

 Empire Industries Ltd.	BD 4 <i>Health, Safety, Environment, Community Committee Charter</i>	
	Issued and Approved By:	Board of Directors
	Date Issued:	May 12, 2008
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1. PURPOSES

The purposes of the Health, Safety, Environment, Community Committee (the “Committee”) of the Board of Directors (the “Board”) of Empire Industries Ltd. (the “Company”) shall be to assist the Board to

- a) Ensure that the Company makes all decisions with due consideration of environmental protection and sustainable development.
- b) Foster a culture of employee safety.
- c) Ensure that the Company meets the standards of a good corporate citizen in all of the communities where it carries on business.

2. COMPOSITION

- a) At Least Three Members; Chairperson. The Committee shall consist of a minimum of three directors to be appointed by the Board: One independent director, the Chief Executive Officer, and one other non-independent director. The independent director shall be the Chairperson of the Committee.
- b) Appointment. Subject to the requirements of the listing standards and the Bylaws of the Company, the Board initially shall appoint the Committee members to serve until the first meeting of the Board following the next Annual Meeting of Shareholders. Thereafter, the Committee members shall be appointed by the Board for one year terms and until their successors are appointed and qualified, or until their earlier retirement, resignation or removal. The Board may fill any vacancies on the Committee, or remove any member of the Committee, with or without cause.

3. MEETINGS; REPORTS AND RESOURCES OF THE COMMITTEE

- a) Meetings. The Committee shall meet as often as it determines necessary or advisable, but not less than once a year. The Chairperson of the Committee or a majority of the Committee members may call meetings of the Committee. The Committee also may hold special meetings or act by unanimous written consent as the Committee may decide. The meetings may be in person or by telephone. The Committee shall keep written minutes of its meetings and shall deliver a copy of such minutes to the Board and to the Corporate Secretary of the Company for inclusion in the Company’s minute books. The Committee may meet separately with other directors, or other Company employees, agents or representatives invited by the Committee.
- b) Procedures. The Committee may establish its own procedures in a manner not inconsistent with this Charter, the Company’s Bylaws, applicable laws or regulations, or the listing standards. A majority of the authorized number of Committee members shall constitute a quorum for the transaction of Committee business, and the vote of a majority of the Committee members present at the meeting at which a quorum is present shall be the act of the Committee, unless in either case a greater number is required by this Charter, the Company’s Bylaws, applicable laws or regulations, or the listing standards. The Committee may form and delegate any of its responsibilities to a

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subcommittee so long as such subcommittee consists solely of independent members of the Committee.

- c) Reports. The Committee shall report its actions and recommendations to the Board after each Committee meeting.
- d) Committee Access and Resources. The Committee is at all times authorized to have direct, independent and confidential access to the Company's other directors, management and personnel, as well as to the Company's books, records and facilities, to carry out the Committee's purposes. The Committee shall have the sole authority, to the extent it deems necessary or appropriate, to retain and terminate at the Company's expense any independent counsel or other advisers selected by the Committee for matters related to the Committee's purposes. The Committee shall have sole authority to approve related fees and retention terms.

4. AUTHORITY AND RESPONSIBILITIES

In furtherance of its purposes, the Committee shall have the following authority and responsibilities:

- a) Develop and recommend to the Board policies and procedures to ensure that the Company makes all decisions with due consideration of environmental protection and sustainable development.
- b) Develop and recommend to the Board policies and procedures to foster a culture of employee safety. Assist in the development of appropriate employee safety monitoring tools.
- c) Develop and recommend to the Board policies and procedures to ensure that the Company meets the standards of a good corporate citizen in all of the communities where it carries on business.
- d) To annually evaluate its own performance as a committee, including its effectiveness and compliance with its Charter, and report to the Board the results of such evaluation and any recommended changes. To review and reassess, at least annually, the adequacy of this Charter and submit any recommended changes to the Board for its consideration.
- e) To perform any other activities, consistent with this Charter, the Company's Bylaws and applicable listing standards and laws, as the Committee or the Board deems necessary or appropriate.
- f) To perform any other functions required by applicable law, rules or regulations, including the rules of any exchange or market on which the Company's securities are traded. The Committee shall also perform such other functions as are delegated to it by the Board from time to time.