ROCKY MOUNTAIN LIQUOR INC

(formerly Humber Capital Corporation)

Ticker: “RUM”

MANAGEMENT’S DISCUSSION AND ANALYSIS

NOVEMBER 27, 2009

ROCKY MOUNTAIN LIQUOR INC

MANAGEMENT'S DISCUSSION AND ANALYSIS

This management discussion and analysis is dated November 27, 2009.

The following is a discussion of the consolidated financial condition and operations of Rocky Mountain Liquor Inc (the "Company") for the periods indicated and of certain factors that the Company believes may affect its prospective financial condition, cash flows and results of operations. This discussion and analysis should be read in conjunction with the unaudited consolidated financial statements and accompanying notes of the Company for the 3 and 9 months ended September 30, 2009. The Company's sole investment is in Anderson's Liquor Inc. The Company owns 100% of Andersons Liquor Inc. ("Andersons") headquartered in Edmonton Alberta, which owns and operates private liquor stores in that province.

The Company's unaudited financial statements and the notes thereto have been prepared in accordance with Canadian generally accepted accounting principles ("GAAP") and are reported in Canadian dollars. References to notes are to notes of the financial statements unless otherwise stated.

FORWARD LOOKING INFORMATION AND STATEMENTS ADVISORY

This management discussion and analysis contains certain forward-looking information and statements within the meaning of applicable securities laws. The use of any of the words "expect", "anticipate", "continue", "estimate", "objective", "ongoing", "may", "will", "project", "should", "believe", "plans", "intends", "might" and similar expressions is intended to identify forward-looking information or statements. In particular, but without limiting the foregoing, this management discussion and analysis contains forward-looking information and statements pertaining to the following: (i) the stability of retail liquor sales; (ii) the ability to acquire additonal liquors stores and/or locations; (iii) increased revenues and margins due to tax increase, (iv) the ability to purchase inventory at a discount, (v) on going impact from price inflation, (vi) one-time impact from repricing of inventory from the April 2009 tax increase and its recission in July 2009 and (vii) other expectations, beliefs, plans, goals, objectives, assumptions, information and statements about possible future events, conditions, results of operations or performance. All statements other than statements of historical fact contained in this management's discussion and analysis are forward-looking statements, including, without limitation, statements regarding the future financial position, business strategy, proposed or recent acquisitions and the benefits to be derived therefrom, and plans and objectives of or involving the Company.

The forward-looking information and statements contained in this management discussion and analysis reflect several material factors, expectations and assumptions including, without limitation: (i) demand for adult beverages; (ii) the ability to acquire additonal liquors stores and/or locations; (iii) the Company's ability to secure financing to suit its growth strategy; (iv) the integration risk and requirments for the purchase or development of liqour stores; (v) the Company's future operating and financial results; (vi) treatment under governmental regulatory regimes, tax, and other laws; and (vii) the ability to attract and retain employees for the Company.

The forward-looking information and statements included in this MD&A are not guarantees of future performance and should not be unduly relied upon. Forward-looking statements are based on current expectations, estimates and projections that involve a number of risks and uncertainties, which could cause actual results to differ materially from those anticipated and described in the forward-looking statements. Such information and statements involve known and unknown risks, uncertainties and other factors that may cause actual results or events to differ materially from those anticipated in such forward-looking information or statements including, without limitation: (i) impact of economic events affecting discretionary concumer spending; (ii) ability to obtain required finacing to continue growth strategy; (iii) changes in Government regulation of the retail liquor industry; (iv) impact from competition in the market's where the Company operates; (v) ability to source locations and acquisitions for growth strategy; (vi) actions by governmental or regulatory authorities including changes in income tax laws and excise taxes; (vii) the ability of the Company to retain key personnel; (viii) the Company's ability to adapt to changes in competition; (ix) the impact of supplier disruption or delays; (xi) the maintenance of management information systems; (xii) the impact of increases in labour costs, shortages or labour relations; and (xiii) the impact of weather on its affect on consumer demand.

The Company cautions that the foregoing list of assumptions, risks and uncertainties is not exhaustive. The forwardlooking information and statements contained in this discussion and analysis speak only as of the date of this management discussion and analysis, and the Company assumes no obligation to publicly update or revise them to reflect new events or circumstances, except as may be required pursuant to applicable laws.

Throughout this management discussion and analysis references are made to "EBITDA", "operating margin", "operating margin before non-recurring items", "operating margin as a percentage of sales", and other "Non-GAAP Measures". A description of these measures and their limitations are discussed below under "Non-GAAP Measures". See also "Risk Factors" also discussed below.

Additional information relating to the Company, including all other public filings is available on SEDAR (www.sedar.com).

KEY HIGHLIGHTS FOR THE THIRD QUARTER

During the three-month period ended September 30, 2009, the Company announced a name change from Humber Capital Corporation to Rocky Mountain Liquor Inc to better reflect the brand.

The change of name of the Company will not affect any rights of the shareholders. All existing share certificates of the Company bearing the name "Humber Capital Corporation" will continue to be evidence of titles to the shares and will be valid for trading, settlement, registration and delivery for the same number of shares in the new name of the Company. Any new share certificates shall be issued in the new name of the Company. Accordingly, there will not be any arrangements for free exchange of existing share certificates for new share certificates under the new company name.

