



LIQUOR STORES N.A. LTD.

MANAGEMENT'S DISCUSSION AND ANALYSIS
For the Three and Nine Months Ended September 30, 2012
As of November 6, 2012

MANAGEMENT'S DISCUSSION AND ANALYSIS

This management's discussion and analysis ("MD&A"), which is current as of November 6, 2012, should be read in conjunction with the unaudited condensed interim consolidated financial statements (the "interim financial statements") and accompanying notes of Liquor Stores N.A. Ltd. for the three and nine months ended September 30, 2012, the audited consolidated financial statements and MD&A for the year ended December 31, 2011, the annual information form ("AIF") of Liquor Stores N.A. Ltd. dated March 13, 2012, and the cautionary statements regarding risk factors and forward-looking statements on page 16 and 17 of this MD&A. Additional information relating to the Company, including other public filings, is available on SEDAR (www.sedar.com) and on the Company's website at www.liquorstoresna.ca. In this MD&A, the terms "we", "us", "our", and "the Company" refer to Liquor Stores N.A. Ltd. and its subsidiaries.

Unless otherwise stated, financial information is expressed in Canadian dollars and has been prepared in accordance with International Financial Reporting Standards ("IFRS"), as set out in the Handbook of the Canadian Institute of Chartered Accountants – Part I ("CICA Handbook"), for interim financial statements. Certain dollar amounts have been rounded to the nearest hundred thousand dollars or thousand dollars. References to notes are to notes of the interim financial statements unless otherwise stated. Throughout this MD&A references are made to non-IFRS financial measures, including "EBITDA", "operating margin", "operating margin before non-recurring items", and "operating margin as a percentage of sales". A description of these measures and their limitations are discussed on page 16 under "Non-IFRS Financial Measures".

In accordance with its terms of reference, the Audit Committee of the Company's Board of Directors reviews the contents of the MD&A and recommends its approval by the Board of Directors on a quarterly basis. The Board of Directors has approved this MD&A as of November 6, 2012.

HIGHLIGHTS

Three months ended September 30, 2012

- Consolidated sales increased 4.7% to \$164.5 million (2011 - \$157.1 million);
- Same-store sales increased by 2.5% in Canada and decreased by 0.4% (\$0.1 million) in the US;
- Gross margin increased to 25.5% (2011 – 24.8%);
- Operating margin before non-recurring items increased by 7.0% to \$14.6 million (2011 - \$13.6 million); and
- Net earnings were \$6.5 million (2011: \$11.0 million). The decrease relates primarily to last year's \$4.9 million one-time recovery from a lawsuit.

Nine months ended September 30, 2012

- Consolidated sales increased 6.5% to \$450.7 million (2011 - \$423.3 million);
- Same-store sales increased by 4.1% in Canada and 2.1% in the US;
- Gross margin increased to 25.3% (2011 – 24.7%);
- Operating margin before non-recurring items increased by 11.9% to \$34.9 million (2011 - \$31.2 million); and
- Net earnings were \$13.7 million (2011: \$16.9 million). The decrease relates primarily to last year's \$4.9 million one-time recovery from a lawsuit.

Our financial performance in the third quarter was highlighted by strong increases in gross margin and operating margin percentages. Consolidated gross margin increased from 24.8% to 25.5%, which represents the fourth consecutive quarter that the gross margin has increased over the comparative quarter. Operating margin before non-recurring items increased by 7.0% to \$14.6 million, which represents the seventh consecutive quarter that operating margin percentage before non-recurring items has increased over the comparative quarter. The third quarter same-store sales increase in Canada was the eighth consecutive quarterly increase recorded by the Company. US same-store sales experienced a \$0.1 million 'quarter over quarter' decline, however, both gross margin and operating margin in the US increased from the comparative period. Management attributes these positive results primarily to our focus on improved merchandising, category management and purchasing

strategies along with our expanded store hours program (with selected stores staying open until 2 am), and a strong emphasis on cost control.

During the last week of September 2012, the Company opened two (2) large-format Alberta liquor stores (each in excess of 17,000 square feet) branded as “Wine & Beyond” with a strong focus on wine and customer service. Management believes that these upscale Wine & Beyond stores carry the largest selection of wines, spirits and beers in Western Canada. Fashioned similar to our large-format stores in the US, these destination stores will complement the Company’s convenience-focused Liquor Depot/Liquor Barn stores in Alberta.

OUTLOOK

The fundamentals of the business continue to be strong due to the performance of the Western Canadian economy and the relative stability of the economies in Alaska and Kentucky. Our fourth quarter results may face pressure from certain uncontrollable factors including: (i) the impact of Alberta’s new impaired driving legislation, and (ii) the delayed start of the 2012-2013 National Hockey League season.

OVERVIEW OF THE COMPANY

The Company was incorporated on November 8, 2010 under the Federal laws of Canada and is the successor entity to Liquor Stores Income Fund. The Company’s common shares and convertible unsecured subordinated debentures trade on the Toronto Stock Exchange (the “TSX”) under the symbols LIQ and LIQ.DB.A.

The Company’s principal activity is the retailing of wines, beers and spirits. As at September 30, 2012, the Company operated 244 (2011 - 236) retail liquor stores. Management believes the Company is the largest liquor store operator in Alberta by number of stores and revenue and North America’s largest publicly-traded liquor retailer (based upon number of store and revenue).

Stores and Operations (as of November 6, 2012)

	Alberta			British Columbia			Alaska	Kentucky			Total
	Edmonton ⁽¹⁾	Calgary ⁽¹⁾	Other ⁽²⁾	Lower Mainland	Vancouver Island	Interior	Anchorage	Lexington	Louisville	Danville	
Number of Stores	83	46	50	13	11	12	20	6	4	1	246

Notes:

- (1) References to Edmonton and Calgary are to stores located in or near those urban centres.
- (2) Other communities served in Alberta include, by region, Northern (25), Southern (9), Central (14) and resort communities (2).

Competitive Environment

The Province of Alberta is the only province in Canada that has a fully privatized retail distribution system for adult beverages. The Company currently operates 179 liquor stores in Alberta where there are 1,306 liquor stores and 93 agency stores [Source: Alberta Gaming and Liquor Commission, as at October 2012].

The Company operates 36 stores in British Columbia. The Province of British Columbia’s model for liquor distribution is a blend of 672 private stores and 197 government operated stores. There are also 223 private agency stores that service small communities. [Source: British Columbia Liquor Distribution Branch, as at October 2012].

The Company currently operates 18 stores in the greater Anchorage, Alaska area and 2 stores in Wasilla, Alaska. In the state of Alaska there are 396 retail liquor stores with 96 stores in the greater Anchorage and Wasilla areas. Save for limited community liquor stores that are operated by certain municipal governments, there are no government owned or operated liquor stores and the state limits the number of liquor stores in the state to one per 3,000 people in urban areas [Source: Alaska’s Alcoholic

Beverage Control Board, as at October 2012]. The Company's "Brown Jug" trade name is well recognized throughout the state as the leading alcoholic beverage retailer.

The Company operates 11 stores in Kentucky of which seven are large format stores. In the State of Kentucky there are no government owned or operated liquor stores. Liquor licenses are permitted based on whether the sale of alcoholic beverages is allowed in each county (wet or dry). The Alcoholic Beverage Control Board limits the number of retail liquor package licenses issued in wet counties to one per 2,300 persons with the exception of counties containing cities of first class such as Louisville, where liquor licenses are limited to one for every 1,500 persons. Grocery stores and gas stations are able to sell beer, but a retail liquor package license is required to sell beer, wine and spirits. There are 857 package retail license stores in Kentucky with 260 in Jefferson County, 81 in Fayette County and 7 in Boyle County [Source: Kentucky's Alcoholic Beverage Control Board, as at October 2012]. The Company currently operates 6 stores in Lexington (Fayette County), 4 stores in Louisville (Jefferson County) and 1 store in Danville (Boyle County).

A coalition of grocers within Kentucky has launched a constitutional challenge to the state's prohibition on the sale of wine and spirits within grocery store premises. The coalition was successful at the trial court level, however, the state (and a local liquor store owner) have appealed the decision to the U.S. Court of Appeals 6th Circuit. The trial court has granted a "stay" of the trial court order, preserving the current licensing regime pending the outcome of the appeal process.

BUSINESS STRATEGY

Growth

The Company's strategy is to continue to grow through new store development and acquisitions, by attracting more customers to existing locations, and by increasing sales per customer. The Company explores opportunities to acquire and/or develop stores in Alberta, British Columbia and the United States where regulatory regimes permit private liquor stores. Management will continue to assess potential acquisitions and store development opportunities for their ability to add accretive cash flow and shareholder value.

Competitive Differentiation

Management focuses on differentiating the Company's stores from the competition by promoting its broad selection of products, by emphasizing the in-store customer experience, and through continued marketing and development of its well-known industry-leading brands. Management is also confident that its emphasis on establishing and maintaining a range of stores from destination-type stores (focus on product selection, customer experience, etc.) to convenience-focused stores (convenient and high-traffic locations) assists the Company in differentiating it from industry competitors.

Management will continue to concentrate marketing efforts on the Company's current brand structure: Liquor Depot, Liquor Barn (Canada and US), Brown Jug, and Wine and Beyond.

