



## 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

TRINIDAD CEMENT LIMITED, SOUTHERN MAIN ROAD, CLAXTON BAY, TRINIDAD

2. DATE OF MATERIAL CHANGE

Date of material change

MAY 02, 2014

3. DESCRIPTION OF MATERIAL CHANGE

Provide a description of the material change

TRINIDAD CEMENT LIMITED PROPOSES TO REFINANCE ITS EXISTING DEBT BY THE ISSUANCE OF SENIOR SECURED FIRST LIEN NOTES IN AN AGGREGATE PRINCIPAL AMOUNT NOT EXCEEDING THE EQUIVALENT OF THREE HUNDRED AND TWENTY FIVE MILLION UNITED STATES DOLLARS (US\$325,000,000) TO BE DISTRIBUTED TO POTENTIAL INVESTORS IN TRINIDAD AND TOBAGO ON A PRIVATE PLACEMENT BASIS AND IN THE UNITED STATES OF AMERICA AND CANADA ON A PRIVATE PLACEMENT BASIS UNDER RULE 144(A) AND REGULATIONS UNDER UNITED STATES SECURITIES LAWS, AND PURSUANT TO EXEMPTIONS FROM THE PROSPECTUS REQUIREMENTS OF APPLICABLE CANADIAN SECURITIES LAWS. FURTHER DETAILS ARE INCLUDED IN THE ATTACHED NOTICE.

(COPY OF PROPOSED NOTICE ATTACHED)

#### 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 type="checkbox"/>	<input checked="" type="checkbox"/>

If "No"

Date of Publication of Notice (dd/mmm/yyyy)	MAY 03, 2014
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If "Yes"

State the reasons for applying for the exemption

#### 5. DETAILS OF SENIOR OFFICER

Name (First name, Last name)	KATHRYNA BAPTISTE
Position in Organization	GROUP MANAGER LEGAL/ COMPANY SECRETARY
Residential Address	
Work Phone (1-xxx-xxx-xxxx)	(868) 659-3621
Fax Phone(1-xxx-xxx-xxxx)	(868) 659-0818
Mobile Phone (1-xxx-xxx-xxxx)	
Email Address	kathrynab@tclgroup.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.

KATHRYNA BAPTISTE

**Print Name**



**Signature**

GROUP MANAGER LEGAL/  
COMPANY SECRETARY

**Position**

MAY 02, 2014

**Date**

**FOR OFFICIAL USE ONLY**

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

Approved By : \_\_\_\_\_ Date (DD/MM/YYYY) \_\_\_\_\_