

## EARLY WARNING REPORT

### Form 62-103F1

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

#### RELATING TO THE DISPOSITION OF SECURITIES IN THE CAPITAL OF RUSSELL BREWERIES INC.

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This report amends information disclosed in an earlier report dated February 5, 2018.

#### **Item 1 – Security and Reporting Issuer**

1.1 State the designation of securities to which this report relates and the name and address of the head office of the issuer of the securities.

**This report relates to common shares of Russell Breweries Inc. ("Russell"), which has a head office at: 202 - 13018 80th Avenue, Surrey, B.C., V3W 3A8.**

1.2 State the name of the market in which the transaction or other occurrence that triggered the requirement to file this report took place.

**The transaction took place on the TSX Venture Exchange.**

#### **Item 2 – Identity of the Acquiror**

2.1 State the name and address of the acquiror.

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

**Premier's jurisdiction of organization is British Columbia. Its principal business is that of a holding company or conglomerate.**

2.2 State the date of the transaction or other occurrence that triggered the requirement to file this report and briefly describe the transaction or other occurrence.

**On February 6, 2018, Premier sold 10,256,000 common shares of Russell on the public market of the TSX Venture Exchange.**

2.3 State the names of any joint actors.

**Not applicable.**

#### **Item 3 – Interest in Securities of the Reporting Issuer**

3.1 State the designation and number or principal amount of securities acquired or disposed of that triggered the requirement to file this report and the change in the acquiror's securityholding percentage in the class of securities.

**Premier disposed of 10,256,000 common shares of Russell, representing 11.76% of the issued and outstanding common shares of Russell. Prior to this disposition, Premier held 11.76% of the issued and outstanding common shares of Russell and following this disposition it holds no Russell Shares.**

3.2 State whether the acquiror acquired or disposed ownership of, or acquired or ceased to have control over, the securities that triggered the requirement to file this report.

**Premier disposed of common shares of Russell.**

3.3 If the transaction involved a securities lending arrangement, state that fact.

**Not applicable.**

3.4 State the designation and number or principal amount of securities and the acquiror's securityholding percentage in the class of securities, immediately before and after the transaction or other occurrence that triggered the requirement to file this report.

**Prior to this disposition that triggered the requirement to file this report, Premier held 11.76% of the issued and outstanding common shares of Russell and following this disposition it holds no Russell Shares.**

3.5 State the designation and number or principal amount of securities and the acquiror's securityholding percentage in the class of securities referred to in Item 3.4 over which

- (a) the acquiror, either alone or together with any joint actors, has ownership and control,
- (b) the acquiror, either alone or together with any joint actors, has ownership but control is held by persons or companies other than the acquiror or any joint actor, and
- (c) the acquiror, either alone or together with any joint actors, has exclusive or shared control but does not have ownership.

**Following this disposition, Premier holds no Russell Shares.**

3.6 If the acquiror or any of its joint actors has an interest in, or right or obligation associated with, a related financial instrument involving a security of the class of securities in respect of which disclosure is required under this item, describe the material terms of the related financial instrument and its impact on the acquiror's securityholdings.

**Not applicable.**

3.7 If the acquiror or any of its joint actors is a party to a securities lending arrangement involving a security of the class of securities in respect of which disclosure is required under this item, describe the material terms of the arrangement including the duration of the arrangement, the number or principal amount of securities involved and any right to recall the securities or identical securities that have been transferred or lent under the arrangement.

State if the securities lending arrangement is subject to the exception provided in section 5.7 of NI 62-104.

**Not applicable**

3.8 If the acquiror or any of its joint actors is a party to an agreement, arrangement or understanding that has the effect of altering, directly or indirectly, the acquiror's economic exposure to the security of the class of securities to which this report relates, describe the material terms of the agreement, arrangement or understanding.