DIVIDENDS

Policy

The payment of dividends by the Company is subject to the discretion of the Board of Directors and may vary depending upon a variety of factors, including (but not limited to) the prevailing economic and competitive environment, the Company's results of operations and earnings, and fluctuations in working capital and ongoing capital requirements. Presently, the Board of Directors has approved a monthly dividend of \$0.09 per share (\$1.08 annually). For Canadian residents, the Company's dividends are considered to be eligible dividends for income tax purposes (subject to gross up and the enhanced dividend tax credit).

Cash Provided by Operating Activities before Changes in Non-cash Working Capital

In reviewing the Company's financial statements, investors should consider that the statement of comprehensive income includes significant provisions for amortization of property, plant and equipment and for intangible assets resulting from store

acquisitions, deferred taxes and non-cash interest. Amortization and non-cash transactions have a major impact on the basic and diluted earnings per share calculation.

Cash provided by operating activities before changes in non-cash working capital is an additional IFRS measure which the Company believes provides useful information to investors and management by providing an indication of cash flow available for sustaining its current annual dividend of \$1.08 per share, investment in working capital, replacement or purchase of new fixed assets, acquisitions, and debt repayment. Investors often compare basic and diluted earnings per share amounts to the Company's annual dividend. Basic and diluted earnings per share for the three and nine months ended September 30, 2012 are \$0.28 and \$0.59 respectively (2011 - \$0.48 and \$0.74 respectively). The Company believes that cash provided by operating activities before changes in non-cash working capital provides a better indicator of the Company's ability to sustain its current annual dividend than basic and diluted earnings per share.

Cash provided by operating activities before changes in working capital and non-recurring items and the calculation of this measure and the additional IFRS measure on a per share basis are all non-IFRS financial measures (see Non-IFRS Financial Measures). Please refer to the Earnings per Share note in the Company's interim financial statements for the most directly comparable measured calculated in accordance with IFRS.

The following table provides a reconciliation of cash provided by operating activities before changes in non-cash working capital and non-recurring items to its nearest IFRS alternative, cash provided by operating activities before changes in non-cash working capital:

	Three months ended September 30,		Nine months ended September 30,	
(expressed in thousands of Canadian dollars, except per Share amounts)	2012	2011	2012	2011
Cash provided by operating activities	\$ (2,847)	\$ 15,842	\$ 12,426	\$ 23,396
Changes in non-cash working capital	(13,893)	60	(11,945)	(5,089)
Cash provided by operating activities before changes in non-cash working capital	11,046	15,782	24,371	28,485
Non-recurring items ⁽¹⁾	1,953	(3,650)	3,196	(2,971)
Cash provided by operating activities before changes in non-cash working capital and non-recurring items	\$ 12,999	\$ 12,132	\$ 27,567	\$ 25,514
Weighted average number of shares outstanding - basic	22,883,412	22,613,328	22,783,555	22,601,954
Per share amount	0.48	0.70	1.07	1.26
Per share amount before non-recurring items	0.57	0.54	1.21	1.13
Cash dividends per share	0.27	0.27	0.81	0.81

(1) See the 'Operating and Administrative Expense' sections on pages 7 and 10, respectively, for a description of the non-recurring items for the three and nine months ended September 30, 2012. For the three and nine months ended September 30, 2011, non-recurring items include cash proceeds on the settlement of litigation relating to the 2007 acquisition of Liquor Barn Income Fund less related professional and consulting fees for litigation matters, margin adjustment and severance.

The increase in cash provided by operating activities before changes in non-cash working capital and non-recurring items for the three and nine months ended September 30, 2012 of \$0.9 million and \$2.1 million, respectively, results primarily from an increase in operating margin before non-recurring items for the three and nine months ended September 30, 2012 of \$1.0 million and \$6.1 million, respectively, offset by approximately \$2.1 million of current income tax expense for the nine months ended September 30, 2012.

Seasonality

The retail liquor industry is subject to seasonal variations with respect to sales and consequently operating results and the Company's results regularly exhibit this seasonality. The Company's sales are typically lowest early in the year and increase in the latter half. In 2011, 19% (2010 - 20%) of annual same store sales occurred in the first quarter, 26% (2010 - 26%) in the third quarter, 27% (2010 - 26%) in the third quarter and 28% (2010 - 28%) in the last quarter. Over the course of a year, the Company expects that cash provided by operating activities before changes in non-cash working capital will exceed dividends.

Dividend Reinvestment Plan

The Company has a Dividend Reinvestment Plan (the "DRIP" or the "Plan") which provides shareholders with a cost-effective and convenient method of reinvesting their monthly cash dividends into additional common shares of the Company. Presently, shares issued pursuant to the DRIP are issued at a discount of 3% from the market price (as such term is defined in the Plan) and no brokerage or administration fees are charged by the Company for participating in the Plan.

As at October 31, 2012, shareholders enrolled in the DRIP held approximately 1.8 million shares.

Further information concerning the DRIP and enrolment forms for the Plan is available on the Company's website at www.liquorstoresna.ca.

Policy on Same-Store Sales Comparisons

Comparable same-store sales, a measure that is generally used by retailers, includes sales for stores that have been open 12 full months at the beginning of the reporting period. This is one of the key metrics that we use to assess our performance and provides a useful comparison between periods. Stores which have significant wholesale business have been excluded. On an annual basis, as at January 1st, management reviews the classification of store locations to assess the significance of the wholesale business at each store location. As at January 1, 2012, management determined that there were seven stores in Canada (2011 - eighteen stores) that had significant wholesale business.

Three months ended September 30, 2012

The following table summarizes the operating results for the three months ended September 30, 2012 and 2011.

(Cdn \$000's, unless otherwise stated)	Three months ended September 30,			
	2012		2011	
	\$	%	\$	%
	(unaudited)		(unaudited)	
Sales				
Canadian same-stores ⁽¹⁾	119,288	72.5%	116,368	74.1%
Canadian wholesale operations ⁽¹⁾	6,030	3.7%	6,096	3.9%
Other Canadian stores ⁽²⁾	2,602	1.6%	212	0.1%
Total Canadian store sales	127,920	77.8%	122,676	78.1%
US same-stores (US\$)	34,955	21.2%	35,092	22.3%
Other US stores (US\$) ⁽³⁾	1,802	1.1%	-	-
Foreign exchange on US store sales	(187)	(0.1)%	(688)	(0.4)%
Total US store sales	36,570	22.2%	34,404	21.9%
Total sales	164,490	100.0%	157,080	100.0%
Gross margin	41,916	25.5%	38,752	24.7%
Operating and administrative expense	29,281	17.8%	25,454	16.2%
Operating margin	12,635	7.7%	13,298	8.5%
Non-recurring items ⁽⁴⁾	1,953	1.2%	350	0.2%
Operating margin before non-recurring items	14,588	8.9%	13,648	8.7%

Notes:

- (1) Sales for stores comprising Canadian wholesale operations include sales to both wholesale and retail customers from these stores. As at January 1, 2012, management determined that there were seven stores in Canada (2011 - eighteen stores) that had significant wholesale business. The comparative sales figures have been adjusted to reflect the eleven stores that were reclassified from Canadian wholesale operations to Canadian same-stores.
- (2) Sales for the three months ended September 30, 2012 and 2011 include those of 7 stores opened and 1 store closed subsequent to June 30, 2011.
- (3) Sales for the three months ended September 30, 2012 and 2011 include those of 2 stores opened in Kentucky subsequent to June 30, 2011.
- (4) See the 'Operating and Administrative Expense' section on page 7 for a description of the non-recurring items for the three months ended September 30, 2012. For the three months ended September 30, 2011, non-recurring items include professional and consulting fees for litigation matters related to the 2007 acquisition of Liquor Barn Income Fund, margin adjustment and severance.

Third Quarter 2012 Operating Results Compared to Third Quarter 2011 Operating Results

Sales

Total sales increased by \$7.4 million or 4.7% to \$164.5 million in the third quarter of 2012 (2011 - \$157.1 million). The increase is primarily the result of new store expansion, same-store sales growth in Canada, and a \$0.5 million increase in the Canadian currency equivalent for US sales as a result of foreign exchange rate differences.

Same-Store Sales

- Canadian same-store sales increased by \$2.9 million or 2.5%.
 - The increase in Canadian same-store sales represents the eighth consecutive quarter over quarter increase.
 - The positive results in Canada are attributable, in part, to the continued success of the Company's expanded store hours program (with stores in selected markets open until 2 am) and continued management focus on the execution of operational initiatives related to merchandising techniques, category management and purchasing strategies.
- US same store sales decreased by \$0.1 million or 0.4%, which was more than offset by an increase in operating margin (see the Operating Margin section for further discussion).
 - Management believes the decrease in US same store sales is attributable primarily to unfavourable weather conditions in Kentucky during the month of September 2012 and downward pressure on sales due to certain counties in Kentucky (in proximity to certain of the Company's stores) going from 'dry' to 'wet' throughout 2012 (i.e. certain counties that did not previously permit retail package liquor sales are now permitting these sales).

