

## FORM 27

### MATERIAL CHANGE REPORT

**1. Reporting Issuer:**

Empire Company Limited  
115 King Street  
Stellarton, NS B0K 1S0

**2. Date of Material Change:**

October 30, 2000

**3. Press Releases:**

The press release describing the material change referred to herein was released on October 30, 2000 and filed on SEDAR.

**4. Summary of Material Change:**

Empire Company Limited intends to subscribe for 5,688,073 common shares of Sobeys Inc. at a price of \$27.25 per share.

**5. Full description of the Material Change:**

Empire Company Limited announced its intention to subscribe for approximately 5,688,073 common shares of Sobeys Inc. at a price of \$27.25 per share. Sobeys Inc. announced that it has entered into an agreement with a syndicate of underwriters led by Scotia Capital under which the underwriters have agreed to purchase from treasury 9,174,312 common shares of Sobeys Inc. to be issued pursuant to a prospectus to be filed in all provinces of Canada. Empire will purchase approximately 62% of these Sobeys shares such that Empire will maintain its proportionate share ownership of Sobeys. Closing is expected to occur on or about November 16, 2000. Empire will pay the \$155 million subscription price out of cash generated from the sale of liquid investments and from new bank loans.

Empire Company Limited (TSE Symbol: EMP.A) is a diversified Canadian company headquartered in Stellarton, Nova Scotia. Empire's key businesses are food distribution through majority ownership of Sobeys Inc. (TSE Symbol: SBY), real estate through wholly owned companies managing 12.0 million square feet of leasable space and corporate investment activities. With \$4.2 billion in assets, Empire employs over 34,000 people directly and through subsidiaries.

**6. Reliance on Section 75 (3) of the Securities Act (Ontario), Section 81(3) of the Securities Act (Nova Scotia) and equivalent provisions in other jurisdictions:**

N/A

**7. Omitted Information:**

N/A

**8. Senior Officer:**

For more information contact:

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115 King Street  
Stellarton, NS B0K 1S0  
Telephone: 902-755-4440

**9. Statement of Senior Officer:**

The foregoing accurately discloses the material change referred to herein.

**DATED** at Stellarton, Nova Scotia as this 6th day of November, 2000.

**EMPIRE COMPANY LIMITED**

[signed] "Paul V. Beesley"  
Paul V. Beesley, Senior Vice President,  
Chief Financial Officer and Secretary

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