

000001

Mr A Sample
Designation (if any)
Add1
Add2
add3
add4
add5
add6

Security Class

COMMON SHARES

Holder Account Number

C1234567890 IND

Intermediary

ABCD

Fold

Voting Instruction Form ("VIF") - Annual General and Special Meeting to be held on November 28, 2016

NON-REGISTERED (BENEFICIAL) SECURITYHOLDERS

1. We are sending to you the enclosed proxy-related materials that relate to a meeting of the holders of the series or class of securities that are held on your behalf by the intermediary identified above. Unless you attend the meeting and vote in person, your securities can be voted only by management, as proxy holder of the registered holder, in accordance with your instructions.
2. *We are prohibited from voting these securities on any of the matters to be acted upon at the meeting without your specific voting instructions.* In order for these securities to be voted at the meeting, it will be necessary for us to have your specific voting instructions. Please complete and return the information requested in this VIF to provide your voting instructions to us promptly.
3. If you want to attend the meeting and vote in person, please write your name in the place provided for that purpose in this form. You can also write the name of someone else whom you wish to attend the meeting and vote on your behalf. Unless prohibited by law, the person whose name is written in the space provided will have full authority to present matters to the meeting and vote on all matters that are presented at the meeting, even if those matters are not set out in this form or the information circular. Consult a legal advisor if you wish to modify the authority of that person in any way. If you require help, please contact the Registered Representative who services your account.
4. **This VIF should be signed by you in the exact manner as your name appears on the VIF. If these voting instructions are given on behalf of a body corporate set out the full legal name of the body corporate, the name and position of the person giving voting instructions on behalf of the body corporate and the address for service of the body corporate.**
5. If this VIF is not dated, it will be deemed to bear the date on which it is mailed by management to you.
6. **When properly signed and delivered, securities represented by this VIF will be voted as directed by you, however, if such a direction is not made in respect of any matter, the VIF will direct the voting of the securities to be made as recommended in the documentation provided by Management for the meeting.**
7. This VIF confers discretionary authority on the appointee to vote as the appointee sees fit in respect of amendments or variations to matters identified in the notice of meeting or other matters as may properly come before the meeting or any adjournment thereof.
8. Your voting instructions will be recorded on receipt of the VIF.
9. By providing voting instructions as requested, you are acknowledging that you are the beneficial owner of, and are entitled to instruct us with respect to the voting of, these securities.
10. If you have any questions regarding the enclosed documents, please contact the Registered Representative who services your account.
11. This VIF should be read in conjunction with the information circular and other proxy materials provided by Management.

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VIFs submitted must be received by 3:00 PM, Pacific Time, on November 24, 2016.

VOTE USING THE TELEPHONE OR INTERNET 24 HOURS A DAY 7 DAYS A WEEK!



To Vote Using the Telephone

- Call the number listed BELOW from a touch tone telephone.

1-866-734-VOTE (8683) Toll Free



To Vote Using the Internet

- Go to the following web site:
www.investorvote.com
- **Smartphone?**
Scan the QR code to vote now.



If you vote by telephone or the Internet, DO NOT mail back this VIF.

Voting by mail may be the only method for securities held in the name of a corporation or securities being voted on behalf of another individual.

Voting by mail or by Internet are the only methods by which a holder may choose an appointee other than the Management appointees named on the reverse of this VIF. Instead of mailing this VIF, you may choose one of the two voting methods outlined above to vote this VIF.

To vote by telephone or the Internet, you will need to provide your CONTROL NUMBER listed below.

CONTROL NUMBER 123456789012345



Appointee(s)

Management Appointees are: (Benjamin) Li Yu, Chief Executive Officer and a Director of the Company, or failing him, Kwong Choo, Chief Financial Officer of the Company,

OR

If you wish to attend in person or appoint someone else to attend on your behalf, print your name or the name of your appointee in this space (see Note #3 on reverse).

as my/our appointee to attend, act and to vote in accordance with the following direction (or if no directions have been given, as the appointee sees fit) and all other matters that may properly come before the Annual General and Special Meeting of securityholders of Russell Breweries Inc. to be held at 2900 - 550 Burrard Street, Vancouver, BC, V6C 0A3, on November 28, 2016 at 3:00 PM, Pacific Time, and at any adjournment or postponement thereof.

VOTING RECOMMENDATIONS ARE INDICATED BY HIGHLIGHTED TEXT OVER THE BOXES.

For Against

1. Number of Directors

To set the number of Directors at five (5).

2. Election of Directors

For Withhold

For Withhold

For Withhold

01. (Benjamin) Li Yu

02. (Derrick) Dongbing Ma

03. Peter Harry Stafford

04. Alnesh Mohan

05. Sanjeev Parsad

For Withhold

3. Appointment of Auditors

Appointment of Manning Elliott LLP, Chartered Accountants as Auditors of the Company for the ensuing year and authorizing the Directors to fix their remuneration.

For Against

4. Approval of Stock Option Plan

To consider and, if thought advisable, to pass an ordinary resolution of the Company to approve the stock option plan of the Company, as more particularly described in the accompanying Information Circular.

5. Approval of Fort Garry Asset Sale

To consider and, if thought advisable, to pass, with or without variation, a special resolution approving the sale of all of the assets related to the business of producing beer under the name "Fort Garry Brewing Company", being substantially all of the undertaking of the Company, the full text of which is set forth in the accompanying Information Circular.

6. Approval of Russell Breweries Asset Sale

To consider and, if thought advisable, to pass, with or without variation, a special resolution approving the sale of all of the assets related to the business of producing beer under the name "Russell Brewing Company", being potentially substantially all of the undertaking of the Company, the full text of which is set forth in the accompanying Information Circular.

7. Approval of Return of Capital

To consider and, if thought advisable, to pass, with or without variation, a special resolution approving the distribution of the remaining assets of the Company, following the satisfaction of the liabilities of the Company, by way of a reduction of the stated capital of the Common Shares, the full text of which is set forth in the accompanying Information Circular.

8. Approval of Dissolution

To consider and, if thought advisable, to pass, with or without variation, a special resolution approving the voluntary dissolution of the Company and the distribution of the remaining assets of the Company, by way of a reduction of the stated capital of the Common Shares, the full text of which is set forth in the accompanying Information Circular.

9. Approval of Delisting

To consider and, if thought advisable, to pass, with or without variation, an ordinary resolution approving the delisting of the Common shares of the Company from the TSX Venture Exchange or the NEX, the full text of which is set forth in the accompanying Information Circular.

Authorized Signature(s) - This section must be completed for your instructions to be executed.

If you are voting on behalf of a corporation or another individual you may be required to provide documentation evidencing your power to sign this VIF with signing capacity stated.

Signature(s)

Date

MM / DD / YY

