



**WINES LTD.**

697 SOUTH SERVICE ROAD, GRIMSBY, ONTARIO, CANADA L3M 4E8  
TELEPHONE (905) 643-4131 FAX (905) 643-4944

## Notice of Annual and Special Meeting of Shareholders

Notice is hereby given that the Annual and Special Meeting of Shareholders of Andrés Wines Ltd., will be held at the offices of Peller Estates Winery, 290 John Street East, Niagara-on-the-Lake, Ontario on Wednesday, the 20<sup>th</sup> day of September, 2006 at the hour of 3:00 o'clock in the afternoon for the following purposes.

1. To receive the Financial Statements and the Auditors' Report thereon for the year ended March 31, 2006.
2. To elect Directors.
3. To appoint Auditors.
4. To consider and, if deemed advisable, to approve a resolution in the form attached as *Schedule A*, authorizing the Corporation to repeal all previous by-laws of the Corporation and to ratify and confirm a new By-law No.17 in the form attached as *Schedule A*.
5. To consider and, if deemed advisable, to approve a special resolution in the form attached as *Schedule B*, authorizing the Corporation to amend the Articles of Corporation to change its name to Andrew Peller Limited/Andrew Peller Limitée.
6. To consider and, if deemed advisable, to approve a special resolution in the form attached as *Schedule C*, authorizing the Corporation to amend the Articles of the Corporation to provide for a three-for-one split of both the Corporation's Class A and Class B shares.
7. To transact such other business as may properly come before the meeting.

If you are unable to attend the meeting, kindly sign, date and return the enclosed instrument of proxy, using the business reply envelope provided for that purpose.

Dated at Grimsby, Ontario, this 8<sup>th</sup> day of August, 2006.

BY ORDER OF THE BOARD OF DIRECTORS

“Peter B. Patchet”

PETER B. PATCHET  
Secretary