

RUSSELL BREWERIES INC.

#202 – 13018 80th Avenue
Surrey, British Columbia
V3W 3B2

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NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the annual general and special meeting (the “**Meeting**”) of shareholders of **RUSSELL BREWERIES INC.** (the “**Company**”) will be held at #200 – 13018 80th Avenue, Surrey, BC, on Friday, June 28, 2013, at 3:00 p.m., Vancouver time, for the following purposes:

1. To receive the report of the directors of the Company.
2. To receive and consider the annual audited consolidated financial statements of the Company for the financial year ended June 30, 2012, together with the auditors’ report thereon.
3. To elect directors of the Company for the ensuing year.
4. To appoint auditors of the Company for the ensuing year.
5. To authorize the directors to fix the auditors’ remuneration for the ensuing year.
6. To consider and, if thought advisable, to pass, with or without modification, an ordinary resolution of the Company to approve the amended stock option plan of the Company, as more particularly described in the accompanying Information Circular.
7. To consider and, if thought advisable, to pass, with or without modification, an ordinary resolution of the Company increasing the authorized capital of the Company to unlimited common shares without par value, and altering the Notice of Articles of the Company accordingly, as more particularly described in the accompanying Information Circular.
8. To consider and, if thought advisable, to pass, with or without modification, a special resolution of the Company removing the application of the Pre-Existing Company Provisions (as defined in the *Business Corporations Act* (British Columbia)), and altering the Notice of Articles of the Company accordingly, as more particularly described in the accompanying Information Circular.
9. To consider and, if thought advisable, to pass, with or without modification, a special resolution of the Company cancelling the existing articles of the Company and adopting a new form of articles for the Company, as more particularly described in the accompanying Information Circular.
10. To consider and, if thought advisable, to pass, with or without modification, an ordinary resolution of the Company to ratify and approve the Company’s advance notice policy, as approved by the board of directors of the Company on April 24, 2013 and announced by the Company on May 6, 2013.
11. To act on such other matters, including amendments to any of the foregoing, as may properly come before the Meeting or any adjournment thereof.

An Information Circular accompanies this Notice. The Information Circular contains details of matters to be considered at the Meeting. A copy of the annual audited consolidated financial statements of the Company for its financial year ended June 30, 2012 together with the auditors’ report thereon and the corresponding management discussion and analysis may be obtained on SEDAR at www.sedar.com.

The Board of Directors of the Company has fixed May 21, 2013 as the record date for determining the shareholders who are entitled to vote at the Meeting. Only holders of common shares of the Company (the “**Common Shares**”) at the close of business on May 21, 2013 will be entitled to receive notice of and to vote at the Meeting.

Shareholders are requested to date, sign and return the accompanying form of proxy for use at the Meeting if they are not able to attend the Meeting personally. To be effective, forms of proxy must be received by the Company's registrar and transfer agent, Computershare Investor Services Inc., no later than 48 hours (excluding Saturdays, Sundays and holidays) before the time of the Meeting (namely, by 3:00 p.m., Vancouver time, on Wednesday, June 26, 2013) or any adjournment thereof at which the proxy is to be used. Proxies delivered by regular mail should be addressed to Computershare Investor Services Inc., 9th Floor, 100 University Avenue, Toronto, Ontario, M5J 2Y1, Attention: Proxy Department. Proxies delivered by facsimile must be sent to Computershare Investor Services Inc., Attention: Proxy Department, at 416-263-9524 or toll free 1-866-249-7775. To vote by Internet, visit the website address shown on the form of proxy provided. Follow the online voting instructions given to you and vote over the Internet referring to your holder account number and proxy access number provided on the form of proxy that was delivered to you. To vote by telephone, call the toll-free number shown on the form of proxy. Using a touch-tone telephone to select your voting preferences, follow the instructions of the "vote voice" and refer to your holder account number and proxy access number provided on the proxy that was delivered to you. Note that voting by telephone is not available if you wish to appoint a person as a proxy other than someone named on the form of proxy.

DATED at Surrey, British Columbia, this 24th day of May, 2013.

BY ORDER OF THE BOARD OF DIRECTORS

(signed) "*Brian Harris*"

Brian Harris
Chief Executive Officer