



## **ADDENDUM TO THE COMPANY'S INFORMATION CIRCULAR DATED APRIL 6, 2018**

The Information Circular of **Russell Breweries Inc.** (the "Company") dated April 6, 2018 (the "Information Circular"), pertaining to the Company's Annual and Special Meeting to be held June 4, 2018 (the "Meeting") is hereby amended and supplemented by this Addendum. All capitalized terms used herein that are not otherwise defined have the meaning ascribed thereto in the Information Circular.

### **Consolidation**

Shareholders will be asked to consider, and if deemed advisable, to pass with or without modification, a special resolution approving a consolidation of the Company's issued and outstanding common shares on the basis of one post-consolidation share for up to 25 currently outstanding common shares.

There are currently 87,083,788 Shares issued and outstanding in the capital of the Company, trading at or about \$0.025 per Share. Management considers it necessary to consolidate the outstanding share capital of the Company in order for the Company to effectively negotiate any new business acquisition or transaction.

The proposed Consolidation will not alter any present Shareholder's proportion of outstanding common shares. Management expects the Company's share trading price will change to reflect the consolidation ratio that is implemented.

In order to become effective, the Consolidation must be approved by at least two-thirds of all votes cast with respect to the resolution authorizing the Consolidation by Shareholders, present in person or by proxy. The Consolidation will also be subject to TSX Venture Exchange approval.

Notwithstanding that Shareholders approve the Consolidation, the Company's Board may, in its discretion, abandon the Consolidation without further approval by Shareholders.

The text of the special resolution which management intends to place before the Company Shareholders for approval is as follows:

**"BE IT RESOLVED** as a special resolution that:

1. the authorized share structure of the Company be altered by consolidating its issued and outstanding common shares without par value ("Shares"), on the basis of one (1) post-consolidated Share for up to every 25 currently issued and outstanding Shares (the "Consolidation");
2. no fractional shares resulting from the Consolidation will be issued, rather each fractional Share which is less than one-half of a Share be cancelled and each fractional Share which is at least one-half of a Share be increased to one whole Share;

3. Notwithstanding that this resolution has been passed (and the Consolidation approved) by the Shareholders of the Company, the directors of the Company are hereby authorized and empowered, without further notice to, or approval of, the Shareholders, not to proceed with the Consolidation;
4. Any director or officer of the Company is hereby authorized and directed for and on behalf of the Company to execute, whether under corporate seal of the Company or otherwise, and to deliver such documents as are necessary or desirable to give effect to the Consolidation.

The Company's management recommends that Shareholders vote in favour of the Consolidation. **Unless you give other instructions, the persons named in the enclosed form of proxy intend to vote FOR the Consolidation as set out above.**

The above special resolution, if passed, will not become effective unless and until administered and executed with the Company's Transfer Agent. Upon the Consolidation becoming effective, the existing share certificates of the Company will be replaced by new share certificates or written notice of uncertified shares. A letter of transmittal will be prepared and sent to Shareholders upon implementation of the Consolidation.

#### **BOARD APPROVAL**

The contents of this Addendum have been approved and its mailing authorized by the directors of the Company.

**DATED** at Vancouver, British Columbia, this 18<sup>th</sup> day of May, 2018.

**ON BEHALF OF THE BOARD  
OF RUSSELL BREWERIES INC.**

*"Hugh Notman"*

Hugh Notman  
Director