



FORM 10

MATERIAL CHANGE REPORT

Pursuant to Section 64 of the Securities Act, 2012 and by-law 50 of the Securities (General) By-Laws, 2013

General Instructions:	<p>Please complete all relevant sections; where the allocated space is insufficient, you may continue on a separate page and attach to the completed form. All supporting information and attached pages should be appropriately numbered and referenced.</p> <p>This report and any attachments should be certified by a Senior Officer of the Reporting Issuer.</p> <p>Completed reports should be submitted to:</p> <p style="padding-left: 40px;">The Director Market Regulation & Surveillance Trinidad and Tobago Securities and Exchange Commission 57-59 Dundonald Street Port of Spain Trinidad</p>
Item 1	State the name of the reporting issuer, and include its business address.
Item 2	State the date on which the material change occurred.
Item 3	Provide sufficient disclosure regarding the material change to enable a reader to appreciate the nature and substance of the material change without having to refer to any other sources. Examples of matters that would be subject to disclosure include: dates, parties, terms and conditions, effect on financial condition, value, reasons for the change, purpose of the change, and a general comment on the probable impact of the material change on the reporting issuer.
Item 4	State whether the issuer is seeking an exemption for publishing a notice in accordance with Section 64(2) of the Securities Act 2012, and complete the associated "yes" or "no" sections of the form accordingly.
Item 5	Give the name, position, business telephone number and email address of a senior officer of the reporting issuer who may be contacted to discuss further details regarding the material change.
Item 6	Include the signature of the Senior Officer identified in Item 5, confirming the material change report, and certifying the statement outlined.



FORM 10
MATERIAL CHANGE REPORT

**Pursuant to section 64 of the Securities Act, 2012 and by-law 50 of the Securities (General)
By-Laws, 2013**

1. NAME OR REPORTING ISSUER

Name of Reporting Issuer
ANSA McAL LIMITED

2. DATE OF MATERIAL CHANGE

Date of material change
20 February 2019

3. DESCRIPTION OF MATERIAL CHANGE

Provide a description of the material change
<p>By letter dated February 22, 2019, Trinidad Aggregates Limited (the Company) advised ANSA McAL Limited of certain special resolutions passed at its Shareholders' Meeting held on February 20, 2019 including the approval of the transaction to purchase the A Class and Ordinary shares of the Company and the approval of the execution of the Share Purchase Agreement which sets out the terms of such share purchase and other transaction documents.</p> <p>The execution of the Share Purchase Agreement and the other transaction documents will take place at a date and time to be agreed between the parties.</p>

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4. DETAILS OF PUBLICATION OF MATERIAL CHANGE

	YES	NO
Will you be seeking an exemption from publishing a notice in accordance with section 64(2) of the Securities Act 2012?	<input checked="" type="checkbox"/>	<input type="checkbox"/>

If "No"

Proposed Date of Publication of Notice (dd/mmm/yyyy)	
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If "Yes"

State the reasons for applying for the exemption
<p>By Notice dated July 24, 2018 which was published in the Newsday and the Guardian newspapers, ANSA McAL Limited ("ANSA") advised that, among other things, it issued a revised binding offer to the shareholders of the Company to acquire 100% of the total shareholding of the Company at a revised price of TT\$54,899,838 and that the offer was accepted by the shareholders at a special meeting of the Company held on July 18, 2018. ANSA also advised that the offer was subject to the execution by the parties of a legally binding share purchase agreement.</p> <p>The special meeting held by the Shareholders of the Company on February 21, 2019 sought to approve among other things, the transaction and execution of the transaction documents inclusive of the Share Purchase Agreement (SPA). The SPA and other documents will be executed on a date to be determined between the parties.</p> <p>ANSA is of the view that the publication of the matters set out above is unwarranted pursuant to section 64 (2) (b) as it does not provide any new information which would be prejudicial to a reasonable investor, if not published. The next step of this transaction is the execution of the SPA and other transaction documents which event when it occurs will be published by ANSA in accordance with section 64 (1)(b).</p>

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5. DETAILS OF SENIOR OFFICER

Name (First name, Last name)	Frances Bain-Cumberbatch
Position in Organization	Group Head of Legal/Corporate Secretary
Business Address	11 th Floor, Tatil Building, 11 Maraval Road, Port of Spain
Work Phone (1-xxx-xxx-xxxx)	1-868-225-4922
Fax Phone(1-xxx-xxx-xxxx)	1-868-624-8753
Email Address	frances.bain-cumberbatch@ansamcal.com

6. DATE, CERTIFICATION AND SIGNATURE

I hereby certify that the statement and information contained in this form and any attachment hereto are true and correct to the best of my knowledge and belief and submitted in compliance with the provisions of the Securities Act, 2012. I understand that any misrepresentation, falsification or material omission of information on this application may result in a breach of the Securities Act, 2012.

FRANCES BAIN-CUMBERBATCH *f. Bain-Cumberbatch* CORPORATE SECRETARY FEBRUARY 25, 2019
 Print Name Signature Position Date

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Tool	ID Information
Registrant's Number	
Director's Number	
Document / Record Number	
Record's Management Date Received (dd/mm/yyyy)	

Approved By : _____ Date (DD/MM/YYYY) _____