Other Sales

- Sales for the Canadian wholesale operations, which include sales to both licensee and retail customers from stores included in this segment, were \$6.0 million for the three months ended September 30, 2012, which is a decrease of \$0.1 million or 1.1% from the prior year (2011 - \$6.1 million). Due to increased competition for wholesale business and reduced margins, the Company decided in early 2011 to reduce its business in this area and as such, no increases in sales were expected for these stores as compared to the prior year.
- Other Canadian stores include two large format stores ('Wine & Beyond') opened during the last week of September 2012, one store that was acquired in the second quarter of 2012, four stores that were opened in the fourth quarter of 2011 and one store that closed subsequent to June 30, 2011; other US stores include one store that was acquired in the first quarter of 2012 and one store that was opened in the fourth quarter of 2011. Sales for all of the new stores have exceeded projections and management is encouraged that this will continue throughout the remainder of 2012.

Gross Margin

For the three months ended September 30, 2012, gross margin was \$41.9 million, up 8.2% from \$38.8 million for the same period last year. Gross margin as a percentage of sales increased to 25.5% from 24.7% in 2011. The quarter over quarter increase in gross margin percentage represents the fourth consecutive quarterly increase. Gross margin as a percentage of sales has increased primarily as a result of continued focus on merchandising techniques, category management and purchasing strategies, including expanding our selection and marketing of control brands/private label and exclusive products.

Operating and Administrative Expense

Operating and administrative expenses before non-recurring charges for the three months ended September 30, 2012 were \$27.3 million, an increase of 7.9% from \$25.3 million a year earlier. This increase was attributable, in part, to pre-opening costs of approximately \$0.5 million related to new stores opened in the quarter, higher overall costs associated with additional store locations that have been opened in the past twelve months, and overall increases in rental, utility and payroll costs. As a percentage of sales, operating and administrative expense before non-recurring charges for the period increased by 50 basis points to 16.6% compared to the prior year (2011 - 16.1%), primarily due to the pre-opening costs incurred in the quarter. Included in operating and administrative expenses for the three months ended September 30, 2012 are payments of \$2.3

million made to the Company's former President and Chief Executive Officer upon his departure effective August 31, 2012. Of the \$2.3 million, \$1.9 million has been identified as a non-recurring item.

Operating Margin

Operating margin before non-recurring items was \$14.6 million for the three months ended September 30, 2012, up 7.0% from \$13.6 million in 2011. As a percentage of total sales, operating margin before non-recurring items was 8.9%, up from 8.7% a year earlier primarily due to an improvement in gross margin percentage. Operating margin decreased 4.9% from \$13.3 million in the prior year, primarily as a result of non-recurring administrative expenses, which were offset by increases in sales and gross margin percentage.

Canadian operating margin before the \$2.0 million in non-recurring expenses referenced above was \$12.2 million or 9.5% as a percentage of Canadian sales. Operating margin for Canadian stores for the third quarter of 2012 was \$10.2 million or 8.0% as a percentage of Canadian sales compared with \$11.8 million and 9.6% as a percentage of Canadian sales for the comparable period in 2011.

The US operating margin for the third quarter of 2012 was \$2.4 million or 6.6% as a percentage of US sales compared with \$1.5 million and 4.3% as a percentage of US sales for the comparable period in 2011.

Finance Costs

Finance costs are comprised of cash interest on bank indebtedness, long term debt and convertible debentures of \$1.8 million (2011 - \$1.9 million); non-cash interest of \$0.3 million (2011 - \$0.5 million), an unrealized gain of \$0.1 million as a result of mark-to-market adjustments related to an interest rate swap, and foreign exchange gains of \$nil (2011 - \$0.1 million). Cash interest expense has declined compared to the comparative quarter primarily as a result of lower borrowing costs on the new unsecured convertible debentures issued in Q2 2012 and on the new credit facility that was entered into in February 2012.

Income Taxes

Income taxes for the third quarter of 2012 were \$2.4 million (2011 - \$2.9 million), which equates to an effective income tax rate of approximately 26% (the effective rate for the year ended December 31, 2011 was approximately 23%). The decrease in income taxes compared to the prior year was primarily a result of a decrease in earnings before tax, offset by an increase in the effective income tax rate. The increase in the rate is primarily related to an expected change in the relative proportions of income earned in the various tax jurisdictions that the Company operates in compared to the prior year.

Net Earnings

Net earnings for the three months ended September 30, 2012 were \$6.5 million compared to \$11.0 million for the same period in 2011. The decrease in net earnings is primarily the result of non-recurring recoveries in 2011, which included proceeds from a litigation settlement of \$4.9 million, non-recurring expenses in 2012 of \$2.0 million related to the departure of the Company's former President and Chief Executive Officer and a \$2.0 million increase in operating and administrative expenses, which were offset by a \$3.2 million increase in gross margin and a \$0.5 million decrease in income taxes.

Nine months ended September 30, 2012

The following table summarizes the operating results for the nine months ended September 30, 2012 and 2011.

(Cdn \$000's, unless otherwise stated)	Nine months ended September 30,			
	2012		2011	
	\$	%	\$	%
	(unaudited)		(unaudited)	
Sales				
Canadian same-stores ⁽¹⁾	320,879	71.2%	308,368	72.9%
Canadian wholesale operations ⁽¹⁾	17,674	3.9%	17,540	4.1%
Other Canadian stores ⁽²⁾	5,765	1.3%	589	0.1%
Total Canadian store sales	344,318	76.4%	326,497	77.1%
US same-stores (US\$)	101,052	22.4%	98,976	23.4%
Other US stores (US\$) ⁽³⁾	5,147	1.1%	-	-
Foreign exchange on US store sales	230	0.1%	(2,215)	(0.5)%
Total US store sales	106,429	23.6%	96,761	22.9%
Total sales	450,747	100.0%	423,258	100.0%
Gross margin	114,007	25.3%	104,686	24.8%
Operating and administrative expense	82,351	18.3%	74,485	17.6%
Operating margin	31,656	7.0%	30,201	7.2%
Non-recurring items ⁽⁴⁾	3,196	0.7%	1,029	0.2%
Operating margin before non-recurring items	34,852	7.7%	31,230	7.4%

Notes:

- (1) Sales for stores comprising Canadian wholesale operations include sales to both wholesale and retail customers from these stores. As at January 1, 2012, management determined that there were seven stores in Canada (2011 - eighteen stores) that had significant wholesale business. The comparative sales figures have been adjusted to reflect the eleven stores that were reclassified from Canadian wholesale operations to Canadian same-stores.
- (2) Sales for the nine months ended September 30, 2012 and 2011 include those of 7 stores opened and 1 store closed subsequent to December 31, 2010.
- (3) Sales for the nine months ended September 30, 2012 and 2011 include those of 2 stores opened in Kentucky subsequent to December 31, 2010.
- (4) See the 'Operating and Administrative Expense' section on page 10 for a description of the non-recurring items for the nine months ended September 30, 2012. For the nine months ended September 30, 2011, non-recurring items include professional and consulting fees for litigation matters related to the 2007 acquisition of Liquor Barn Income Fund, margin adjustment and severance.

Nine months ended September 30, 2012 Operating Results Compared to Nine Months Ended September 30, 2011 Operating Results

Sales

Total sales grew by \$27.5 million or 6.5% to \$450.7 million for the nine months ended September 30, 2012 (2011 - \$423.3 million). The increase is primarily the result of new store expansion, same-store sales growth in both Canada and the U.S., and a \$2.4 million increase in the Canadian currency equivalent for US sales as a result of foreign exchange rate differences.

Same-Store Sales

- Canadian same-store sales increased by \$12.5 million or 4.1%.
 - The positive results in Canada are attributable, in part, to the continued success of the Company's expanded store hours program (with stores in selected markets open until 2 am) and continued management focus on the execution of operational initiatives related to merchandising techniques, category management and purchasing strategies.
- US same store sales increased by \$2.1 million or 2.1%.
 - Management believes this increase is attributable primarily to continued focus on the execution of operational initiatives related to merchandising techniques, category management, purchasing strategies and the enhanced customer experience at the Alaska stores arising as a result of store renovations.
 - However, these increases were offset by unfavourable weather conditions in Kentucky during the month of September 2012 and downward pressure on sales due to certain counties in Kentucky (in proximity to certain of the Company's stores) going from 'dry' to 'wet' throughout 2012 (i.e. certain counties that did not previously permit retail package liquor sales are now permitting these sales).

Other Sales

- Sales for the Canadian wholesale operations, which include sales to both licensee and retail customers from stores included in this segment, were \$17.7 million for the nine months ended September 30, 2012, an increase of 0.8% from the prior year (2011 - \$17.5 million). Due to increased competition for wholesale business and reduced margins, the Company decided in early 2011 to reduce its business in this area and as such, no increases in sales were expected for these stores as compared to the prior year. The increase from prior year primarily relates to retail sales.
- Other Canadian stores include two large format stores ('Wine & Beyond') opened during the last week of September 2012, one store that was acquired in the third quarter of 2012, four stores that were opened in the fourth quarter of 2011 and one store that closed subsequent to January 1, 2011; other US stores include one store that was acquired in the first quarter of 2012 and one store that was opened in the fourth quarter of 2011. Sales for all of the new stores have exceeded projections and management is encouraged that this will continue throughout the remainder of 2012.