**Not applicable.**

#### **Item 4 – Consideration**

4.1 State the value, in Canadian dollars, of any consideration paid or received per security and in total.

**Premier received \$0.01 per Russell Share for 705,000 of the Russell Shares sold for total consideration received of \$7,050. Premier received \$0.005 per Russell Share for 9,551,000 of the Russell Shares sold for total consideration received of \$47,755. Total aggregate consideration received was \$54,805.**

4.2 In the case of a transaction or other 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, disclose the nature and value, in Canadian dollars, of the consideration paid or received by the acquiror.

**Not applicable.**

4.3 If the securities were acquired or disposed of other than by purchase or sale, describe the method of acquisition or disposition.

**Not applicable.**

#### **Item 5 – Purpose of the Transaction**

State the purpose or purposes of the acquiror and any joint actors for the acquisition or disposition of securities of the reporting issuer. Describe any plans or future intentions which the acquiror and any joint actors may have which relate to or would result in any of the following:

- (a) the acquisition of additional securities of the reporting issuer, or the disposition of securities of the reporting issuer;
- (b) a corporate transaction, such as a merger, reorganization or liquidation, involving the reporting issuer or any of its subsidiaries;
- (c) a sale or transfer of a material amount of the assets of the reporting issuer or any of its subsidiaries;
- (d) a change in the board of directors or management of the reporting issuer, including any plans or intentions to change the number or term of directors or to fill any existing vacancy on the board;
- (e) a material change in the present capitalization or dividend policy of the reporting issuer;
- (f) a material change in the reporting issuer's business or corporate structure;

- (g) a change in the reporting issuer's charter, bylaws or similar instruments or another action which might impede the acquisition of control of the reporting issuer by any person or company;
- (h) a class of securities of the reporting issuer being delisted from, or ceasing to be authorized to be quoted on, a marketplace;
- (i) the issuer ceasing to be a reporting issuer in any jurisdiction of Canada;
- (j) a solicitation of proxies from securityholders;
- (k) an action similar to any of those enumerated above.

**On January 5, 2018, Russell announced the amount and record date for a second cash distribution to shareholders by way of a return of capital. The return of capital was made on January 26, 2018. On February 2, 2018, Premier's nominees to the board of directors of Russell resigned. As the return of capital was completed and Premier's nominees no longer serve as directors of Russell, Premier determined to dispose of part of its interest in Russell. Following a disposition of Russell Shares on February 5, 2018, Premier determined to dispose of the remainder of its Russell Shares. Premier does not intend to acquire additional securities of Russell.**

**Item 6 – Agreements, Arrangements, Commitments or Understandings with Respect to Securities of the Reporting Issuer**

Describe the material terms of any agreements, arrangements, commitments or understandings between the acquiror and a joint actor and among those persons and any person with respect to securities of the class of securities to which this report relates, including but not limited to the transfer or the voting of any of the securities, finder's fees, joint ventures, loan or option arrangements, guarantees of profits, division of profits or loss, or the giving or withholding of proxies. Include such information for any of the securities that are pledged or otherwise subject to a contingency, the occurrence of which would give another person voting power or investment power over such securities, except that disclosure of standard default and similar provisions contained in loan agreements need not be included.

**Not applicable.**

**Item 7 – Change in Material Fact**

If applicable, describe any change in a material fact set out in a previous report filed by the acquiror under the early warning requirements or Part 4 in respect of the reporting issuer's securities.

**Not applicable.**

**Item 8 – Exemption**

If the acquiror relies on an exemption from requirements in securities legislation applicable to formal bids for the transaction, state the exemption being relied on and describe the facts supporting that reliance.

**Not applicable.**

**Item 9 – Certification**

I, as the acquiror, certify, or I, as the agent filing this report on behalf of an acquiror, certify to the best of my knowledge, information and belief, that the statements made in this report are true and complete in every respect.

DATED this 6<sup>th</sup> day of February 2018.

PREMIER DIVERSIFIED HOLDINGS INC.

*"Sanjeev Parsad"*

SANJEEV PARSAD  
President and CEO