

**LIQUOR STORES INCOME FUND**

**Instrument of Proxy  
For the Annual and Special Meeting of Unitholders**

The undersigned holder ("**Unitholder**") of trust units or special voting units (collectively, "**Units**") of Liquor Stores Income Fund (the "**Fund**") hereby appoints Henry Bereznicki, Chairman of Liquor Stores GP Inc. (the "**GP**"), the administrator of the Fund, of the City of Edmonton, in the Province of Alberta, or, failing him, Irving Kipnes, President and Chief Executive Officer of the GP, of the City of Edmonton, in the Province of Alberta, or instead of either of the foregoing, \_\_\_\_\_, as proxyholder of the undersigned, with full power of substitution, to attend and act and vote for and on behalf of the undersigned at the Annual and Special Meeting of the Unitholders of the Fund (the "**Meeting**"), to be held on May 12, 2006 and at any adjournment or adjournments thereof and on every ballot that may take place in consequence thereof to the same extent and with the same powers as if the undersigned were personally present at the Meeting with authority to vote at the said proxyholders' discretion, except as otherwise specified below. Without limiting the general powers hereby conferred, the undersigned hereby directs the said proxyholder to vote the Units represented by this instrument of proxy in the following manner:

1. **FOR**  or **WITHHOLD FROM VOTING FOR**  the election of three (3) trustees of the Fund as specified in the Information Circular - Proxy Statement of the Fund dated April 13, 2006 (the "**Circular**");
2. **FOR**  or **WITHHOLD FROM VOTING FOR**  the appointment of PricewaterhouseCoopers LLP, Chartered Accountants, as auditors of the Fund for the ensuing year;
3. **FOR**  or **AGAINST**  passing an ordinary resolution in the form set forth in the Circular approving the Fund's amended and restated long term incentive plan, all as more particularly described in the Circular;
4. **FOR**  or **AGAINST**  passing a special resolution in the form set forth in Schedule "E" to the Circular approving certain amendments to the amended and restated declaration of trust of the Fund, all as more particularly described in the Circular; and
5. At the discretion of the said proxyholder, upon any amendment or variation of the above matters or any other matter that may properly be brought before the Meeting or any adjournment thereof, in such manner as such proxyholder, in his sole judgment may determine.

**This Instrument of Proxy is solicited on behalf of the trustees of the Fund. The Units represented by this Instrument of Proxy will be voted and, where the Unitholder has specified a choice with respect to the above matters, will be voted as directed above or, if no direction is given, will be voted in favour of the above matters. Each Unitholder has the right to appoint a proxyholder, other than the persons designated above, who need not be a Unitholder, to attend and to act for him and on his behalf at the Meeting. To exercise such right, the names of the nominees of management should be crossed out and the name of the Unitholder's appointee should be legibly printed in the blank space provided.**

The undersigned hereby revokes any proxies heretofore given.

Dated this \_\_\_\_ day of \_\_\_\_\_, 2006.

\_\_\_\_\_  
(signature of Unitholder)

\_\_\_\_\_  
(Name of Unitholder - please print)

**NOTES:**

1. If the Unitholder is a corporation, its corporate seal must be affixed or it must be signed by an officer or attorney thereof duly authorized.
2. This form of proxy must be dated and the signature hereon should be exactly the same as the name in which the Units are registered.
3. Persons signing as executors, administrators, trustees, etc., should so indicate and give their full title as such.
4. This instrument of proxy will not be valid and not be acted upon or voted unless it is completed as outlined herein and delivered to Proxy Dept., CIBC Mellon Trust Company, 200 Queens Quay East, Unit 6, Toronto, Ontario, M5A 4K9 (or by facsimile to 416-368-2502), not less than 48 hours before the time set for the holding of the Meeting or any adjournments thereof. A proxy is valid only at the Meeting in respect of which it is given or any adjournment(s) of that Meeting.