Gross Margin

For the nine months ended September 30, 2012, gross margin was \$114.1 million, up 9.0% from \$104.7 million for the same period last year. Gross margin as a percentage of sales increased to 25.3% from 24.8% in 2011. Gross margin as a percentage of sales has increased primarily as a result of continued focus on merchandising techniques, category management, and purchasing strategies, including expanding our selection and marketing of control brands/private label and exclusive products.

Operating and Administrative Expense

Operating and administrative expenses before non-recurring charges for the nine months ended September 30, 2012 were \$79.2 million, up 7.4% from \$73.7 million a year earlier. This increase was attributable, in part, to pre-opening costs of approximately \$0.5 million related to new stores opened in the period, higher overall costs associated with additional store locations that have been opened in the past twelve months, and overall increases in rental, utility and payroll costs. As a percentage of sales, operating and administrative expense before non-recurring charges for the period increased by 20 basis points to 17.6% compared to the prior year (2011 - 17.4%), primarily due to the pre-opening costs incurred in the period.

Included in operating and administrative expenses for the nine months ended September 30, 2012 are payments of \$2.3 million made to the Company's former President and Chief Executive Officer upon his departure effective August 31, 2012. Non-recurring items include \$1.9 million of the \$2.3 million payment and \$1.2 million expensed in the second quarter for costs associated with a store investment (with a prospective partner) that was not completed, and which costs were determined by the Company not to be recoverable.

Operating Margin

Operating margin before non-recurring items was \$34.9 million for the nine months ended September 30, 2012, up 11.9% from \$31.2 million in 2011. As a percentage of total sales, operating margin before non-recurring items was 7.7%, up from 7.4% a year earlier primarily due to an improvement in sales and gross margin percentage. Operating margin was up 5.2% from \$30.2 million in the prior period.

Canadian operating margin before non-recurring items for the nine months ended September 30, 2012 was \$28.4 million or 8.2% as a percentage of Canadian sales. Operating margin for Canadian stores for the nine months ended September 30, 2012 was \$26.4 million or 7.7% as a percentage of Canadian sales compared with \$25.5 million and 7.8% as a percentage of Canadian sales for the comparable period in 2011.

US operating margin before a non-recurring item (\$1.2 million in costs associated with a store investment that was not completed in the second quarter) for the nine months ended September 30, 2012 was \$6.5 million or 6.1% as a percentage of US sales. The US operating margin for the nine months ended September 30, 2012 was \$5.2 million or 4.9% as a percentage of US sales compared with \$4.7 million and 4.9% as a percentage of US sales for the comparable period in 2011.

Finance Costs

Finance costs are comprised of cash interest on bank indebtedness, long term debt and convertible debentures of \$5.6 million (2011 - \$6.0 million); non-cash interest of \$2.5 million (2011 - \$1.7 million), an unrealized gain of \$0.3 million as a result of mark-to-market adjustments related to an interest rate swap, and foreign exchange gains of \$nil (2011 - \$0.1 million). Non-cash interest expense increased by \$0.8 million as compared to the comparative quarter primarily as a result of accelerating the accretion of the Company's 6.75% convertible unsecured subordinated debentures to their principal amount of \$57.5 million as they were redeemed on May 28, 2012, which was in advance of their original maturity date. Cash interest expense has declined compared to the comparative quarter primarily as a result of lower borrowing costs on the new unsecured convertible debentures issued in Q2 2012 and on the new credit facility that was entered into in February 2012. These savings were partially offset by higher interest expense as a result of carrying two debentures that overlapped for approximately one month during the second quarter.

Income Taxes

Income taxes for the nine months ended September 30, 2012 were \$4.8 million (2011 - \$4.6 million), which equates to an effective income tax rate of approximately 25% (the effective rate for the year ended December 31, 2011 was approximately 23%). The increase in income taxes compared to the prior year was primarily a result of an increase in earnings before tax and the approximate 2% increase in the effective income tax rate. The increase in the rate is primarily related to an expected change in the relative proportions of income earned in the various tax jurisdictions that the Company operates in compared to the prior year.

Net Earnings

Net earnings for the nine months ended September 30, 2012 was \$13.7 million compared to \$16.9 million for the same period in 2011. The decrease in net earnings is primarily the result of non-recurring recoveries in 2011, which included proceeds from a litigation settlement of \$4.9 million, non-recurring expenses in 2012 of \$2.0 million related to the departure of the Company's former President and Chief Executive Officer, and a \$5.5 million increase in operating and administrative expenses, which were offset by a \$9.3 million increase in gross margin.

Condensed Quarterly Information

(expressed in thousands of Canadian dollars, except per Share amounts and number of stores)

	2012				2011 ⁽¹⁾			2010 ⁽¹⁾
	Sept 30	June 30	Mar 31	Dec 31	Sep 30	Jun 30	Mar 31	Dec 31 ⁽²⁾
Statement of Financial Position								
Cash and cash equivalents	1,825	765	1,725	1,707	895	1,558	2,106	2,815
Total assets	516,929	502,315	500,674	503,147	494,444	488,748	492,029	495,393
Current Bank indebtedness	-	96	2,178	40,424	39,605	47,706	54,075	41,468
Total current liabilities	28,121	29,483	79,687	123,013	62,150	70,327	75,503	71,839
Long-term debt	150,702	135,673	92,196	46,469	101,699	101,248	100,878	100,417
Total liabilities	199,603	183,608	187,291	185,947	177,641	182,408	185,448	181,206
Shareholders' equity	317,300	318,707	313,383	317,200	316,799	306,340	306,581	314,187
Non-controlling interest	26	83	38	85	(15)	258	186	285
Statement of Earnings								
# stores, end of period	244	242	241	240	236	236	236	237
Sales	164,490	159,621	126,636	168,244	157,080	150,210	115,967	163,555
Operating margin before non-recurring items	14,588	13,330	6,934	15,662	13,648	12,390	5,216	14,772
Net earnings for the period	6,481	4,766	2,406	7,904	10,970	5,783	145	12,657
Basic and diluted earnings per Share	\$ 0.28	\$ 0.21	\$ 0.10	\$ 0.35	\$ 0.48	\$ 0.25	\$ 0.00	\$ 0.69
Dividends declared per Share	\$ 0.27	\$ 0.27	\$ 0.27	\$ 0.27	\$ 0.27	\$ 0.27	\$ 0.27	\$ 0.405

(1) As was previously disclosed in the Company's December 31, 2011 annual MD&A, in the process of completing impairment models under IFRS in Q4 2011, it was determined that goodwill in the Kentucky CGU was impaired by \$2.4 million as of January 1, 2010 and as a consequence, deferred tax assets were understated by \$0.9 million as at January 1, 2010. This adjustment was not included in quarterly filings in 2011. The information in this table includes the necessary adjustments in respect of goodwill, deferred tax assets and shareholders' equity.

(2) Information for the quarter in 2010 has been restated in accordance with the adoption of IFRS. Prior to December 31, 2010 the Company was an income trust. References to "share" and "dividend" above should be read as "unit" and "distribution" for such prior periods.

LIQUIDITY AND CAPITAL RESOURCES

Shareholders' Equity

As at November 6, 2012, 22,906,219 common shares of the Company were outstanding.

Capital Expenditures

Historically, capital expansion has been financed by proceeds raised through equity and debt offerings or by utilizing existing long-term credit facilities. The Company believes existing credit facilities are adequate to finance developments and acquisitions expected to occur in the remainder of 2012 and into 2013. The Company would require additional capital or financing for a larger acquisition.

The Company opened two large format stores ('Wine & Beyond') in Edmonton and Sherwood Park, Alberta during the last week of September 2012, acquired one store in Edmonton, Alberta during the quarter ended June 30, 2012 and one store in Lexington, Kentucky during the quarter ended March 31, 2012. The Company did not close any stores during the nine months ended September 30, 2012.

The Company will continue to pursue acquisition opportunities and to open and develop new stores in the remainder of 2012 and into 2013. The Company currently has commitments to open a number of new stores in Canada and the US in 2012 and 2013 with an estimated aggregate cost of \$4.9 million. Management expects that these stores will open on various dates between October 2012 and March 2013, subject to, among other things, store opening delays which might occur as a result of the late delivery of such leased premises by the landlords that are constructing the stores and/or a delay in the completion of store fixturing.

Credit Facilities and Subordinated Debentures

The Company has a credit facility with a syndicate of Canadian banks, which is effective until February 10, 2015 and consists of a \$150 million extendible revolving operating loan. At November 5, 2012 there was approximately \$100 million drawn on the Canadian credit facility and the Company has a US\$5.0 million in letter of credit that has been issued pursuant to the credit facility. Pursuant to the terms of the credit facility, the Company has the ability to request an additional \$50 million (to be provided by the lenders on a best-effort basis). The Company also has a US\$5.0 million facility with a U.S. bank.

