *Listing Rules* have, in so far as applicable and required to be met and fulfilled prior to application, have been met or fulfilled in relation to the *issuer* and the securities of the *issuer* the subject of the application;

- (2) all information required to be included in the *disclosure document* pursuant to Rule 4.8 and the *Corporations Act* will be included; and

Not Applicable

- (3) there are no other facts bearing on the *issuer's* application for *listing* which, in the *issuer's* opinion, should be disclosed to the *Exchange*.

Annexure A- Table of Shareholding

<i>Name</i>	<i>Consideration</i>	<i>Shareholding</i>
Vintage Cellars Ltd	\$10,000 by way of Convertible Note	250,000
	Transfer of Shares in APFC	2,654,247
Mr Charles P Garrison	\$10,000 by way of Convertible Note	250,000
	Transfer of Shares in APFC	10,616,987
Mr Jason K Allen	\$10,000 by way of Convertible Note	250,000
Ms Carolyn A Turner	\$10,000 by way of Convertible Note	250,000
Mr Kenneth D Allen	\$15,000 by way of Convertible Note	375,000
	Transfer of Shares in APFC	7,431,891
Ms Joan A Allen	\$15,000 by way of Convertible Note	375,000
	Transfer of Shares in APFC	7,431,891
Exchequer Investments Ltd	\$10,000 by way of Convertible Note	250,000
MP Ellis Holdings Pty Ltd atf The Ellis Hybrid Trust	\$10,000 by way of Convertible Note	250,000
	Transfer of Shares in APFC	7,962,740
Rae Group Ltd	\$10,000 by way of Convertible Note	250,000
Northview Group Ltd	Transfer of Shares in APFC	14,863,782

“APFC” - Means Australian Premier Finance Company Pty Ltd (ACN 104 959 435)

Annexure B- Financial Accounts