RECENT DEVELOPMENTS SINCE PERIOD ENDED SEPTEMBER 30, 2009

- The Company has successfully acquired a new liquor store in North Central Alberta.

OUTLOOK

The fourth quarter is typically a strong quarter mainly because of the elevated demand in December. Due to current economic conditions in Alberta we expect customers will be seeking enhanced value and product substitution during the holiday season. Management expects overall sales for 2009 to be substantially higher compared to 2008 due to an increase in number of stores in operation.

Andersons operated 16 stores for half of 2008, acquired two stores in July and another store in December. In 2009 six more stores were acquired to the end of Q3 2009 and one store was added subsequent to the third quarter, resulting in 26 stores in operation. Our most recent acquisition in October is a large provider to the Liquor Service sector, and this acquisition will impact gross margins as well as increase the quantum of top line revenue substantially. Margins in the Liquor Service sector are less than retail contributions on a per unit basis. While margins will be lower we expect an increase to EBITDA.

The Government of Alberta's liquor tax decrease on July 7th impacted third quarter margins. The government did not reimburse the tax on products it had previously sold. Instead it opted to reduce tax only on new purchases after the date of the tax reduction announcement. Prior to July 7th the company purchased high volumes of limited time offers that were not all sold through by the end of September 2009. The remaining products are expected to sell through in Q4 2009.

We will continue our focus on growth mainly by acquisition and will continue to evaluate green-field opportunities

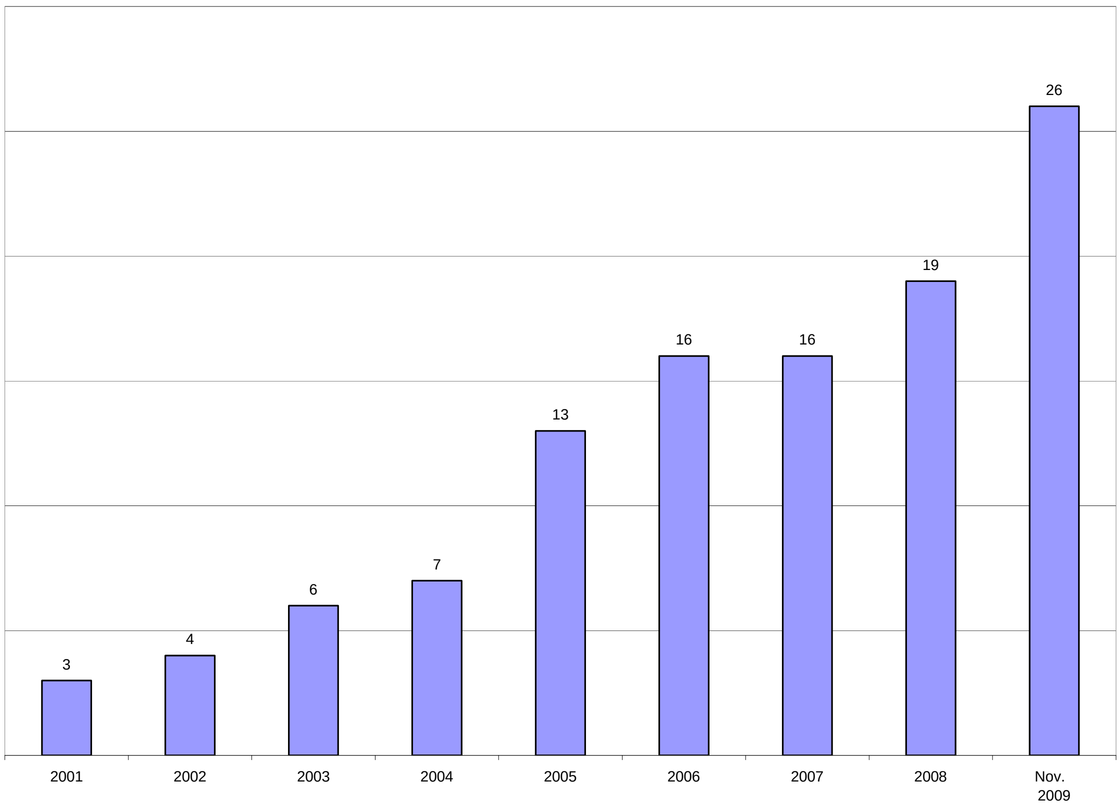
OVERVIEW OF ROCKY MOUNTAIN LIQUOR INC

The Company is an incorporated company established under the laws of the Province of Ontario with its common shares (“shares”) trading on the TSX Venture Exchange under the symbol (“RUM”).

The Company’s sole investment is in Anderson’s Liquor Inc. Rocky Mountain Liquor owns 100% of Andersons Liquor Inc. ("Andersons") headquartered in Edmonton Alberta, which owns and operates private liquor stores in that province. Alberta is the only province in Canada that has a fully privatized retail distribution system for adult beverages. The product mix generally offered by Andersons at its retail stores includes beer, spirits, wine and ready to drink liquor products, as well as ancillary items such as juice, ice, mix and giftware. Andersons has focused on store operations while pursuing an active acquisition strategy to acquire additional stores within the Alberta market, focusing largely outside of the major urban centres. To date, Andersons has been successful in improving the performance of its acquisitions through effective integration with its existing operations.

