

## EMPIRE COMPANY LIMITED

### Report of Voting Results Section 11.3 of National Instrument 51-102

The following matters were put to vote at the annual general meeting of Empire Company Limited (the “Company”) held on September 13, 2012. Ballots were not conducted on any matter.

MATTER	VOTE RESULT
<p>The following persons are elected directors of the Company for the ensuing year, and the maximum number of directors is fixed at 18:</p> <p>Bonnie Brooks Marcel Côté Robert P. Dexter David S. Ferguson Edward C. Harsant David A. Leslie Marc Poulin Mel Rhineland Steven J. Savidant David F. Sobey Donald R. Sobey Frank C. Sobey John R. Sobey Karl R. Sobey Paul D. Sobey Robert G. Sobey Martine Turcotte</p>	<p>CARRIED.</p> <p>There were 34,260,763 Class B shares (100% of outstanding Class B shares) represented by proxy at the Meeting and 100% Class B shares were voted in favour of the motion.</p>
<p>The remuneration of its directors, as set out in the Company’s Management Information Circular dated July 20, 2012, is approved.</p>	<p>CARRIED.</p> <p>There were 34,260,763 Class B shares (100% of outstanding Class B shares) represented by proxy at the Meeting and 100% Class B shares were voted in favour of the motion.</p>
<p>Grant Thornton LLP, Chartered Accountants be appointed as Auditors for the fiscal year 2013 and that the Board of Directors be authorized to fix their remuneration.</p>	<p>CARRIED.</p> <p>There were 34,260,763 Class B shares (100% of outstanding Class B shares) represented by proxy at the Meeting and 100% Class B shares were voted in favour of the motion.</p>
<p>The advisory resolution on the Company’s approach to executive compensation, as set out in the Management Information Circular dated July 20, 2012, is approved.</p>	<p>CARRIED.</p> <p>There were 34,260,763 Class B shares (100% of outstanding Class B shares) represented by proxy at the Meeting and 100% Class B shares were voted in favour of the motion. There were 20,243,751 Non-Voting Class A shares (60.09% of outstanding Non-Voting Class A shares) represented by proxy at the Meeting of which 95.64% Non-Voting Class A shares were voted in favour of the motion.</p>