

EARLY WARNING REPORT

Made Pursuant to
National Instrument 62-103 – *The Early Warning System and Related Take-Over Bid and Insider Reporting Issues*

RELATING TO THE ACQUISITION OF SECURITIES IN THE CAPITAL OF RUSSELL BREWERIES INC.

1. The name and address of the offeror (the "Offeror")

Premier Diversified Holdings Inc.
3185 Willingdon Green, Third Floor
Burnaby, B.C. V5G 4P3

2. The designation and number or principal amount of securities and the Offeror's securityholding percentage in the class of securities of which the Offeror acquired ownership or control in the transaction or occurrence giving rise to the reporting obligation and whether it was ownership or control that was acquired in those circumstances:

On June 24, 2015, the Offeror acquired direct ownership and control over 14,506,000 common shares (the "Acquired Shares") of Russell Breweries Inc. (TSXV: RB) (the "Corporation"), being approximately 16.66% (on an undiluted basis) of the currently issued and outstanding common shares ("Shares") of the Corporation (the "Acquisition").

3. The designation and number or principal amount of securities and the Offeror's securityholding percentage in the class of securities immediately after the transaction or occurrence giving rise to the reporting obligation:

Immediately following the Acquisition, the Offeror directly owns and controls 14,506,000 Shares, representing approximately 16.66% of the currently issued and outstanding Shares (on an undiluted basis).

4. The designation and number or principal amount of securities and the percentage of outstanding securities of the class of securities referred to in paragraph (3), above, over which

(i) the Offeror, either alone or together with any joint actors, has ownership and control:

The Offeror directly owns and controls 14,506,000 Shares, representing approximately 16.66% of the currently issued and outstanding Shares (on an undiluted basis). The Offeror and MPIC Canada Limited Partnership ("MPIC Canada") have a common control person, Corner Market Capital Corp. ("CMCC"), and as such are joint actors. MPIC Canada directly holds 2,000,000 Shares. Together, the Offeror and MPIC Canada hold 16,506,000 Shares, approximately 18.95% of the currently issued and outstanding Shares (on an undiluted basis). CMCC exercises indirect control or direction over the 16,506,000 Shares.

(ii) the Offeror, either alone or together with any joint actors, has ownership but control is held by other persons or companies other than the Offeror or any joint actor, and

Not applicable.

(iii) the Offeror, either alone or together with any joint actors, has exclusive or shared control but does not have ownership.

Not applicable.

5. **Name of the market in which the transaction or occurrence that gave rise to the reporting obligation took place and the value (Cdn) of any consideration offered per security if the Offeror acquired ownership of a security in a transaction or occurrence giving rise to the obligation to file a news release:**

The Offeror acquired the Shares through a private sale. The Offeror issued common shares as consideration for the Shares on a 1:2.5 ratio. The Offeror's common shares were issued at a deemed value of \$0.21 for a total deemed value of \$1,218,504.

6. **The purpose of the Offeror and any joint actors in effecting the transaction or occurrence that gave rise to the reporting obligation, including any future intention to acquire ownership of, or control over, additional securities of the reporting issuer:**

The Offeror's business is to acquire and invest in the securities and/or assets of public and private entities. It completed the Acquisition as this type of transaction fits within the Offeror's business model. The Offeror intends to acquire ownership of, or control over, additional securities of the Corporation.

7. **The general nature and the material terms of any agreement, other than lending arrangements, with respect to securities of the reporting issuer entered into by the Offeror, or any joint actor, and the issuer of the securities or any other entity in connection with the transaction or occurrence giving rise to the reporting obligation, including agreements with respect to the acquisition, holding, disposition or voting of any of the securities:**

The Shares were purchased pursuant to two private agreements (the "Agreements"), on the basis of one common share of the Offeror ("Offeror Shares") for every 2.5 Shares acquired. The Offeror issued a total of 5,802,400 Offeror Shares to the sellers pursuant to the Agreements in payment for the Shares.

MPIC Fund 1, Limited Partnership ("MPIC") and G. Andrew Cooke are the sellers pursuant to the Agreements. MPIC is an insider and control person of the Offeror. Following the Sale, MPIC does not directly hold any Shares. MPIC's affiliate, MPIC Canada, directly holds 2,000,000 Shares. MPIC, MPIC Canada and the Offeror all have a common control person, CMCC.

CMCC is a private B.C. Company which holds a 65% interest in Corner Market Capital US Inc. ("CMC US"). CMC US is the general partner of MPIC. CMCC holds a 100% interest in Corner Market Management Inc. ("CMMI"). CMMI is the general partner of MPIC Canada.

CMCC indirectly holds, and exercises control or direction over, the 2,000,000 Shares held by MPIC Canada. CMCC indirectly holds, and exercises control or direction over, the 16,506,000 Shares held by the Offeror. Together, CMCC holds indirectly, or exercises control or direction over, a total of 18.95% of the outstanding Shares on an undiluted basis.

Mr. Cooke is a director of the Offeror and a director and officer of CMC US. Sanjeev Parsad is a director and officer of the Offeror, CMC US, CMMI and CMCC. Alnesh Mohan is a director of the Offeror and a director and officer of CMC US, CMMI and CMCC. Messrs. Parsad and Mohan exercise indirect control or direction over the 2,000,000 Shares held by MPIC Canada (approximately 2.29% of the outstanding Shares on an undiluted basis) and over the 16,506,000 Shares held by the Offeror.

8. **The names of any joint actors in connection with the disclosure required in this report.**

Corner Market Capital Corp., Corner Market Capital US Inc., Corner Market Management Inc., MPIC Fund I, LP, MPIC Canada LP, G. Andrew Cooke, Sanjeev Parsad and Alnesh Mohan.

9. **In the case of a transaction or occurrence that did not take place on a stock exchange or other market that represents a published market for the securities, including an issuance from treasury, the nature and value, in Canadian dollars of the consideration paid by the Offeror:**

The Offeror Shares were issued with a deemed value of \$0.21 per share, for a total deemed value of \$1,218,504. No cash was paid in connection with the acquisition of the Shares.

10. **If applicable, a description of any change in any material fact set out in a previous report by the entity under the early warning requirements or Part 4 of National Instrument 62-103 in respect of the reporting issuer's securities:**

Not applicable.

11. **If applicable, a description of the exemption from securities legislation being relied on by the Offeror and the facts supporting that reliance:**

The Offeror Shares were issued in reliance on the exemption from prospectus requirements found in Section 2.12 of National Instrument 45-106.

DATED this 24th day of June, 2015.

PREMIER DIVERSIFIED HOLDINGS INC.

"Sanjeev Parsad"

SANJEEV PARSAD
President and CEO