As of September 30, 2009 Andersons operated and owned 25 stores. On October 4, 2009, Andersons acquired a new store in North Central Alberta increasing the stores in operation to 26.

Number of Retail Liquor Stores

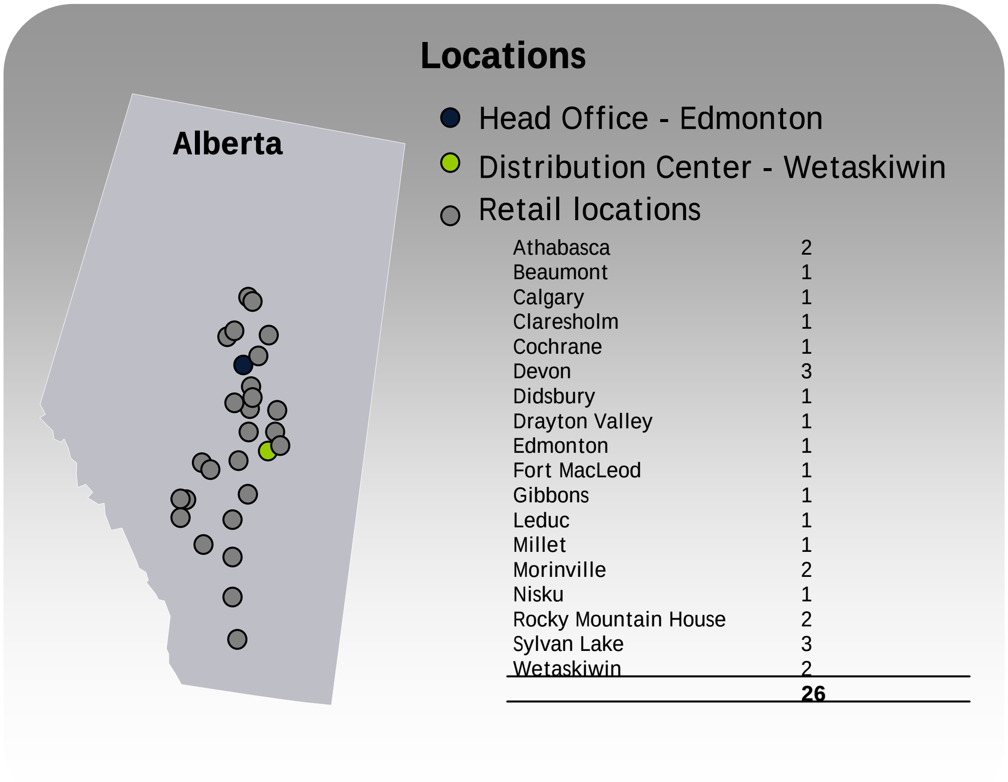


- Anderson's acquired an additional liquor store in 2007 but also consolidated two existing stores in Nisku, Alberta. As a result, the total number of retail liquor stores remained consistent from 2006 to 2007 despite the 2007 acquisition.

COMPETITIVE ENVIRONMENT

The Province of Alberta is the only province in Canada that has a fully privatized retail distribution system for adult beverages. Andersons currently operates 26 liquor stores in Alberta where there are approximately 1,117 liquor stores and 88 agency stores as at December 31, 2008 [Source: Alberta Gaming and Liquor Commission].

Andersons operates 5 stores in Northern Alberta, 16 stores in Central Alberta and 5 stores in Southern Alberta.



BUSINESS STRATEGY

Growth - New Stores

The Company's strategy is to grow by increasing the number of customer transactions as well as through new store development and acquisitions. Andersons will explore opportunities to acquire and/or develop stores in Alberta, and evaluate growth opportunities in British Columbia. Management will continue to assess potential acquisitions and store development opportunities for their ability to add accretive cash flow and shareholder value.

Differentiation: Product, Operations, and Management Information Systems

Through the use of the Company's warehousing capability, management will continue to focus on product differentiation by providing more product choices. Through the use of management information systems, Anderson's will derive efficiencies and continue its efforts in providing operational effectiveness.

Technology

A Company-wide core, inter-connected computer network supports our liquor enterprise. A backbone virtual private network has been designed for both high-speed throughput and integrated security. The purpose of our network platform system is the collection, processing, storage and dissemination of data at store level, finance level, compliance offices, business intelligence centers and our EFC where it is transformed into various forms of information needed to carry out the functions of management at each location.

Point-of-sale and point of purchase terminals in all our stores collect huge volumes of atomic data each day. This data undergoes selective extraction, organization, analysis and formatting for presentation, use of operational systems, business intelligence and to support management decision processes at all levels in the organization.

In addition to store level depositories we maintain several centralized repositories as mirror sites for the entire enterprise. We maintain data at the lowest level of detail, and store away and retain all data. Our enterprise system is updated with each operational system transaction performed.