On April 23, 2012, the Company issued \$67,500,000 aggregate principal amount of convertible unsecured subordinated debentures due April 30, 2018 (the "2012 Debentures"). The 2012 Debentures bear interest at a rate of 5.85% per annum, payable semi-annually in arrears on April 30 and October 31 of each year, commencing October 31, 2012. The 2012 Debentures are convertible at any time at the option of the holders into common shares of the Company at a conversion price of \$24.90 per share. The Company used a portion of the proceeds from the issue of the 2012 Debentures to redeem the outstanding 6.75% convertible unsecured subordinated debentures (the "2007 Debentures") with a principal amount of \$57.5 million and accrued interest of approximately \$1.5 million effective May 28, 2012.

The Company's Canadian credit facility is subject to a number of financial covenants. Under the terms of the Company's Canadian credit facility, the following ratios are monitored: funded debt to EBITDA, adjusted debt to EBITDAR, and fixed coverage ratio. There are no financial covenants attributable to the Company's convertible unsecured subordinated debentures due April 30, 2019 or the U.S. credit facility.

Funded debt to EBITDA ratio

Funded debt is all the Company's obligations, liabilities and indebtedness which would, in accordance with IFRS, be classified on a consolidated balance sheet of the Company as indebtedness for borrowed money of the Company, but excludes subordinated debt, deferred taxes and accounts payable incurred in the ordinary course of the Company's business.

Adjusted debt to EBITDAR

Adjusted debt is defined as the Company's debt plus seven times aggregate rent expense. EBITDAR is defined as EBITDA plus aggregate rent expense.

Fixed charge coverage ratio

Fixed charge coverage ratio is the ratio of EBITDAR less the aggregate amount of unfunded capital expenditures and cash taxes divided by the sum of all interest expense and scheduled repayment of debt for the relevant period, cash dividends and rent.

As at September 30, 2012, the Company was in compliance with all financial covenants.

<u>Ratio</u>	<u>Covenant</u>	<u>Company at September 30, 2012</u>
Funded debt to EBITDA	< 3.00:1.00	1.77:1.00
Adjusted debt to EBITDAR	< 5.00:1.00	3.30:1.00
Fixed charge coverage	> or = 1.00:1.00	1.29:1.00

The funded debt to EBITDA, adjusted debt to EBITDAR and fixed charge coverage ratios are calculated quarterly based on the latest rolling four quarter period completed, including acquired stores.

Liquidity Risk

Liquidity ensures the Company has sufficient financial resources available at all times to meet its obligations. The Company manages liquidity risk by ensuring it has a variety of alternatives available to fund acquisitions, new store development and ongoing operations, which include cash provided by operations, bank indebtedness, issuance of new equity or debt instruments or a combination thereof. The decision to utilize a specific alternative is dependent upon capital market conditions and interest rate levels. The degree to which the Company is leveraged may impact its ability to obtain additional financing for working capital or to finance acquisitions.

Management continuously monitors the marketplace for acquisitions and new store development opportunities and has developed financing strategies to support this growth in the current economic environment. Management believes the Company has managed liquidity risk appropriately and does not anticipate that the current economic environment will prevent the Company from being able to fund operating and liquidity needs in the near term. As at November 5, 2012, the Company has available credit of approximately \$50 million to finance operating requirements and growth opportunities.

Interest Rate Risk and Sensitivity

The Company's indebtedness in respect of its credit facility bears interest at floating rates. The Company manages its interest rate risk through credit facility negotiations and by identifying upcoming credit requirements based on strategic plans. The Company is party to an interest rate swap with a Canadian Schedule I bank that matures December 14, 2015 whereby the interest rate paid by the Company on Cdn\$60.0 million is equivalent to 1.388% per annum plus the applicable credit spread determined with reference to the credit facility. At November 6, 2012, the fixed rate paid by the Company under the interest rate swap is 3.238% per annum. The Company is not using hedge accounting for this swap and accordingly, its fair value is recorded on the statement of financial position, with changes in fair value recorded in earnings.

Assuming an outstanding bank indebtedness of \$100 million, of which \$60 million is subject to the interest rate swap, the following table presents a sensitivity analysis to changes in market interest rates on floating rate indebtedness and their potential annual impact on the Company as at September 30, 2012.

<u>(expressed in thousands of Canadian dollars)</u>	<u>+ 1.00%</u>	<u>- 1.00%</u>
Increase (decrease) in interest expense	\$ 400	\$ (400)
Increase (decrease) in net earnings	(300)	300

An increase/decrease of 1.00% in market interest rates would result in a decrease/increase in the Company's net earnings of approximately one cent on a per share basis.

Credit Risk

The Company's financial assets that are exposed to credit risk consist primarily of cash and cash equivalents and accounts receivable. The Company maintains its cash and cash equivalents with a major Canadian chartered bank. The Company, in its normal course of operations, is exposed to credit risk from its wholesale customers in Alberta but these purchases represent less than 5% of the Company's sales. Risk associated with accounts receivable is mitigated by credit management policies. Historically, bad debts from these accounts have been insignificant. The Company is not subject to significant concentration of credit risk with respect to its customers; however, primarily all receivables are due from businesses in the Alberta hospitality industry. Bad debts are insignificant in relation to total sales.

Foreign Exchange Risk

The Company is subject to fluctuations in the value of the Canadian dollar relative to the U.S. dollar in the normal course of business. A portion of cash flows are realized in U.S. dollars and as such, fluctuations in the exchange rate between the Canadian dollar and U.S. dollar may have an effect on financial results. The Company's foreign exchange cash flow exposure is limited to U.S. intercompany management fees and interest payments which totalled US\$7.1 million for the twelve months ended September 30, 2012.

Transactions denominated in foreign currencies are recorded at the rate of exchange on the transaction date. Monetary assets and liabilities are translated into Canadian dollars at the rate of exchange prevailing at the balance sheet date, with any resulting gain or loss being included in earnings. Other than as noted above, foreign currency transactions are generally not material.

Contractual Obligations

The table below sets forth, as of September 30, 2012, the contractual obligations of the Company due in the years indicated and relate to various premises operating leases, long-term debt and convertible unsecured subordinated debentures.

(expressed in thousands of Canadian dollars)	2012	2013	2014	2015	2016	2017 and thereafter
Operating leases	\$ 5,694	\$ 21,477	\$ 17,728	\$ 14,112	\$ 10,949	\$ 24,926
5.85% Debentures	-	-	-	-	-	67,500
Long-term bank indebtedness	-	-	-	90,793	-	-
Total	\$ 5,694	\$ 21,477	\$ 17,728	\$ 104,905	\$ 10,949	\$ 92,426

OFF BALANCE SHEET ARRANGEMENTS

As at November 6, 2012, the Company does not have any off balance sheet arrangements other than operating leases identified under the heading Contractual Obligations.

FINANCIAL INSTRUMENTS

The Company, as part of its operations, is party to a number of financial instruments. These financial instruments consist of cash and cash equivalents, accounts receivable, foreign exchange currency contracts, an interest rate swap, bank indebtedness, accounts payable and accrued liabilities, dividends payable and long-term debt including convertible unsecured subordinated debentures. Financial assets are classified as loans and receivables. Financial liabilities are classified as other financial liabilities, other than derivatives which are held for trading. Refer to "Liquidity and Capital Resources" for discussion of risks associated with financial instruments.

TRANSACTIONS WITH RELATED PARTIES

The Company has a conflict of interest policy that requires the disclosure of potential conflicts and excludes persons with a material conflict of interest from any related decisions.

During the nine months ended September 30, 2012, the Company incurred professional fees of \$116 thousand to a law firm of which a director of the Company is a partner. Rent paid to companies controlled by a director (and former Executive Chairman) of the Company amounted to \$441 thousand for the nine months ended September 30, 2012. There was \$4 thousand included in accounts payable and accrued liabilities as at September 30, 2012 relating to these transactions.

CRITICAL ACCOUNTING ESTIMATES

There are no updates to the Company's critical accounting estimates. For further discussion, refer to the Company's annual MD&A for the year-ended December 31, 2011.

ACCOUNTING STANDARDS AND AMENDMENTS ISSUED BUT NOT YET EFFECTIVE

There are no updates to the accounting standards or amendments issued but not yet effective that would be applicable to the Company. For further discussion, refer to the Company's annual MD&A for the year-ended December 31, 2011.

INTERNAL CONTROLS AND PROCESSES

Disclosure Controls and Procedures and Internal Control Over Financial Reporting

The Company's disclosure controls and procedures are designed to provide reasonable assurance that information required to be disclosed by the Company is recorded, processed, summarized and reported within the time periods specified under Canadian securities laws and include controls and procedures designed to ensure that information is accumulated and communicated to management, including the Chief Executive Officer and the Chief Financial Officer, to allow timely decisions regarding required disclosure.

Management, including the Chief Executive Officer and Chief Financial Officer, are responsible for establishing and maintaining adequate internal controls over financial reporting, as such term is defined in National Instrument 52-109. A material weakness in internal controls over financial reporting exists if the deficiency is such that there is a reasonable possibility that a material misstatement of the Company's annual or interim consolidated financial statements will not be prevented or detected on a timely basis.

The Chief Executive and Chief Financial Officers certified that disclosure controls and procedures and internal controls over financial reporting were properly designed and effective for the year ended December 31, 2011. There have been no changes in the design of the Company's disclosure controls and procedures or internal control over financial reporting that occurred during the three and nine months ended September 30, 2012 that have materially affected, or are reasonably likely to materially affect, the Company's disclosure controls and procedures or internal control over financial reporting.

