

5154852-2  
\$ 162,500  
Dec. 31, 2007

**Form 45-106F1**  
**Report of Exempt Distribution**

This is the form required under section 6.1 of National Instrument 45-106 for a report of exempt distribution.

**Issuer information**

**Item 1:** State the full name of the issuer of the security distributed and the address and telephone number of its head office. If the issuer of the security distributed is an investment fund, state the name of the fund as the issuer, and provide the full name of the manager of the investment fund and the address and telephone number of the head office of the manager. Include the former name of the issuer if its name has changed since last report.

**Russell Breweries Inc. (the "Company")**  
**202 - 13018 80<sup>th</sup> Avenue**  
**Surrey, British Columbia**  
**V3W 3B2**

**Telephone: (604) 604-599-1190**

**Item 2:** State whether the issuer is or is not a reporting issuer and, if reporting, each of the jurisdictions in which it is reporting.

**The Company is a reporting issuer in the provinces of British Columbia, Alberta and Ontario.**

**Item 3:** Indicate the industry of the issuer by checking the appropriate box next to one of the industries listed below.

- |   |   |
|---|---|
| <input type="checkbox"/> Bio-tech                       | <input type="checkbox"/> Mining:  |
| <input type="checkbox"/> Financial Services:            | <input type="checkbox"/> Exploration/development                            |
| <input type="checkbox"/> Investment companies and funds | <input type="checkbox"/> Production   |
| <input type="checkbox"/> Mortgage investment companies  | <input type="checkbox"/> Oil and gas  |
| <input type="checkbox"/> Forestry                       | <input type="checkbox"/> Real estate  |
| <input type="checkbox"/> Hi-tech                        | <input type="checkbox"/> Utilities  |
| <input type="checkbox"/> Industrial                     | <input checked="" type="checkbox"/> Other (describe) <b>Brewery of beer</b> |

## Details of distribution

**Item 4:** Complete Schedule I to this report. Schedule I is designed to assist in completing the remainder of this report.

**Item 5:** State the distribution date. If the report is being filed for securities distributed on more than one distribution date, state all distribution dates.

**December 31, 2007**

**Item 6:** For each security distributed:

- (a) describe the type of security,

**Warrants of the Company**

- (b) state the total number of securities distributed. If the security is convertible or exchangeable, describe the type of underlying security, the terms of exercise or conversion and any expiry date; and

**250,000 Warrant of the Company. Each Warrant entitling the holder to purchase one common share in the capital of the Company at a price of \$0.65 per common share at any time until two years from the date of issuance.**

- (c) state the exemption(s) relied on.

**Section 2.3 of National Instrument 45-106 Prospectus and Registration Exemptions**

**Item 7:** Complete the following table for each Canadian and foreign jurisdiction where purchasers of the securities reside. Do not include in this table, securities issued as payment for commissions or finder's fees disclosed under item 8, below.

Jurisdiction where purchasers reside	Number of purchasers	Price per security (Canadian \$)	Total dollar value raised from purchasers in the jurisdiction (Canadian \$)
British Columbia	1	\$0.65	\$162,500
<b>Total number of Purchasers</b>	<b>1</b>		
<b>Total dollar value of distribution in all jurisdictions (Canadian \$)</b>			<b>\$162,500</b>

## Commissions and Finder's Fees

**Item 8:** Complete the following table by providing information for each person who has received or will receive compensation in connection with the distribution(s). Compensation includes commissions, discounts or other fees or payments of a similar nature. Do not include payments for services incidental to the distribution, such as clerical, printing, legal or accounting services.

If the securities being issued as compensation are or include convertible securities, such as warrants or options, please add a footnote describing the terms of the convertible securities, including the term and exercise price. Do not include the exercise price of any convertible security in the total dollar value of the compensation unless the securities have been converted.

Full name and address of the person being compensated	Compensation paid or to be paid (cash and/or securities)				
	Cash (Cdn. \$)	Securities			Total Dollar Value of Compensation (Cdn. \$)
		Number and Type of Securities Issued	Price per Security	Exemption Relied on and Date of Distribution	
N/A					
<b>TOTAL</b>					

**Item 9:** If a distribution is made in Ontario, please include the attached "Authorization of Indirect Collection of Personal Information for Distributions in Ontario". The "Authorization of Indirect Collection of Personal Information for Distributions in Ontario" is only required to be filed with the Ontario Securities Commission.

**Certificate**

On behalf of the issuer, I certify that the statements made in this report are true.

Date: **January 3, 2008**

**Russell Breweries Inc.**

Name of issuer (please print)

**Andrew Harris, President, (604) 599-1190**

Print name, title and telephone number of person signing

Signature

**Item 10:** State the name, title and telephone number of the person who may be contacted with respect to any questions regarding the contents of this report, if different than the person signing the certificate.

**See as noted above**

**IT IS AN OFFENCE TO MAKE A MISREPRESENTATION IN THIS REPORT.**