We utilize a number of skills, technologies, applications and best practices. We employ several core, customized, and configured applications. These include stand-alone software applications, web-browser based applications, and desktop applications. In this regard there are systems which we own and pay annual fees for licensing, "Software as a Service" in which we have long term contracts in place for time and attendance applications, and proprietary and customized collection, reporting and data maintenance applications, which are developed and maintained by our own Information Technology department.

Insightful decisions about significant changes in our business and markets can only be made if decision makers receive timely and continuous presentation of performance measures. Our systems have the ability to identify and correct negative trends, generate detailed reports on transactions and provide daily tracking of compliance exceptions. Daily financial controls are monitored and all enterprise locations pass compliance audits on a daily basis. Due to the automation of these processes, compliance is maintained with a minimum of administration labour deployed.

The main benefits of these automated reporting functions is to enable our enterprise decision makers to make informed and more time sensitive business decisions, quickly address problem areas and re-position our organization to take full and speedy advantage of emerging opportunities. Our goal is to invest in continuous improvement of our technology and our skill sets with the result of providing visibility, measurement, and assurance of key business activities and competitiveness.

Stable Business

Andersons operates in a stable business environment. The business is largely cash-based with alcohol-based products accounting for approximately 98% of total sales as of September 30, 2009.

Financing

The Company has financed the company's growth with the issuance of shares, the issuance of convertible debentures and through available credit facilities.

FINANCIAL MEASURES

Maintenance Capital Expenditures

In order to maintain its productive capacity, the Company incurs expenses for routine maintenance, invests and upgrades information systems and replaces assets as required.

Net Change in Non-cash Working Capital

The Company's investment in non-cash working capital is primarily related to increased inventory levels and the operation of our warehousing facility. This increase includes the cost of purchasing inventory for stores the Company develops and opens, the cost of increasing inventory in acquired stores subsequent to their acquisition date, and an increase in current inventory purchased at times when favourable buying conditions exist. Inventory levels are also influenced by seasonal investments in inventory.

Long-Term Incentive Plans

The Company does not have a formal Long-Term Incentive plan to reward employees for performance, however it has used stock option grants as both an incentive and to reward performance. A formal Long-Term Incentive plan may be considered as a possible compensation approach for key employees.

MANAGEMENT TEAM

Peter Byrne, President, CEO	Mr. Byrne is the President, Chief Executive Officer and co-founder of Anderson's and previously has been Chief Executive Officer and Chairman of the Board of Channel Drugs Limited, a private company that owned and operated the PharmaCare franchise until its sale in 2004.
Allison Byrne, COO	Ms. Byrne is the Executive Vice President of Operations and Finance of Anderson's and prior to joining Anderson's, she worked at Deloitte & Touche LLP from September 2002 until March 2007, receiving her Chartered Accountant designation in 2005. Ms. Byrne is Chair of the Alberta Liquor Store Association.
Tracey Bean, CFO	Mr. Bean is a Certified Management Accountant, holds a Bachelor of Commerce majoring in finance and data processing, and holds a Masters in Business Administration degree from Dalhousie University. Previously Mr. Bean was employed by The Toronto-Dominion Bank for 15 years and was most recently the Associate Vice President Credit, Commercial National Accounts.

OPERATING RESULTS - 3 Months ending September 30, 2009

Basis of Comparison

As per disclosure requirements we have included the 3 months ended October 31, 2008 from Andersons. The retail liquor industry is subject to seasonal variations with respect to sales. Sales are typically lowest early in the year and increase in the latter half.

It is key to note given the rapid expansion of the Company, that historical performance does not reflect the annualized performance from recently acquired liquor stores.

The following table shows total Sales and Operating Margin of the Company for the 3-month period ending September 30, 2009 as compared to Andersons Liquor Inc. 3 months ending October 31, 2008.

	Rocky Mountain Liquor Inc		**Anderson's Liquor Inc.**	
Period	**3 months ending Sep 2009**		**3 months ending Oct 2008**	
(Expressed in Canadian dollars)	**$**	**%**	**$**	**%**
Sales (1)	9,056,964	100.00%	5,736,456	100.00%
Gross margin	2,154,616	23.79%	1,356,981	23.66%
Operating and administrative expense	1,408,776	15.55%	845,573	14.74%
Operating Margin (2)	697,141	7.70%	494,918	8.63%
Non-recurring Items (3)	48,699	0.54%	16,490	0.29%
Operating Margin before non-Recurring Items (3)	745,840	8.23%	511,408	8.92%
Stores at Period End (1)	25		18	

Notes:
(1) *The results for Sep 30, 2009 includes operations for 25 stores.*
(2) *Operating Margin has been calculated as described under "Non-GAAP Measures".*
(3) *Non-recurring items include business development costs, loss on disposal of property and equipment, store closure expense, bad debt expense and other income.*

Sales

Sales represent the combination of adult beverages including spirits, beer, and wine, with other ancillary products such as ice, juice, and mix.

Total sales for the 3-month period ended September 30, 2009 were $9.1 million.

Cost of Goods Sold and Gross Margin

Margins were negatively impacted due to the decision to rescind the tax increase by the Alberta government. Margins for the quarter are 23.79%.

Operating and Administrative Expenses

The major expenses included in operating and administrative expenses are salaries, rents, and location costs such as utilities, property taxes, and insurance. Total operating and admin expenses for the 3-month period ended September 30, 2009 were $1.41 million.

