

Empire Industries Ltd.

Non-Executive Chairman Position Description

In addition to any responsibilities and specific duties set out in the Board Mandate, the Non-Executive Chairman of the Board of Directors of Empire Industries Ltd. has the responsibilities and specific duties described below.

Appointment

The Non-Executive Chairman will be a duly elected or appointed independent director of the Board. The Board of Directors will appoint the position on an annual basis.

Responsibilities

The Non-Executive Chairman shall be a driver of systemic change, particularly responsible for

- ensuring that the Board, properly executes its responsibilities;
- challenging management, evaluating their performance objectively, understanding the boundaries between the responsibilities of the Board and of management;
- overseeing increasingly complex regulatory compliance and public disclosure;
- monitoring management's execution of business plans;
- maintaining continuity during times of management change;
- assisting with difficult public relations issues, shareholder and investor relations issues.

The Non-Executive Chairman shall, in conjunction with the Executive Chairman of the Board, facilitate the effective and transparent interaction of Board members and management by representing the different constituencies in the company with an impartial viewpoint. The Non-executive Chairman shall ensure that all voices have a fair hearing

The Non-Executive Chairman shall provide leadership for the Independent Directors.

The Non-Executive Chairman should be able to stand "above the fray", sufficiently back from the day-to-day running of the business to ensure that the Board of Directors is in full control of the Company's affairs and alert to its obligations to the shareholders.

Specific Duties

- Provide input to the Executive Chairman of the Board on preparation of agendas for Board and committee meetings and shareholder meetings.
- Chair Board and shareholder meetings when the Executive Chairman of the Board is not in attendance, subject to the provisions of the by-laws of the Company.

- Provide feedback to the Executive Chairman of the Board and act as a sounding board with respect to strategies, accountability, relationships and other issues.
- Set the agenda for the meetings of the independent directors.
- Report to the Board concerning the deliberations of the independent directors as required.
- Assume other responsibilities which the Board of Directors as a whole might designate from time to time.

Casting vote

In the event that a motion before the board is tied, the Non-Executive Chairman shall be entitled (but not obliged) to cast a second, casting vote to break the tie.