RISK FACTORS

There are no updates to the Company's Risk Factors. For further discussion, refer to the Company's Annual Information Form dated March 13, 2012 and the Company's annual MD&A for the year-ended December 31, 2011.

NON-IFRS FINANCIAL MEASURES

Operating margin, operating margin as a percentage of sales, operating margin before non-recurring items, EBITDA, cash provided by operating activities before changes in working capital and non-recurring items, cash provided by operating activities before changes in working capital and non-recurring items on a per share basis, and same store sales are not measures recognized by IFRS and do not have a standardized meaning prescribed by IFRS. Investors are cautioned that operating margin, operating margin as a percentage of sales, EBITDA, cash provided by operating activities before changes in working capital and non-recurring items, cash provided by operating activities before changes in working capital and non-recurring items on a per share basis, and same store sales should not replace net earnings or loss (as determined in accordance with IFRS) as an indicator of the Company's performance, of its cash flows from operating, investing and financing activities or as a measure of its liquidity and cash flows. The Company's method of calculating operating margin, operating margin as a percentage of sales, EBITDA, cash provided by operating activities before changes in working capital and non-recurring items, cash provided by operating activities before changes in working capital and non-recurring items on a per share basis, and same store sales may

differ from the methods used by other issuers. Therefore, the Company's operating margin, operating margin as a percentage of sales, EBITDA, cash provided by operating activities before changes in working capital and non-recurring items, cash provided by operating activities before changes in working capital and non-recurring items on a per share basis, and same store sales may not be comparable to similar measures presented by other issuers.

EBITDA, which is used only with reference to the calculation of covenants under the Company's credit facility, is defined under the amended and restated credit facility as the net income of the Company plus the following: interest expense, provision for income taxes, any portion of expense in respect of non-cash items including any long-term incentive plan amounts not to be settled in cash, depreciation, amortization, deferred taxes, and non-recurring losses to a maximum of \$3.5 million in any fiscal year, write down of goodwill and other restructuring charges for store closures, and amortization of inventory fair value adjustments. EBITDA is also less any non-recurring extraordinary or one-time gains from any capital asset sales or certain foreign currency transactions.

Cash provided by operating activities before changes in working capital and non-recurring items is a non-IFRS financial measure that does not have a standardized meaning prescribed by IFRS and therefore is unlikely to be comparable to similar measures presented by other issuers. Investors are cautioned that this should not be construed as an alternative measure of profitability.

Operating margin for purposes of disclosure under "Operating Results" has been derived by subtracting Operating and Administrative expenses from Gross Margin. Operating margin as a percentage of sales is calculated by dividing operating margin by sales. Operating margin before non-recurring items has been derived by adding non-recurring items to operating margin as described above.

Non-recurring items include costs incurred and recoveries received by the Company that are not part of on-going operations and that are not expected to recur. Among others, these non-recurring items include costs associated with a store investment that was not completed, and professional fees paid in respect of lawsuits that originated following and arising from the Company's acquisition of Liquor Barn Income Fund in 2007 and the proceeds received on settlement of these matters.

FORWARD LOOKING STATEMENTS

This MD&A contains forward-looking statements or information. All statements and information other than statements of historical fact contained in this MD&A are forward-looking statements, including, without limitation, statements regarding the future financial position and performance of the Company, the Company's assessment of the impact of the transition to IFRS under the section "International Financial Reporting Standards", business strategy, projected store openings, costs, as well as plans and objectives of or involving the Company. You can identify many of these statements by looking for words such as "believes", "expects", "will", "intends", "projects", "anticipates", "estimates", "continues", "forecasts" or similar words or the negative thereof. These forward-looking statements include statements with respect to the amount and timing of the payment of the dividends of the Company. There is no assurance that the plans, intentions or expectations upon which these forward-looking statements are based will occur and such forward-looking statements included in this MD&A should not be unduly relied upon. Forward-looking statements are subject to risks, uncertainties and assumptions, including, but not limited to, those discussed elsewhere in this MD&A. There is no assurance that such expectations will prove to be correct.

Some of the factors that could affect future results and could cause results to differ materially from those expressed in the forward-looking statements contained herein include, but are not limited to, those discussed under "Risk Factors". Specific forward-looking statements contained in this MD&A include, among others, the future payment and timing of dividends, the anticipated opening dates of new stores, and management's general expectations that the Company will have sufficient funds to complete store acquisitions, develop new stores and finance inventory.

The information contained in this MD&A, including the information set forth under "Risk Factors" identifies additional factors that could affect the operating results and performance of the Company.

The forward-looking statements contained herein are expressly qualified in their entirety by this cautionary statement. The forward-looking statements included in this MD&A is made as of the date of this MD&A and the Company assumes no obligation to update or revise them to reflect new events or circumstances except as expressly required by applicable securities law.

Liquor Stores N.A. Ltd.

Condensed Interim Consolidated Financial Statements

September 30, 2012 and 2011

(Unaudited, expressed in thousands of Canadian Dollars)

Liquor Stores N.A. Ltd.

Consolidated Statements of Financial Position

(in thousands of Canadian dollars)

	September 30, 2012 \$	December 31, 2011 \$
Assets		
Current assets		
Cash	1,825	1,707
Accounts receivable	994	845
Inventory	141,220	129,842
Prepaid expenses and deposits	4,218	3,921
	148,257	136,315
Deferred income tax	1,922	1,610
Property and equipment	40,474	38,772
Intangible assets	46,591	46,145
Goodwill	279,685	280,305
	516,929	503,147
Liabilities		
Current liabilities		
Bank indebtedness	-	40,424
Accounts payable and accrued liabilities	25,950	24,478
Dividends payable to shareholders	2,061	2,040
Fair value of interest rate swap	110	390
Current portion of long-term debt (note 3)	-	55,681
	28,121	123,013
Long-term debt (note 3)	150,702	46,469
Deferred income tax	20,780	16,465
	199,603	185,947
Shareholders' Equity		
Equity attributable to shareholders	317,300	317,115
Equity attributable to non-controlling interest	26	85
	317,326	317,200
	516,929	503,147

Liquor Stores N.A. Ltd.

Consolidated Statements of Changes in Equity

(in thousands of Canadian dollars)

	Attributable to shareholders of the Company					Total	Non-controlling interest	Total shareholders' equity
	Share capital	Equity component of convertible debentures	Contributed surplus	Accumulated other comprehensive income	Deficit			
	\$	\$	\$	\$	\$	\$	\$	\$
	(note 8)							
Opening balance –								
January 1, 2011	180,000	37	174,632	(4,342)	(36,425)	313,902	285	314,187
Net earnings for the period	-	-	-	-	16,752	16,752	146	16,898
Foreign currency translation adjustment	-	-	-	3,068	-	3,068	-	3,068
Comprehensive income for the period	-	-	-	3,068	16,752	19,820	146	19,966
Vested long-term incentive plan units	197	-	(197)	-	-	-	-	-
Stock-based compensation	-	-	260	-	-	260	-	260
Dividends declared	-	-	-	-	(18,309)	(18,309)	-	(18,309)
Dividend reinvestment plan issuance	646	-	-	-	-	646	-	646
Equity impact of acquisition	-	-	-	-	537	537	(215)	322
Dividends declared by subsidiaries	-	-	-	-	(42)	(42)	(231)	(273)
Transactions with shareholders	843	-	63	-	(17,814)	(16,908)	(446)	(17,354)
Balance –								
September 30, 2011	180,843	37	174,695	(1,274)	(37,487)	316,814	(15)	316,799
Opening balance –								
January 1, 2012	181,272	37	174,867	(3,174)	(35,887)	317,115	85	317,200
Net earnings for the period	-	-	-	-	13,463	13,463	190	13,653
Foreign currency translation adjustment	-	-	-	(2,031)	-	(2,031)	-	(2,031)
Comprehensive income for the period	-	-	-	(2,031)	13,463	11,432	190	11,622
Stock-based compensation	-	-	146	-	-	146	-	146
Exercise of stock options	2,439	-	(194)	-	-	2,245	-	2,245
Issuance of debentures (note 3)	-	3,328	-	-	-	3,328	-	3,328
Redemption of debentures (note 3)	30	(37)	37	-	-	30	-	30
Dividends declared (note 7)	-	-	-	-	(18,466)	(18,466)	-	(18,466)
Dividend reinvestment plan issuance (note 7)	1,470	-	-	-	-	1,470	-	1,470
Dividends declared by subsidiaries	-	-	-	-	-	-	(249)	(249)
Transactions with shareholders	3,939	3,291	(11)	-	(18,466)	(11,247)	(249)	(11,496)
Balance –								
September 30, 2012	185,211	3,328	174,856	(5,205)	(40,890)	317,300	26	317,326

Liquor Stores N.A. Ltd.