Operating Margin and Operating Margin before Non Recurring Items

Operating margin was 7.70% or $0.70 million for the 3 months ending September 30, 2009. Operating margin before non-recurring items was 8.23% or $0.75 million for the 3 months ending September 30, 2009.

OPERATING RESULTS - 9 Months ending September 30, 2009

Basis of Comparison

As per disclosure requirements we have included the 9 months ended October 31, 2008 from Andersons. The retail liquor industry is subject to seasonal variations with respect to sales. Sales are typically lowest early in the year and increase in the latter half.

It is key to note given the rapid expansion of the Company, that historical performance does not reflect the annualized performance from recently acquired liquor stores.

The following table shows total Sales and Operating Margin of the Company for the 9-month period ending September 30, 2009 as compared to Andersons Liquor Inc. 9 months ending October 31, 2008.

	Rocky Mountain Liquor Inc		**Anderson's Liquor Inc.**	
Period	**9 months ending Sep 2009**		**9 months ending Oct 2008**	
(Expressed in Canadian dollars)	**$**	**%**	**$**	**%**
Sales (1)	22,562,500	100.00%	14,715,425	100.00%
Gross margin	5,536,652	24.54%	3,470,330	23.58%
Operating and administrative expense	3,717,141	16.47%	2,335,161	15.87%
Operating Margin (2)	1,672,084	7.41%	1,073,122	7.29%
Non-recurring Items (3)	147,427	0.65%	62,047	0.42%
Operating Margin before non-Recurring Items (3)	1,819,511	8.06%	1,135,169	7.71%
Stores at Period End (1)	25		18	

Notes:
(1) *The results for September 30, 2009 includes operations for 25 stores, however 6 stores were integrated into operations on varying dates in February and March and thus do not represent a full period of operations.*
(2) *Operating Margin has been calculated as described under "Non-GAAP Measures".*
(3) *Non-recurring items include business development costs, loss on disposal of property and equipment, store closure expense, bad debt expense and other income.*

Sales

Sales represent the combination of adult beverages including spirits, beer, and wine, with other ancillary products such as ice, juice, and mix.

Total sales for the 9-month period ended September 30, 2009 were $22.6 million. During the period the Company acquired five new stores in February and March and developed a new store in Rocky Mountain House. As a result this 9-month period does not include full operations from the 25 stores.

Cost of Goods Sold and Gross Margin

Margins were positively impacted due to the tax increase by the Alberta government. However the government has since rescinded the tax increase. Margins for the 9 months are 24.54%.

Operating and Administrative Expenses

The major expenses included in operating and administrative expenses are salaries, rents, and location costs such as utilities, property taxes, and insurance. Total operating and admin expenses for the 9-month period ended September 30, 2009 were $3.72 million.

Operating Margin and Operating Margin before Non Recurring Items

Operating margin was 7.41% or $1.67 million for the 9 months ending September 30, 2009. Operating margin before non-recurring items was 8.06% or $1.82 million for the 9 months ending September 30, 2009.

LIQUIDY AND CAPITAL RESOURCES AS OF November 27, 2009

Shareholders' Equity

Authorized:	Unlimited number of common shares
Issued and outstanding:	50,838,994 common shares

Warrants

The following tables summarize information about warrants outstanding:

Expiry date – quarter ended	Exercise price $	Number of warrants outstanding – September 30, 2009	Number of warrants exercisable – September 30, 2009
December 1, 2010	0.315	7,879,492	687,949 *
Outstanding, end of period		**7,879,492**	**687,949 ***

* The warrants are subject to escrow; as of September 30, 2009 10% of the warrants were exercisable, and 100,000 warrants were exercised on May 15, 2009.

	Number of warrants
Outstanding, December 31, 2008	7,979,492
Granted	-
Exercised, May 15, 2009	(100,000)
Expired	-
Outstanding, November 27, 2009	**7,879,492**

Options

The following tables summarize information about options outstanding:

Expiry Date	Participant	Exercise price $	Number of options outstanding – September 30, 2009	Number of options exercisable – September 30, 2009
April 15, 2010	Agent's Options	0.20	586,300	586,300
April 21, 2013	Stock Option Plan (Pre-RTO)	0.20	535,726	535,726
May 15, 2012	Stock Option Plan (Executive)	0.29	300,000	100,000
June 29, 2012	Stock Option Plan (Directors)	0.32	300,000	150,000
Outstanding, end of period			**1,722,026**	**1,372,026**

	Number of options
Outstanding, March 31, 2009	1,887,500
Granted, May 15, 2009	300,000
Granted, June 29, 2009	300,000
Exercised, April 16, 2009	(51,200)
Exercised, May 15, 2009	(357,137)
Exercised, August 11, 2009	(357,137)
Expired	-
Outstanding, November 27, 2009	**1,722,026**

Convertible Debenture

On March 16, 2009, the Company issued an $809,140 unsecured convertible debenture maturing on March 16, 2014 and bearing an interest rate of 8.25% per annum, payable in arrears annually. The initial principal amount of the debenture is convertible, at the election of the holder, in whole or in part, into common shares at a conversion ratio of $0.315 per share, representing up to 2,568,968 shares.

