

# **BOGUS BREWING INC.**

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## **PROXY STATEMENT**

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### **ANNUAL MEETING OF SHAREHOLDERS To Be Held on Thursday, October 29, 2020**

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#### **General**

The enclosed proxy is solicited by the Board of Directors of Bogus Brewing Inc. (the “**Company**”) for use at the Annual Meeting of Shareholders to be held at 8:00 p.m., Mountain Time, on Thursday, October 29, 2020, virtually via Zoom, and at any adjournment or postponement thereof (the “**Annual Meeting**”).

#### **Outstanding Securities and Quorum**

Only holders of record of the Company’s common stock, no par value, at the close of business on October 18, 2020, the record date, will be entitled to notice of, and to vote at, the Annual Meeting. Each share of common stock is entitled to one vote per director seat.

A majority of the outstanding shares of common stock present in person or represented by proxy constitutes a quorum for the transaction of business at the Annual Meeting. Abstentions will be included in determining the presence of a quorum at the Annual Meeting.

#### **Proxy Voting**

Shares for which proxies are properly executed and returned will be voted at the Annual Meeting in accordance with the directions given or, in the absence of directions, will be voted in accordance with the proxy agent’s wishes.

A nominee for director shall be elected to the Board if the votes cast for such nominee’s election exceed the votes cast for any other nominee’s election for that seat.

#### **Voting at the Annual Meeting**

If you own common stock of record, you may attend the Annual Meeting and vote in person, regardless of whether you have previously voted by proxy card. We encourage you to vote your shares in advance of the Annual Meeting by proxy, even if you plan on attending the Annual Meeting. If you have already voted prior to the meeting, you may nevertheless change or revoke your vote at the Annual Meeting as described below.

## **Revocation**

If you own common stock of record, you may revoke your proxy or change your voting instructions at any time before your shares are voted at the Annual Meeting by delivering to the Secretary of the Company a written notice of revocation or a duly executed proxy bearing a later date or by attending the Annual Meeting and voting in person.

## **Attending the Annual Meeting**

Only shareholders as of the record date October 18, 2020, are entitled to attend the Annual Meeting in person. If you own common stock of record, your name will be on a list and you will be able to gain entry with a government-issued photo identification, such as a driver's license, state-issued identification card, or passport. If you are a representative of an entity that owns common stock of the Company, you must present a government-issued photo identification and evidence that you are the entity's authorized representative or proxyholder.

If you are not a shareholder, you will be entitled to admission only if you have a valid legal proxy from a record holder and a government-issued photo identification. Each shareholder may appoint only one proxyholder to attend on his or her behalf.

## **ELECTION OF DIRECTORS**

In accordance with the Company's Bylaws, the Board has fixed the number of directors constituting the Board at five. The Board presents the following nominees to be considered for election at the Annual Meeting, each of whom will hold office until the next annual meeting of the Company's shareholders or until his or her successor shall have been elected and qualified:

- Andy Gustavsen
- Jim Hays
- Scott Ki
- Duane Morris
- Collin Rudeen

## THE BOARD OF DIRECTORS REQUESTS YOUR VOTE BY PROXY FOR FIVE OF THE ABOVE CANDIDATES

### Directors' Biographical and Related Information

**Andy Gustavsen.** Mr. Gustavsen is the Vice President of Sales for Prosperity Food Organics, a private company that sells the MELT brand, an organic, non-dairy, non-GMO plant based butter in grocery stores nationwide, including Albertson's and Fred Meyer here in Boise. His responsibilities include expanding distribution points for the brand as well as creating promotional plans and managing the team to achieve annual sales and profitability targets. He is a currently a director for Boise Brewing.

**Jim Hays.** Mr. Hays is the Business Unit Director for Continuous Processing, Facilities Division for POWER Engineers. Some of his previous positions include Program Management Department Manager for POWER Engineers, Manager of West Coast Operations (San Diego) for Burns & McDonnell Engineering and the instant tea extraction Production Manager for Unilever (Lipton Tea).

Jim is leading the POWER Engineers' Continuous Processing Business Unit of the Facilities Division. His Business Unit has about 75 Engineers and Designers in multiple offices throughout the US. This Division has a focus on providing A&E (architectural and engineering) professional services to the Food & Beverage (F&B) industry and is currently ranked #3 in Engineer News Record (ENR). Clients currently in Jim's Business Unit include KraftHeinz, MillerCoors, Beam Suntory, Woodinville Whiskey, Makers Mark, Conagra, General Mills, Simplot, Chobani, Lamb Weston and many more. Jim's particular expertise is in F&B Processing and Capital Program Execution managing the Engineering, Procurement and Construction.

