

**RUSSELL BREWERIES INC.**

**FORM 51-102F3**

**MATERIAL CHANGE REPORT**

**Item 1. Name and Address of Company**

Russell Breweries Inc. (the "Company")  
#202 – 13018 80<sup>th</sup> Avenue  
Surrey, British Columbia V3W 2B2

**Item 2 Date of Material Change**

June 21, 2013 to August 7, 2013

**Item 3 News Release**

June 28, 2013 (departure of Andrew Harris as President and Chief Operating Officer of the Company); July 10, 2013 (resignation of Gary Liu as a director of the Company); July 30, 2013 (resignation of Perpinder Singh Patrola as a director of the Company); August 7, 2013 (resignation of Andrew Harris as a director of the Company and the appointment of Richard Shi and Peter Stafford as directors of the Company).

**Item 4 Summary of Material Change**

On June 21, 2013, the Company provided Mr. Andrew Harris with written notice that Mr. Harris' contract to act as President and Chief Operating Officer of the Company was being terminated. On August 6, 2013, Andrew Harris resigned as a director of the Company.

On July 8, 2013, Mr. Gary Liu resigned as a director and Chief Financial Officer of the Company.

On July 26, 2013, Mr. Perpinder Patrola resigned as a director of the Company.

On August 7, 2013, Mr. Richard Shi and Mr. Peter Stafford were appointed as directors of the Company.

**Item 5 Full Description of Material Change**

On June 21, 2013, the Company provided Mr. Andrew Harris with written notice that Mr. Harris' contract to act as President and Chief Operating Officer of the Company was being terminated. From June 21, 2013 until August 6, 2013, the Company considered the circumstances of the termination of Mr. Harris' service contract and confirmed the termination. Mr. Harris resigned as a director of the Company on August 6, 2013.

On July 8, 2013, Mr. Gary Liu resigned as a director of the Company, effective immediately. On the same date, Mr. Liu also resigned as Chief Financial Officer of the Company, but continued to work out the remainder of the notice period under his employment contract.

On July 26, 2013, Mr. Perpinder Patrola resigned as a director of the Company, effective immediately.

On August 7, 2013, the board of directors appointed Mr. Peter Stafford and Mr. Richard Ruijian Shi as directors of the Company to fill existing vacancies in such positions.

**Item 6      Reliance on subsection 7.1(2) of National Instrument 51-102**

Not applicable.

**Item 7      Omitted Information**

Not applicable.

**Item 8.      Executive Officer**

Benjamin Li Yu  
Director  
604-812-8723

**Item 9.      Date of Report**

August 13, 2013