Credit Facilities

On September 30, 2009 the Company had an available $5 million operating line. The Company also has a $9.995 million investment line of credit, which is unused and is available to purchase the equivalent amount of short-term banker's acceptance investments.

As of September 30, 2009, there was $1.2 million outstanding on the operating line; however it is noted that the Company had $0.7 million in cash on hand. The $10 million term loan facility was drawn at $4.6 million.

The Company's indebtedness is subject to a number of external covenants, but none are capital related. Under the terms of the Anderson's credit facility, the following ratios are monitored: adjusted debt to EBITDA, and fixed coverage ratio. For the 3 and 9 months ended September 30, 2009, Andersons continues to be in compliance with all covenants.

Capital Expenditures

The Company will continue to pursue acquisition opportunities and opportunities to open new stores.

Liquidity Risk

The Company uses a variety of sources of capital to fund acquisitions, new store development and ongoing operations, including 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 dependant 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.

To manage liquidity risk, the Company is proactive with its review of the capital structure. Management believes the Company currently has the resources to meet obligations as they come due.

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 and local Alberta credit unions.

The risk for accounts receivable is that a wholesale customer of Anderson's might fail to meet its obligations under their credit terms. The Company, in its normal course of operations, is exposed to credit risk from its wholesale customers in Alberta whose purchases are expected to represent approximately 25% of the Company's sales. This has increased with the recent acquisition of the store in North Central Alberta. Risk associated with respect to 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, all trade receivables are due from organizations in the Alberta hospitality industries. There were no bad debts recorded or significant past due accounts for the 3 and 9 months ended September 30, 2009.

Interest Rate Risk

The Company manages its interest rate risk through credit facility negotiations and by identifying upcoming credit requirements based on strategic plans.

As a further part of their interest rate strategy, Andersons has contracted with a Canadian Chartered Bank to hedge interest rates for a 5-year period in the amount of $5.5 million at 2.14% plus the applicable credit spread. These hedges mature February 12, 2014 and are subject to re-pricing of credit risk. As of November 27, 2009 this represents 37% of Anderson's available credit facilities.

OFF BALANCE SHEET ARRANGEMENTS

There were no off-balance sheet arrangements as at September 30, 2009.

CRITICAL ACCOUNTING ESTIMATES

The preparation of financial statements, in conformity with Canadian GAAP, requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from these estimates.

Goodwill

Goodwill is not amortized and is assessed for impairment at each reporting unit level. The impairment test is done annually unless circumstances arise that would potentially impair the carrying value of goodwill. Comparing the fair value of a reporting unit to its carrying value identifies any potential goodwill impairment. If the fair value of the reporting unit exceeds its carrying value, goodwill is considered not to be impaired. If the carrying value of the reporting unit exceeds its fair value, potential goodwill impairment has been identified and must be quantified by comparing the estimated fair value of the reporting unit's goodwill to its carrying value. Any goodwill impairment will result in a reduction in the carrying value of goodwill on the consolidated balance sheet and in the recognition of a non-cash impairment charge in net income.

The Company tests goodwill as of December 31st every year, and has determined that goodwill was not impaired as of December 31, 2008. Significant assumptions included in this test include management's expectations regarding future revenues, expenses, and other factors impacting cash flow, as well as various inputs to determine the Company's weighted average cost of capital. While these assumptions reflect management's best estimates, they are subject to the measurement uncertainty associated with the current challenging economic environment and material estimates generally. As a result, material revisions could be required to these estimates in future periods.

Amortization Policies and Useful Lives

The Company amortizes property, equipment and intangible assets over the estimated useful service lives of the assets. Management uses industry trends, historical usage in the same and similar assets and judgment to estimate the useful life of assets. The Company assesses the estimated useful lives on an annual basis to ensure they remain accurate, and will adjust amortization prospectively if changes are required.

Purchase Price Allocations

The allocation of the purchase price for acquisitions involves determining the fair values assigned to the tangible and intangible assets acquired. Management determines the fair value of the tangible assets and certain intangible assets of the acquired stores. Goodwill is calculated based on the purchase price less the fair value of the net tangible and intangible assets stated above.

CHANGES IN ACCOUNTING POLICIES

Section 3064 – Goodwill and Intangible Assets

Effective January 1, 2009 the Company adopted CICA Handbook Section 3064, Goodwill and Intangible Assets. The new section provides guidance for the treatment of pre-production and start-up costs and requires that these costs be expensed as incurred. The Company applied the section for the year ending December 31, 2008; therefore no prior period adjustment has been required. All pre-opening costs relating to the acquisition of stores are currently being expensed as incurred.

ACCOUNTING STANDARDS ISSUED BUT NOT YET IN EFFECT

Section 1582 – Business Combinations

In January 2009, the CICA issued new Handbook Section 1582, Business Combinations. It provides the Canadian equivalent to IFRS 3, “Business Combinations”. The Section applies prospectively to business combinations for which the acquisition date is on or after the beginning of the first annual reporting period beginning on or after January 1, 2011. Earlier application is permitted. The Company plans to adopt this new Section for its fiscal year beginning January 1, 2011. The Company is currently evaluating the impact on its financial position and results of operation of adopting the new section.