Consolidated Statements of Earnings and Comprehensive Income For the three and nine months ended September 30, 2012 and 2011

(in thousands of Canadian dollars, except for per share amounts)

	Three Months ended		Nine Months ended	
	September 30, 2012 \$	September 30, 2011 \$	September 30, 2012 \$	September 30, 2011 \$
Sales	164,490	157,080	450,747	423,258
Cost of sales	122,574	118,328	336,740	318,572
Gross margin	41,916	38,752	114,007	104,686
Operating and administrative expenses (note 4)	29,281	25,454	82,351	74,485
	12,635	13,298	31,656	30,201
Amortization				
Property and equipment	1,723	1,691	5,153	4,789
Intangible assets	81	332	310	1,188
	10,831	11,275	26,193	24,224
Litigation settlement	-	(4,920)	-	(4,920)
Finance costs (note 5)	1,995	2,273	7,787	7,629
Earnings before income taxes	8,836	13,922	18,406	21,515
Income tax expense (note 6)	2,355	2,952	4,753	4,617
Net earnings for the period	6,481	10,970	13,653	16,898
Other comprehensive income (loss)				
Currency translation difference on foreign subsidiaries	(2,091)	4,792	(2,031)	3,089
Comprehensive income for the period	4,390	15,762	11,622	19,987
Net earnings attributable to				
Owners of the parent	6,459	10,961	13,463	16,752
Non-controlling interest	22	9	190	146
	6,481	10,970	13,653	16,898
Comprehensive income attributable to				
Owners of the parent	4,368	15,753	11,432	19,841
Non-controlling interest	22	9	190	146
	4,390	15,762	11,622	19,987
Earnings per share (note 9)				
Basic	0.28	0.48	0.59	0.74
Diluted	0.28	0.48	0.59	0.74

Liquor Stores N.A. Ltd.

Consolidated Statements of Cash Flow

For the three and nine months ended September 30, 2012 and 2011

(in thousands of Canadian dollars)

	Three Months ended		Nine Months ended	
	September 30, 2012 \$	September 30, 2011 \$	September 30, 2012 \$	September 30, 2011 \$
Cash provided by (used in)				
Operating activities				
Net earnings for the period	6,481	10,970	13,653	16,898
Items not affecting cash				
Amortization	1,804	2,023	5,463	5,977
Amortization of financing charges	82	61	277	460
Non-cash interest on convertible debentures	260	432	2,270	1,212
Gain on settlement	-	(920)	-	(920)
Fair value adjustment on interest rate swap	(65)	-	(280)	-
Deferred income tax	2,535	2,936	2,846	4,569
Unrealized gain (loss) on foreign currency	(4)	140	(4)	29
Share-based compensation	(47)	140	146	260
Cash provided by operating activities before changes in non-cash working capital	11,046	15,782	24,371	28,485
Net change in non-cash working capital items	(13,893)	60	(11,945)	(5,089)
	(2,847)	15,842	12,426	23,396
Financing activities				
Repayment of bank indebtedness	(96)	(8,127)	(40,424)	(2,185)
Proceeds from long-term debt	14,606	-	43,272	-
Redemption of convertible unsecured subordinated debentures (note 3)	-	-	(57,500)	-
Issuance of convertible unsecured subordinated debentures (note 3)	-	-	64,349	-
Dividends paid (note 7)	(5,672)	(5,710)	(16,975)	(18,675)
Proceeds from share issuance	35	-	2,277	-
Dividends paid to non-controlling interest by subsidiaries	(66)	(71)	(249)	(268)
	8,807	(13,908)	(5,250)	(21,128)
Investing activities				
Business acquisitions	-	(779)	(24)	(779)
Purchase of property and equipment	(3,739)	(1,666)	(6,030)	(2,860)
Purchase of intangible assets	(1,111)	(304)	(1,184)	(490)
	(4,850)	(2,749)	(7,238)	(4,129)
Foreign exchange gain (loss) on cash held in foreign currency	(50)	152	180	(59)
Increase (decrease) in cash and cash equivalents	1,060	(663)	118	(1,920)
Cash – Beginning of period	765	1,558	1,707	2,815
Cash – End of period	1,825	895	1,825	895

Liquor Stores N.A. Ltd.

Notes to the Condensed Interim Consolidated Financial Statements September 30, 2012 and 2011

(Tabular amounts in thousands of Canadian dollars, except for share amounts)

1 Nature of operations and organization

Liquor Stores N.A. Ltd. (the "Company") was incorporated under the Federal laws of Canada on November 8, 2010 and is the successor entity to Liquor Stores Income Fund. The address of the Company's registered office is 300, 10508 – 82 Avenue, Edmonton, Alberta. The Company's common shares and convertible unsecured subordinated debentures trade on the Toronto Stock Exchange (the "TSX") under the symbols "LIQ" and "LIQ.DB.A".

The Company's principal activity is the retailing of wines, beers and spirits. As at September 30, 2012, the Company operated 244 (2011 - 236) retail liquor stores, of which 178 (2011 - 172) were in Alberta, 35 (2011 - 35) were in British Columbia, 20 (2011 - 20) were in Alaska and 11 (2011 - 9) were in Kentucky. Of the stores operated, 206 (2011 - 206) were acquired by the Company and 38 (2011 - 30) were developed by the Company.

These unaudited condensed interim consolidated financial statements ("interim financial statements") have been approved and authorized for issue by the Board of Directors on November 6, 2012.

2 Basis of preparation and significant accounting policies

These interim financial statements have been prepared in accordance with IFRS applicable to the preparation of interim financial statements, including International Accounting Standard ("IAS") 34, Interim Financial Reporting and do not include all of the information required for full annual financial statements.

The preparation of interim financial statements requires management to make judgements, estimates, and assumptions that affect the application of accounting policies and the reported amounts of assets and liabilities, income and expense. Actual results may differ from these estimates. In preparing these interim financial statements, the significant judgements made by management in applying the Company's accounting policies and the key sources of estimation uncertainty were the same as those that applied to the consolidated financial statements as at and for the year ended December 31, 2011.

The Company's operations are seasonal in nature. Accordingly, sales will vary based on consumer spending behaviour, which tends to result in relatively higher sales in the third and fourth quarters. The Company is able to adjust certain variable costs in response to seasonal revenue patterns; however, costs such as occupancy are fixed, causing the Company to report a higher level of earnings in the third and fourth quarters. This business seasonality results in quarterly performance that is not necessarily indicative of the year's performance.

The accounting policies applied by the Company in these interim financial statements are the same as those applied by the Company in its consolidated financial statements as at and for the year ended December 31, 2011. Accordingly, these interim financial statements should be read in conjunction with the audited consolidated financial statements and notes thereto, for the year ended December 31, 2011.

Liquor Stores N.A. Ltd.

Notes to the Condensed Interim Consolidated Financial Statements September 30, 2012 and 2011

(Tabular amounts in thousands of Canadian dollars, except for share amounts)

3 Long-term debt

On April 23, 2012, the Company issued \$67,500,000 aggregate principal amount of convertible unsecured subordinated debentures due April 30, 2018 (the "2012 Debentures") at a price of \$1,000 per 2012 Debenture. The 2012 Debentures are subordinated, unsecured obligations of the Company and bear interest at a rate of 5.85% per annum, payable semi-annually in arrears on April 30 and October 31 of each year, commencing October 31, 2012. The 2012 Debentures are convertible at any time at the option of the holders into common shares of the Company at a conversion price (the "Conversion Price") of \$24.90 per share.

The 2012 Debentures will not be redeemable prior to April 30, 2015. On and after April 30, 2015 and prior to April 30, 2017, the 2012 Debentures may be redeemed by the Company, in whole or in part from time to time, on not more than 60 days and not less than 30 days prior notice at a redemption price equal to their principal amount plus accrued and unpaid interest, if any, up to but excluding the date set for redemption, provided that the volume-weighted average trading price of the Common Shares on the TSX for the 20 consecutive trading days ending five trading days prior to the date on which notice of redemption is provided is at least 125% of the Conversion Price. On or after April 30, 2017 and prior to the maturity date, the Company may, at its option, redeem the 2012 Debentures by way of cash payment or through the issuance of common shares, in whole or in part, from time to time at par plus accrued and unpaid interest.

The value of the conversion feature, which was determined to be \$4,437,000, net of \$207,096 in transaction costs, has been recorded as equity with the remaining \$59,912,432 (net of \$2,943,471 in transaction costs) recorded as long-term debt. A deferred income tax liability of \$1,109,000 related to the conversion feature was recorded directly to the carrying amount of the equity component. The debentures are being accreted such that the liability at maturity will be equal to the face value of \$67,500,000.

On May 28, 2012, the Company also redeemed the outstanding 6.75% convertible unsecured subordinated debentures (the "2007 Debentures") with a maturity date of December 31, 2012, a principal amount of \$57,500,000, and accrued interest of \$1,458,614. When redeemed, the 2007 Debentures had a carrying value of \$56,393,285 and accordingly an additional \$1,106,715 was charged to interest expense in the second quarter.

4 Operating and administrative expenses

Operating and administrative expenses include a \$1,242,556 charge recognized in the second quarter for costs associated with a store investment (with a prospective partner) that was not completed, and which costs were determined by the Company not to be recoverable. This expense has been included in the US operating segment (note 12). See note 10(b) for discussion of expenses related to key management compensation recorded in operating and administrative expenses for the three months ended September 30, 2012.

Liquor Stores N.A. Ltd.