Jim has a B.S. in Chemical Engineering from the University of Missouri-Rolla, M.S. in Mechanical and Aerospace Engineering from the University of Missouri-Kansas City and an MBA w/Business Finance from Avila College. He is a registered Professional Engineer in many States and Provinces (Canada) in addition to being a LEED Accredited Professional for Building Design and Construction (LEED AP BD+C). Jim volunteers his time with Rolling Tomato Food Recovery on Saturdays at the Farmer's Market and also volunteers as trumpet player in both the Boise Community Band (Summer) and Boise Mulligan Band (Fall, Winter and Spring). Mr. Hays is currently a director for Boise Brewing.

**Scott Ki.** We were so enthusiastic about Collin and Lance's vision of a community supported brewery that my wife, Suzanne, and I were among the first five investors in Boise Brewing's original Idaho Public Offering. It's been a proud five years watching the brewery get built, established, and gain a foothold among Boise's local craft beer community.

I'd like to use my skills and experience in communications and journalism to help propel Boise Brewing into the next phase of growth. In my view, that's to reestablish and reinforce the "community" in community supported brewing. In my current work in communications with the Idaho Conservation League, I help get the word out to our family, friends and neighbors about the compelling story of Idaho's homegrown environmental nonprofit and the work it does to protect our clean water, clean air, and the special places and wildlife we all love. I'd like to pursue a similar tack with Boise Brewing to engage members and supporters to reinforce our brewery's vision of a community supported brewery that is homegrown and supports the community by giving back to local nonprofits.

The necessary stuff – I'm an award winning former journalist who reported, wrote, and edited for local outlets such as Edible Idaho, the Idaho Press, Idaho Business Review, the Idaho Statesman, and Boise State Public Radio. My work has been carried nationally and internationally by National Public Radio and the Associated Press. I also have a background in international trade policy and developing sales and marketing strategies for technology companies. My wife and I love to hike, mountain bike, camp, cross country ski, and float in Idaho's beautiful outdoors.

**Duane Morris.** Duane is a 30-year veteran of the retail food industry who has held many leadership positions at fortune 50 retailers including Albertsons Companies. Duane has intimate knowledge of the retail business landscape and has operated in all areas of the country in all capacities of the retail food business. Roles have included running stores, divisional departments, groups of stores, corporate business planning, national operations and merchandising leadership roles culminating in Boise as VP of business planning, merchandizing and integration.

During the past two years Duane has started and successfully grown a retail brokerage and management company, Catalyst Retail Solutions. Focused on new innovative disruptive brands bringing them to market in the food drug mass channel. CRS currently manages 16 brands that cover several categories focused on high growth categories, “better for you” ingredient decks with uncompromised quality.

Duane attended the University of Washington and has been resident of Boise and the Treasure Valley since 2001, is an avid skier and enjoys mountain biking and hiking.

**Collin Rudeen.** Mr. Rudeen is the President of Bogus Brewing Inc. Previously, Mr. Rudeen was the Lead Project Engineer for Exergy Development Group, where he managed turbine siting, energy analysis, permitting, land lease negotiations, utility interconnection as well as guiding GE Financial Services through due diligence on the nearly \$500 million project.

Collin graduated from the University of Washington with a degree in Industrial Engineering.

## BOGUS BREWING INC.

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### PROXY FOR ANNUAL MEETING OF SHAREHOLDERS To Be Held on THURSDAY, OCTOBER 29, 2020

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The undersigned, a shareholder of Bogus Brewing, Inc., an Idaho corporation, (the “**Corporation**”), hereby appoints David Arkoosh (the “**Proxy**”) to serve as a proxy agent for the undersigned, with full power of substitution. The Proxy Agent is authorized to vote all the shares of voting stock of the Corporation standing in the name of the undersigned on the books and records of the Corporation at the annual meeting of shareholders of the Corporation to be held on Thursday, October 29, 2020, at 8:00 p.m. Mountain Time, (the “**Annual Meeting**”), or at any adjournment of the Annual Meeting.

The Proxy, when properly executed, will vote in the manner directed herein by the undersigned shareholder.

1. **Election of Directors.** Please mark five candidates. If no selection or multiple selections are made, the Proxy will vote in their discretion.

- Collin Rudeen
- Duane Morris
- Andy Gustavsen
- Jim Hays
- Scott Ki

2. **Other Business.** In their discretion upon such other business as may properly come before the Annual Meeting.

This proxy revokes all proxies previously given by the undersigned to vote shares of the Corporation held by the undersigned at the Annual Meeting. This proxy may be revoked any time by delivery of written notice of revocation signed by the undersigned to the Proxy or the Corporation.

The undersigned is the owner of \_\_\_\_\_ shares of the common stock of the Corporation.

Date: \_\_\_\_\_

Name of Shareholder: \_\_\_\_\_  
*(Please print)*

Signature: \_\_\_\_\_