

Proxy

**ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS
OF LIQUOR STORES N.A. LTD. (the "*Company*")
TO BE HELD AT THE
VARSCONA HOTEL ON WHYTE
8208-106 STREET
EDMONTON, ALBERTA
ON TUESDAY, MAY 13, 2014 AT
8:00 A.M. (EDMONTON TIME) (the "*Meeting*")**

The undersigned shareholder ("*Registered Shareholder*") of the Company hereby appoints, Stephen Bebis, the President and Chief Executive Officer of the Company, or failing this person, Craig D. Corbett, the Executive Vice President, Business Development and General Counsel of the Company, or in the place of the foregoing, _____ (insert name of alternate proxy holder) as proxy holder for and on behalf of the Registered Shareholder with the power of substitution to attend, act and vote for and on behalf of the Registered Shareholder in respect of all matters that may properly come before the Meeting and at every adjournment thereof, to the same extent and with the same powers as if the undersigned Registered Shareholder were present at the said Meeting, or any adjournment thereof.

The Registered Shareholder hereby directs the proxy holder to vote the common shares of the Company registered in the name of the Registered Shareholder as specified herein (or if no directions have been given, as the proxy holder sees fit).

The undersigned Registered Shareholder hereby revokes any proxy previously given to attend and vote at said Meeting.

SIGN HERE: _____

Please Print Name: _____

Date: _____

THIS PROXY FORM IS NOT VALID UNLESS IT IS SIGNED IN ACCORDANCE WITH THE INSTRUCTIONS ON THE REVERSE.

Resolutions (For full detail of each item, please see the enclosed Notice of Meeting and Information Circular)

	For	Against
1. To fix the number of Directors to be elected at the Meeting at seven (7).	_____	_____
	For	Withhold
2. To elect as Director, Henry Bereznicki.	_____	_____
3. To elect as Director, Stephen Bebis.	_____	_____
4. To elect as Director, Gary Collins.	_____	_____
5. To elect as Director, Jim Dinning.	_____	_____
6. To elect as Director, Robert S. Green.	_____	_____
7. To elect as Director, Peter Lynch	_____	_____
8. To elect as Director, David Margolus.	_____	_____
	For	Withhold
9. To appoint PricewaterhouseCoopers LLP as the auditor of the Company and to authorize the Directors to fix their remuneration as such.	_____	_____
	For	Against
10. To approve the Company's amended and restated incentive award plan.	_____	_____

INSTRUCTIONS FOR COMPLETION OF PROXY

1. **This form of proxy ("Proxy") is solicited by the Management of the Company.**
2. This Proxy ***must be signed*** by you, the Registered Shareholder, or by your attorney duly authorized by you in writing, or, in the case of a corporation, by a duly authorized officer or representative of the corporation; and ***if executed by an attorney, officer, or other duly authorized representative***, the original or a notarial copy of the instrument so empowering such person, or such other documentation in support as shall be acceptable to the Chairman of the Meeting, must accompany the Proxy.
3. **If the common shares are registered in the name of more than one owner (for example, joint ownership, trustees, executors, etc.), then all those registered should sign this Proxy.**
4. **Other than where signed by an attorney or authorized officer or other representative, this Proxy should be signed in the exact manner as the name(s) appear(s) on the Proxy.**
5. ***If this Proxy is not dated*** in the space provided, authority is hereby given by you, the Registered Shareholder, for the proxy holder to date this proxy seven (7) calendar days after the date on which it was mailed to you, the Registered Shareholder, by the Company.
6. ***A registered shareholder who wishes to attend the Meeting and vote on the resolutions in person*** may simply register with the scrutineers before the Meeting begins.
7. ***A registered shareholder who is not able to attend the Meeting in person but wishes to vote on the resolutions***, may do the following:
 - (a) ***appoint one of the management proxy holders*** named in this Proxy by leaving the wording appointing a nominee as is (i.e. do not strike out the management proxy holders shown and do not complete the blank space provided for the appointment of an alternate proxyholder). **Where no choice is specified by a Registered Shareholder with respect to a matter set out in this Proxy, the management proxy holders named herein will vote in favour of each matter identified in this Proxy, including for the nominees of management for directors and auditor as identified in this Instrument of Proxy;**
 - OR
 - (b) ***appoint another proxy holder***, who need not be a shareholder of the Company by striking out the management proxyholder names shown and inserting the name of the person you wish to represent you at the Meeting in the space provided for an alternate proxy holder. If no choice is specified with respect to a matter to be acted upon at the Meeting, the alternate proxy holder has discretionary authority to vote as the proxyholder sees fit.
8. ***The securities represented by this Proxy will be voted or withheld from voting in accordance with the instructions of the Registered Shareholder on any ballot*** that may be called for and, if the Registered Shareholder specifies a choice with respect to any matter to be acted upon, the common shares represented hereby will be voted accordingly.
9. ***This Proxy confers discretionary authority on the proxy holder with respect to amendments or variations to matters identified in the accompanying Notice of Meeting and other matters that may properly come before the Meeting or any adjournment thereof.***
10. If a Registered Shareholder has submitted an Proxy, ***the Registered Shareholder may still attend the Meeting and may vote in person.*** To do so, the Registered Shareholder must record his/her attendance with the scrutineers before the commencement of the Meeting and revoke any prior proxies (a) by depositing an instrument in writing executed by the shareholder or by the shareholder's attorney authorized in writing (i) at the registered office of the Company at any time up to and including the last business day preceding the day of the Meeting, or any adjournment thereof, or (ii) with the Chairman of the Meeting on the day of the Meeting or an adjournment thereof; or (b) in any other manner permitted by law.
11. You may use the internet site at www.valianttrust.com to transmit your voting instructions. You should have this Proxy in hand when you access the web site. You will be prompted to enter your Control Number, which is located on this Proxy. If you vote by internet, your vote must be received not later than 8:00 a.m. on May 9, 2014, or 48 hours (excluding Saturdays, Sundays and holidays) prior to the time of any adjournment of the Meeting. **This website may be used to appoint a proxy holder (the "proxy holder") to attend and vote on your behalf at the Meeting and to convey your voting instructions. Complete proxy instructions are found in the Information Circular. Please note that if you appoint a proxy holder and submit your voting instructions and subsequently wish to change your appointment or voting instructions, you may resubmit your proxy or voting instructions prior to the cut off time noted above. When resubmitting a proxy, the latest proxy will be recognized as the only valid one, and all previous proxies submitted will be disregarded and considered as revoked, provided that your latest proxy is submitted within the timeframe noted above.**

To be represented at the Meeting, voting instructions must be received by VALIANT TRUST COMPANY no later than forty-eight (48) hours (excluding Saturdays Sundays and holidays) prior to the time of the Meeting, or any adjournment thereof.

The mailing address of Valiant Trust Company is #310, 606 – 4th Street S.W. Calgary AB T2P 1T1
fax number is 403-233-2857, or by Internet voting at <https://proxy.valianttrust.com>