Notes to the Condensed Interim Consolidated Financial Statements September 30, 2012 and 2011

(Tabular amounts in thousands of Canadian dollars, except for share amounts)

5 Finance costs

	Three months ended September 30		Nine months ended September 30	
	2012 \$	2011 \$	2012 \$	2011 \$
Interest expense				
Bank indebtedness	64	520	428	2,092
Long-term debt	753	464	2,092	1,516
Convertible debentures	1,247	1,400	5,541	4,116
Fair value adjustment on interest rate swap	(65)	-	(280)	-
Net (gain) loss on foreign exchange from financing activities	(4)	(111)	6	(95)
	1,995	2,273	7,787	7,629

6 Income taxes

Income tax is recognized based on management's estimate of the weighted average annual effective tax rate expected for the full financial year. The estimated average annual effective tax rate for 2012 is 25% (the effective tax rate for the year ended December 31, 2011 was 23%). The increase in the rate is primarily related to an expected change in the relative proportions of income earned in the various tax jurisdictions that the Company operates in compared to the prior year.

7 Dividends

Dividends are determined in accordance with the Board of Directors periodic review of Company performance.

Date dividends declared	Declared \$	Paid	
		Shares \$	Cash \$
December 15, 2011	-	145	1,895
January 13, 2012	2,040	148	1,892
February 15, 2012	2,041	160	1,881
March 15, 2012	2,046	172	1,874
April 13, 2012	2,047	169	1,878
May 15, 2012	2,054	171	1,883
June 15, 2012	2,058	174	1,884
July 13, 2012	2,059	176	1,883
August 15, 2012	2,060	155	1,905
September 14, 2012	2,061		
	18,466	1,470	16,975

Dividends paid in shares are pursuant to the Company's dividend reinvestment plan. Dividends are paid mid-month following the month of declaration.

Liquor Stores N.A. Ltd.

Notes to the Condensed Interim Consolidated Financial Statements September 30, 2012 and 2011

(Tabular amounts in thousands of Canadian dollars, except for share amounts)

7 Dividends (continued)

Monthly dividends of \$0.09 per share have been proposed from October 2012 to December 2012. As these dividends have not yet been declared as of September 30, 2012, they have not been recognized as a distribution for the three and nine months ended September 30, 2012.

8 Share capital

	#	\$
Balance – January 1, 2011	22,577,088	180,000
Vested long-term incentive plan units	13,015	197
Shares issued under dividend reinvestment plan	44,801	646
Balance – September 30, 2011	22,634,904	180,843
Balance – January 1, 2012	22,665,902	181,272
Exercised stock options	144,750	2,245
Transfer from contributed surplus for stock options exercised	-	194
Shares issued under dividend reinvestment plan	85,750	1,470
Conversion of subordinated debentures	1,052	30
Balance – September 30, 2012	22,897,454	185,211

9 Earnings per share

	Three months ended September 30,		Nine months ended September 30,	
	2012 \$	2011 \$	2012 \$	2011 \$
Net income attributable to shareholders of the Company	6,459	10,961	13,463	16,752
Weighted average number of common shares outstanding - Basic	22,883,412	22,613,328	22,783,555	22,601,954
Dilutive effect of stock options	65,108	-	52,772	-
Weighted average number of common shares outstanding - Diluted	22,948,520	22,613,328	22,836,327	22,601,954
Basic earnings per share	0.28	0.48	0.59	0.74
Diluted earnings per share	0.28	0.48	0.59	0.74

Liquor Stores N.A. Ltd.

Notes to the Condensed Interim Consolidated Financial Statements September 30, 2012 and 2011

(Tabular amounts in thousands of Canadian dollars, except for share amounts)

10 Related party transactions

(a) Operating and administrative expenses:

	Three months ended September 30,		Nine months ended September 30,	
	2012 \$	2011 \$	2012 \$	2011 \$
Professional fees ⁽ⁱ⁾	32	52	116	211
Rent expense ⁽ⁱⁱ⁾	151	137	441	411
Consulting fees ⁽ⁱⁱⁱ⁾	-	33	-	66
	183	222	557	688

(i) A Director of the Company is a partner in a law firm to which the Company incurred professional fees for legal services.

(ii) The Company paid rent to entities controlled by a Director of the Company.

(iii) In 2011, the Company paid consulting fees to an entity controlled by a Director of the Company for real estate services.

These operating and administrative expenses were incurred in the normal course of business at terms similar to those applicable to unrelated parties.

There was \$3,702 (December 31, 2011 - \$9,845) included in accounts payable and accrued liabilities relating to these transactions.

(b) Compensation of key management:

Included in operating and administrative expenses for the three and nine months ended September 30, 2012 are payments of \$2.3 million made to the Company's former President and Chief Executive Officer upon his departure from his position effective August 31, 2012. This expense has been included in the Canadian operating segment (note 12).

11 Supplementary disclosure of cash flow information

Interest and taxes paid are included in cash flows from operating activities in the statement of cash flows.

	Three months ended September 30,		Nine months ended September 30,	
	2012 \$	2011 \$	2012 \$	2011 \$
Interest paid	1,012	924	6,680	3,148
Income taxes paid	11	60	25	181

Liquor Stores N.A. Ltd.

Notes to the Condensed Interim Consolidated Financial Statements September 30, 2012 and 2011

(Tabular amounts in thousands of Canadian dollars, except for share amounts)

12 Operating segments

The Company has two reportable segments: Canadian Operations and US Operations. Segmentation is based on differences in the regulatory environments of Canada and the US and reflects the basis on which management measures performance and makes decisions regarding the allocation of resources. Both segments operate retail liquor stores in their respective jurisdictions.

Financial information regarding the results of each reportable segment is included below. Performance is measured based on operating margin, which is defined as earnings before amortization, finance costs and income tax expense (recovery), as included in the internal management reports that are reviewed regularly by the Company's Interim Chief Executive Officer (the Company's chief operating decision maker) and follow the organization, management and reporting structure of the Company. Operating margin is one of the primary benchmarks used by Management to evaluate the performance of its operating segments. A reconciliation of operating margin to earnings before income taxes, an earnings measure used in the Company's Consolidated Statement of Earnings and Comprehensive Income, has been included in the table below.

Operating margin is not an earnings measure recognized by International Financial Reporting Standards ("IFRS") and does not have a standardized meaning prescribed by IFRS. Therefore, operating margin may not be comparable to similar measures presented by other issuers. Investors are cautioned that operating margin should not be construed as an alternative to earnings before income tax as determined in accordance with IFRS, as an indicator of performance or as an alternative to cash flows from operating, investing and financing activities as a measure of liquidity and cash flows.

Liquor Stores N.A. Ltd.

Notes to the Condensed Interim Consolidated Financial Statements September 30, 2012 and 2011

(Tabular amounts in thousands of Canadian dollars, except for share amounts)

12 Operating segments (continued)

	Three months ended September 30, 2012		
	Canadian Operations \$	US Operations \$	Consolidated \$
Sales to external customers	127,920	36,570	164,490
Operating margin (note 4 & 10b)	10,233	2,402	12,635
Property and equipment amortization			1,723
Intangible asset amortization			81
Finance costs			1,995
Earnings before income taxes			8,836
Other information			
Expenditures for additions to			
Property and equipment	3,307	432	3,739
Intangible assets	1,111	-	1,111
Total assets at September 30, 2012	450,185	66,744	516,929
	Three months ended September 30, 2011		
	Canadian Operations \$	US Operations \$	Consolidated \$
Sales to external customers	122,676	34,404	157,080
Operating margin	11,811	1,487	13,298
Property and equipment amortization			1,691
Intangible asset amortization			332
Litigation settlement			(4,920)
Finance costs			2,273
Earnings before income taxes			13,922
Other information			
Expenditures for additions to			
Property and equipment	755	911	1,666
Intangibles	931	293	1,224
Total assets at December 31, 2011	430,388	72,759	503,147

Liquor Stores N.A. Ltd.

Notes to the Condensed Interim Consolidated Financial Statements September 30, 2012 and 2011

(Tabular amounts in thousands of Canadian dollars, except for share amounts)

12 Operating segments (continued)

	Nine months ended September 30, 2012		
	Canadian Operations \$	US Operations \$	Consolidated \$
Sales to external customers	344,318	106,429	450,747
Operating margin (note 4 & 10b)	26,424	5,232	31,656
Property and equipment amortization			5,153
Intangible asset amortization			310
Finance costs			7,787
Earnings before income taxes			18,406
Other information			
Expenditures for additions to			
Property and equipment	4,894	1,136	6,030
Intangible assets	1,180	4	1,184
Total assets at September 30, 2012	450,185	66,744	516,929
	Nine months ended September 30, 2011		
	Canadian Operations \$	US Operations \$	Consolidated \$
Sales to external customers	326,497	96,761	423,258
Operating margin	25,482	4,719	30,201
Property and equipment amortization			4,789
Intangible asset amortization			1,188
Litigation settlement			(4,920)
Finance costs			7,629
Earnings before income taxes			21,515
Other information			
Expenditures for additions to			
Property and equipment	1,757	1,103	2,860
Intangibles	1,093	317	1,410
Total assets at December 31, 2011	430,388	72,759	503,147