

EMPIRE COMPANY LIMITED

ANNUAL INFORMATION FORM DATED SEPTEMBER 7, 2000

ELIGIBILITY CERTIFICATE

TO: Alberta Securities Commission
British Columbia Securities Commission
Manitoba Securities Commission
New Brunswick - Office of the Administrator
Newfoundland - Securities Division, Department of Justice
Nova Scotia Securities Commission
Ontario Securities Commission
Prince Edward Island - Registrar of Securities
Quebec Securities Commission
Saskatchewan Securities Commission

(Individually, a "Commission")

The undersigned, being the Secretary of Empire Company Limited (the "Company"), does hereby certify to the Commission on behalf of the Company that:

1. This Certificate is delivered pursuant to paragraph 5.3(2) of National Policy No. 47 relating to the prompt offering qualification system (the "Policy");
2. The Company has been a reporting issuer under the Securities Act (Ontario), the Securities Act (Nova Scotia), the Securities Act (Alberta), the Securities Act, 1988 (Saskatchewan), the Securities Act (Manitoba), the Securities Act (Quebec), the Securities Act (British Columbia) and the Securities Act (Newfoundland) (individually the "Jurisdiction") for more than 12 calendar months prior to the date hereof;
3. The Company has filed all continuous disclosure documents that it was required to file under the Securities Legislation and Securities Requirements of each Jurisdiction in which it was a reporting issuer for the 12 calendar months prior to the date hereof;
4. The Company is not at the date hereof in default of any requirement of the Securities Legislation of any Jurisdiction; and

5. The aggregate market value of the Company's Equity Securities, listed and posted for trading on the Toronto Stock Exchange, is \$75 million or more, calculated in accordance with paragraph 4.1(2) of the Policy, during April 2000, being the last calendar month of the Company's most recently completed financial year for which financial statements have been prepared and reported upon by the auditor of the Company.

DATED at Stellarton, Nova Scotia, this 7th day of September, 2000.

EMPIRE COMPANY LIMITED

Per: [signed] "Paul Beesley"
Paul Beesley, Secretary