Section 1601 – Consolidated Financial Statements,

In January 2009, the CICA issued new Handbook Section 1601, Consolidated Financial Statements, establishing standards for the preparation of consolidated financial statements. The Section applies to interim and annual consolidated financial statements relating to fiscal years beginning on or after January 1, 2011. Earlier adoption is permitted as of the beginning of a fiscal year. The Company plans to adopt this new Section for its fiscal year beginning January 1, 2011. The Company does not expect the new Section to have any impact on its financial position or results of operations.

Section 1602 – Non-controlling interests

In January 2009, the CICA issued new Handbook Section 1602, Non-Controlling Interests. This new Section establishes standards for accounting for a non-controlling interest in a subsidiary in consolidated financial statements subsequent to a business combination. It is equivalent to the corresponding provisions of International Financial Reporting Standard IAS 27, “Consolidated and Separate Financial Statements” (January 2008). This Section applies to interim and annual consolidated financial statements relating to fiscal years beginning on or after January 1, 2011. Earlier adoption is permitted as of the beginning of a fiscal year. An entity adopting this Section for a fiscal year beginning before January 1, 2011 also adopts Section 1582, Business Combinations, and Section 1601, Consolidated Financial Statements. The Company does not expect the new Section to have any impact on its financial position or results of operations. The Company plans to adopt this new Section for its fiscal year beginning January 1, 2011.

Section 3862 - Financial Instruments – Disclosures

CICA Handbook Section 3862, Financial Instruments – Disclosures, was amended to include additional disclosure requirements about fair value measurements of financial instruments, including the relative reliability of the inputs used in those measurements, and enhance liquidity risk disclosure requirements. In the first year of application, an entity need not provide comparative information for the disclosures required by the amendments.

The amendments are effective for annual financial statements for fiscal years ending after September 30, 2009. The Company does not expect the new Section to have any impact on its financial position or results of operations. The Company plans to adopt this new Section for its fiscal year ending December 31, 2009.

Section 3855 - Financial Instruments – Recognition and Measurement

CICA Handbook Section 3855, Financial Instruments – Recognition and Measurement, was amended to clarify when an embedded prepayment option is separated from its host debt instrument for accounting purposes and the application of the effective interest method after a debt instrument has been impaired. These amendments apply to interim and annual financial statements relating to fiscal years beginning on or after January 1, 2011.

This Section has been amended to add guidance concerning the assessment of embedded derivatives upon reclassification of a financial asset out of the held-for-trading category.
These amendments apply to reclassifications made on or after July 1, 2009.
Also, this Section has been amended to change the categories into which a debt instrument is required or permitted to be classified, to change the impairment model for held-to-maturity financial assets to the incurred credit loss model of Section 3025 – Impaired Loans, and to require reversal of previously recognized impairment losses on available-for-sale financial assets in specified circumstances. These amendments apply to annual financial statements relating to fiscal years beginning on or after November 1, 2008. The Company does not expect the new Section to have any impact on its financial position or results of operations. The Company will adopt this new Section for its fiscal year ending December 31, 2009.

Section 1625 - Comprehensive Revaluation of Assets and Liabilities

CICA Handbook Section 1625, Comprehensive Revaluation of Assets and Liabilities, was amended to be consistent with Handbook Section 1582 – Business Combinations, Section 1601 – Consolidated Financial Statements and Section 1602 – Non-controlling Interests, which were issued in January 2009. The amendments apply prospectively to comprehensive revaluations of assets and liabilities occurring in fiscal years beginning on or after January 1, 2011. The Company does not expect the new Section to have any impact on its financial position or results of operations. The Company plans to adopt this new Section for its fiscal year beginning January 1, 2011.

Section 3025 - Impaired Loans

CICA Handbook Section 3025, Impaired Loans, was amended to include held-to-maturity investments and to conform the definition of a loan to that in amended Section 3855. These amendments apply to annual financial statements relating to fiscal years beginning on or after November 1, 2008. The Company does not expect the new Section to have any impact on its financial position or results of operations. The Company plans to adopt this new Section for its fiscal year ending December 31, 2009.

International Financial Reporting Standards

In February 2008, the CICA announced that Canadian publicly accountable enterprises will adopt IFRS as issued by the International Accounting Standards Board (IASB) effective January 1, 2011. Although IFRS employs a conceptual framework that is similar to Canadian GAAP, there are significant differences in recognition, measurement and disclosure. The Company is currently evaluating the impact on its financial position and results of operations adopting these standards will have.

The Company has established a Financial Reporting Team to review the adoption of IFRS. The team has provided updates to management and the Audit Committee. The Company is closely monitoring regulatory developments made by the Canadian Institute of Chartered Accountants and the Canadian Securities Administrator that may affect the timing, nature or disclosure of our adoption of IFRS. The CFO has completed a certificate in International Financial reporting Standards in October 2009. The Company are also monitoring developments in accounting made by the Accounting Standards Board of Canada (AcSB) and the International Accounting Standards Board (IASB) to ensure that on adoption of IFRS, we are compliant with IFRS as issued by the IASB.

