

Headnote

Application for relief from the requirements contained in the *Companies Act* (Nova Scotia) (the Act) that a management information circular accompanying the notice of meeting be sent to each shareholder whose proxy is solicited, and the financial statements required to be placed before a general meeting of the shareholders and report of auditor, if any, be sent in the manner required by the issuer's articles - The Applicant is a reporting issuer - Pursuant to National Instrument 51-102 *Continuous Disclosure Obligations* (NI 51-102) and National Instrument 54-101 *Communication with Beneficial Owners of Securities of a Reporting Issuer* (NI 54-101), reporting issuers may use the "notice-and-access" procedures set out therein to make management information circulars and financial statements available to registered and beneficial shareholders rather than sending all meeting materials and financial statements in paper format - The reporting issuer was granted an exemption from the requirements of subsections 85D(1)(a) and 121(3) of the Act provided the "notice-and-access" procedures set out in NI 51-102 and NI 54-101, as applicable, are complied with.

Applicable Legislative Provisions

Companies Act, R.S.N.S. 1989, c. 81, as amended, ss. 85D(1)(a), 121(3) and 123

IN THE MATTER OF: The *Companies Act*, R.S.N.S. 1989, c. 81, as amended (the **Act**)

- and -

IN THE MATTER OF: Empire Company Limited (the **Applicant**)

ORDER

(Section 123)

UPON the application from the Applicant to the Nova Scotia Securities Commission (the **Commission**) for an order pursuant to subsection 123(b) of the Act that the Applicant be exempt from the requirements of subsections 85D(1)(a) and 121(3) of the Act;

AND UPON reading the application and the recommendation of staff of the Commission;

AND UPON the Applicant having represented to the Commission that:

1. The Applicant is a company created upon amalgamation and is governed by the Act.
2. The Applicant's head office is located in Stellarton, Nova Scotia.
3. The Applicant is a reporting issuer in all of the provinces of Canada and, to the best of its knowledge, is not in default of any requirement of the securities legislation in any of the provinces.
4. The authorized capital of the Applicant consists of 765,108,266 Non-Voting Class A shares, 122,400,000 voting Class B common shares, and 991,980,000 2002 Preferred

shares, issuable in series. As of June 1, 2020, the Applicant has 170,971,038 Non-Voting Class A shares and 98,139,079 Class B shares as issued and outstanding.

5. The Non-Voting Class A Common Shares are traded at the Toronto Stock Exchange under the symbol EMP.A.
6. Under subsection 85D(1)(a) of the Act, a management information circular of the Applicant (the **Circular**) accompanying the notice of meeting is required to be sent to each member of the Applicant whose proxy is solicited.
7. Under subsection 121(3) of the Act, the Applicant or its directors must send to all members who hold voting securities of the Applicant, and all other members who are entitled to receive notice of a general meeting of the Applicant, the financial statements required to be placed before the general meeting of the members and report of auditor, if any, thereon (the **Financial Statements**).
8. The Applicant intends to make the Circular and Financial Statements available to its members using the “notice-and-access” method provided under sections 2.7.1 to 2.7.6 and 2.7.8 of National Instrument 54-101 *Communication with Beneficial Owners of Securities of a Reporting Issuer* and under Part 9 of National Instrument 51-102 *Continuous Disclosure Obligations* (collectively as amended or replaced from time to time, the **Notice-and-Access Provisions**).

AND UPON the Commission being satisfied that to do so would not be prejudicial to the public interest and that in the circumstances of this particular case, there is adequate justification for doing so;

IT IS ORDERED, pursuant to subsection 123(b) of the Act, the Applicant is exempt from the requirements contained in subsection 85D(1)(a) and subsection 121(3) of the Act provided that the Circular and Financial Statements are made available to the members of the Applicant in accordance with the procedures set out in the Notice-and-Access Provisions, as applicable.

DATED at Halifax, Nova Scotia, this 30th day of June, 2020.

NOVA SCOTIA SECURITIES COMMISSION

(signed) “Paul Radford”

Paul Radford, Q.C.

Chair