FORM 27

MATERIAL CHANGE REPORT

1. Reporting Issuer:

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

2. Date of Material Change:

December 15, 2000

3. Press Release:

The press release describing the material change referred to herein was released via CCN on December 15, 2000.

4. Summary of Material Change:

Empire Company Limited ("Empire") will redeem all outstanding Series 3 Preferred Shares.

5. Full description of the Material Change:

Empire announced that it intends to redeem 262,352 Series 3 Preferred Shares at a price of $25 plus accrued and unpaid dividends of $0.50 per share. The date fixed for redemption is January 23, 2001. Notice of redemption has been sent to all holders of the Series 3 Preferred Shares. The total redemption price will be $6,558,800 plus accrued and unpaid dividends of $131,176. The shares to be redeemed represent all of the outstanding Series 3 Preferred Shares in Empire.

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:

Paul V. Beesley
Senior Vice-President, Chief Financial Officer and Secretary,
Empire Company Limited
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 19th day of December, 2000.

EMPIRE COMPANY LIMITED

[signed] "Paul D. Sobey"
President and CEO

IT IS AN OFFENCE UNDER THE SECURITIES ACT AND THE SECURITIES REGULATION FOR A PERSON OR COMPANY TO MAKE A STATEMENT IN A DOCUMENT REQUIRED TO BE FILED OR FURNISHED UNDER THE ACT OR THE REGULATION THAT, AT THE TIME AND IN THE LIGHT OF THE CIRCUMSTANCES UNDER WHICH IT IS MADE, IS A MISREPRESENTATION.