FINANCIAL INSTRUMENTS

For the Company, fair value is equal to carrying value for all of its financial instruments.

For cash and cash equivalents, accounts receivables, due from related parties, bank indebtedness, short-term debt, accounts payable and accrued liabilities, wages payable and due to (from) shareholders the carrying value approximates fair value due to the short-term nature of the instruments.

The interest rate swap has a fair value equivalent to the carrying value and is calculated on a mark to market basis.

The fair value of the convertible debenture is equivalent to its carrying value and is assessed at each period.

Bank indebtedness and long term debt have fair values, which approximate their carrying value as the interest rate is at a variable market rate.

TRANSACTIONS AND BALANCES WITH RELATED PARTIES

		Sep 30, 2009		Dec 31, 2008
Byrne Alberta Ltd.	$	-	$	928
1342744 Alberta Ltd.		-		11,265
	$	-	$	12,193

Advances to and from related companies are non-interest bearing (unless otherwise indicated), have no set repayment terms and are unsecured. The companies are related through common controlling shareholders. All related party amounts are measured at the exchange amount agreed to by both parties.

During the 9 month period the Company received amounts of $1,158 (5 months ended Dec 2008 - $35,000), and paid expenses on behalf of Byrne Alberta Ltd. in the amount of $229 (5 months ended Dec 2008 - $10,107).

During the period the Company received amounts of $11,265 (5 months ended Dec 2008 - $14,000) and paid expenses of $ nil (5 months ended Dec 2008 - $ 265) on behalf of 1342744 Alberta Ltd.

The Company paid rents of $14,580 (5 months ended Dec 2008 - $6,000) to Byrne Alberta in respect of a retail liquor store. The rent is at market value.

An amount of $121,816 owing to the vendors of Andersons is included in Accounts payable and accrued liabilities. As part of the RTO, it was agreed that this working capital adjustment would be paid along with interest to the vendors in four quarterly installments commencing May 2009.

DISCLOSURE CONTROLS AND PROCEDURES AND INTERNAL CONTROLS OVER FINANCIAL REPORTING

There have been no changes in the Company's internal controls over financial reporting (as defined under MI 52-109) that occurred during the 9 months ended September 30, 2009, that have materially affected, or are reasonably likely to materially affect, the Company's internal controls over financial reporting.

Disclosure Controls and Procedures

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.

Internal Control Over Financial Reporting

Internal control over financial reporting (“ICFR”) is a process designed to provide reasonable, but not absolute, assurance regarding the reliability of financial reporting and of the preparation of financial statements for external purposes in accordance with Canadian generally accepted accounting principles. Management, including the Chief Executive Officer and Chief Financial Officer, are responsible for establishing and maintaining adequate ICFR, as such term is defined in NI 52-109 to provide reasonable, but not absolute, assurance regarding the reliability of the Company's financial reporting. A material weakness in ICFR 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.

Based on the above evaluation of ICFR, management has concluded that ICFR was operating effectively for the period ended September 30, 2009. Management has concluded that the Company's financial statements fairly present the Company's consolidated financial position and consolidated results of operations as of and for the 9 months ended September 30, 2009.

RISK FACTORS

The Company's results of operations, business prospects, financial condition, and the trading price of the Shares are subject to a number of risks. These risk factors include: risks relating to available financing; impact due to weaker economy; market volatility and unpredictable share price; impact from tax increases; regulated competitive environment; acquisition growth strategy and development risks; reliance on key personnel; importance of inventory and EFC distribution systems; labour costs and labour market; supply interruption or delay; and credit facility and financial instrument covenants.

For a discussion of these risks and other risks associated with an investment in Shares, see "Risk Factors" detailed in the Company's Management Discussion and Analysis dated April 30, 2009, which is available at www.sedar.com.

NON-GAAP MEASURES

References to "EBITDA" are to earnings before interest, income taxes, depreciation and amortization. Management believes that, in addition to income or loss, EBITDA is a useful supplemental measure of performance.

Operating margin for purposes of disclosure under "Operating Results" has been derived by adding interest expense, amortization of property and equipment, and non-cash loss on interest rate swap to income before taxes. 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. Operating Margin is calculated as outlined in the following table:

Period	**3 months ending Sep 2009**	**9 months ending Sep 2009**	**3 months ending Oct 2008**	**9 months ending Oct 2008**
(Expressed in CDN $)	**$**	**$**	**$**	**$**
Net income	342,415	774,634	237,564	424,668
Income tax	114,139	258,211	83,000	169,131
Interest	103,570	336,397	74,588	162,791
Amortization	130,373	367,186	99,766	316,532
Loss (Gain) on Interest Rate swap	6,644	(64,344)	-	-
Operating Margin	697,141	1,672,084	494,918	1,073,122

Operating margin, operating margin as a percentage of sales, and EBITDA are not measures recognized by GAAP and do not have a standardized meaning prescribed by GAAP. Investors are cautioned that operating margin, operating margin as a percentage of sales, and EBITDA should not replace net income or loss (as determined in accordance with GAAP) 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, and EBITDA may differ from the methods used by other issuers. Therefore, the Company's operating margin, operating margin as a percentage of sales, and EBITDA may not be comparable to similar measures presented by other issuers.