

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person* Johnson Toby <small>(Last) (First) (Middle)</small> C/O BRC INC., 1144 S 500 W <small>(Street)</small> SALT LAKE CITY, UT 84101 <small>(City) (State) (Zip)</small>	2. Date of Event Requiring Statement (Month/Day/Year) 02/09/2022	3. Issuer Name and Ticker or Trading Symbol BRC Inc. [BRCC]		
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Chief Operations Officer		5. If Amendment, Date Original Filed (Month/Day/Year)
		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Class B Common Stock (1)	134,116 (2) (4)	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Common Units	(3)(4)	(4)	Class A Common Stock	134,116	\$ (3)	D	
Restricted Units	(5)	(5)	Common Units and Class B Common Stock	(5)	\$ (5)	D	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Johnson Toby C/O BRC INC. 1144 S 500 W SALT LAKE CITY, UT 84101			Chief Operations Officer	

Signatures

/s/ Andrew McCormick, as attorney-in-fact	02/09/2022
<small>**Signature of Reporting Person</small>	<small>Date</small>

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) The reported securities provide no economic rights in the Issuer to the holder thereof but each share of Class B Common Stock ("Class B Share") entitles the holder to one vote as a common stockholder of the Issuer.

(2) The reported Class B Shares include 41,500 Class B Shares to be issued upon settlement of Restricted Common Units ("RCUs").

(3) The reported securities are common units of Authentic Brands LLC ("Authentic Brands"). Beginning on the earlier of August 9, 2022 or such earlier expiration of the lock-up period set forth in an agreement between the Issuer and the Reporting Person, these Common Units may be exchanged by the holder (upon forfeiture of an equivalent number of Class B Shares) for an equivalent number of shares of Class A Common Stock ("Class A Shares") (or the cash value thereof, at the election of the Issuer).

(4) The reported amount includes 41,500 RCUs that will each vest and settle with delivery of one Common Unit and one Class B Share as follows: (i) 50% of the RCUs shall vest on the first day on which the VWAP of the Class A Shares is greater than or equal to \$15/share over any 20 trading days within any 30 trading day period commencing on or after February 9, 2022 (the "Closing Date"); provided, that, if such vesting event has not occurred by the fifth anniversary of the Closing Date, such RCUs shall be cancelled for no consideration; (ii) 50% of the RCUs shall vest on the first day on which the VWAP of the Class A Shares is greater than or equal to \$20/share over any 20 trading days within any 30 trading day period commencing on or after the Closing Date; provided, that, if such vesting event has not occurred by the seventh anniversary of the Closing Date, all of the remaining RCUs shall be cancelled for no consideration.

(5) Represents restricted units which, upon vesting, shall settle with delivery of a number of Common Units and Class B Shares based upon the accrued value of such restricted units at the time of vesting, subject to the Issuer's option to purchase such restricted units for cash under certain circumstances. 25% of the restricted units shall vest on the first anniversary of the grant and the remaining 75% shall vest ratably on a quarterly basis during the three-year period beginning with the first anniversary of the grant.

Remarks:

Exhibit List: Exhibit 24 - Power of Attorney

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

LIMITED POWER OF ATTORNEY

The undersigned officer and/or director of BRC Inc. (the "Company") hereby constitutes and appoints each of Andrew McCormick and Gregory J. Iverson, signing singly, as the undersigned's true and lawful attorney-in-fact to:

- (1) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of the Company, any and all Forms 3, 4 and 5 prepared for and on behalf of the undersigned pursuant to Section 16(a) of the Securities Exchange Act of 1934 and the rules promulgated thereunder (the "Exchange Act");
- (2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4 or 5, to complete and execute any amendment or amendments thereto and to timely file such form with the United States Securities and Exchange Commission (the "SEC") and any stock exchange or similar authority; and
- (3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of or legally required by the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Limited Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Exchange Act.

This Limited Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 4 and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

By signing below, the undersigned does hereby revoke any and all other power of attorney documents previously and otherwise executed in connection with the undersigned's obligations as an officer and/or director of the Company to prepare and file Forms 3, 4 and 5, or other forms or reports, or any amendment or amendments thereto, with the SEC and any stock exchange or similar authority, pursuant to Section 16(a) of the Exchange Act. The undersigned hereby gives notice to all who have received, relied on or acted upon such previously executed power of attorney documents and all other interested parties that the undersigned withdraws every power and authority thereby given and declares such power of attorney documents null and void and of no further force or effect.

IN WITNESS WHEREOF, the undersigned has caused this Limited Power of Attorney to be executed as of this 9th day of February, 2022.

Toby Johnson

/s/ Toby Johnson
