

Extractive Sector Transparency Measures Act - Annual Report

Reporting Entity Name	Votorantim Cement North America Inc.					
Reporting Year	From	01/01/2017	To:	12/31/2017	Date submitted	05/30/2018
Reporting Entity ESTMA Identification Number	E114333		<input checked="" type="radio"/> Original Submission <input type="radio"/> Amended Report			
Other Subsidiaries Included (optional field)						
For Consolidated Reports - Subsidiary Reporting Entities Included in Report:	St Marys Cement Inc. (Canada) E243148, St Marys Cement Inc. (US) E112691 , VCNA Prairie LLC E939971, (Suwannee American Cement E699700 (Jan 1 2017 to Nov30 2017 (date of sale))					
Not Substituted						
Attestation Through Independent Audit						
<p><i>In accordance with the requirements of the ESTMA, and in particular section 9 thereof, I attest that I engaged an independent auditor to undertake an audit of the ESTMA report for the entity(ies) and reporting year listed above. Such an audit was conducted in accordance with the Technical Reporting Specifications issued by Natural Resources Canada for independent attestation of ESTMA reports.</i></p> <p><i>The auditor expressed an unmodified opinion, dated 05/30/2018, on the ESTMA Report for the entity(ies) and period listed above.</i></p> <p><i>The independent auditor's report can be found at Toronto, ON.</i></p>						
Full Name of Director or Officer of Reporting Entity	John McCarthy			Date	05/30/2018	
Position Title	Chief Financial Officer, Votorantim Cement North America Inc.					

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Payments by Payee

Country	Payee Name ¹	Departments, Agency, etc... within Payee that Received Payments ²	Taxes	Royalties	Fees	Production Entitlements	Bonuses	Dividends	Infrastructure Improvement Payments	Total Amount paid to Payee	Notes ³⁴
Canada	CANADIAN GOVERNMENT		31,870,000	-	-					31,870,000	Payments made to Receiver General relate to Federal and Provincial income taxes at approximate rates of 15% and 10% respectively.
Canada -Ontario	MUNICIPALITY OF CLARINGTON		2,610,000	-	-					2,610,000	
Canada -Ontario	ONTARIO GOVERNMENT		-	1,160,000	2,280,000					3,440,000	Payments relate primarily to aggregate royalty payments to TOARC and WSIB remittances.
United States of America	SUWANNEE COUNTY TAX COLLECTOR		1,240,000	-	-					1,240,000	
Canada -Ontario	CORPORATION OF THE TOWN OF ST MARYS		780,000	-	-					780,000	
United States of America	CHARLEVOIX TOWNSHIP		660,000	-	-					660,000	
United States of America	STATE OF MICHIGAN		-	-	290,000					290,000	
United States of America	LEE COUNTY COLLECTOR		240,000	-	-					240,000	
Canada -Ontario	TOWNSHIP OF BROCK		80,000	90,000	-					170,000	
United States of America	COOK COUNTY TREASURER		150,000	-	-					150,000	
Canada -Ontario	TOWNSHIP OF PUSLINCH		140,000	-	-					140,000	
United States of America	KANE COUNTY TREASURER		120,000	-	-					120,000	
United States of America	STATE OF ILLINOIS		-	-	100,000					100,000	
United States of America	KANKAKEE COUNTY COLLECTOR		90,000	-	-					90,000	
			37,980,000	1,250,000	2,670,000	-	-	-	-	41,900,000	

Additional Notes:

Note - All amounts expressed in USD, unless otherwise stated. Amounts paid in Canadian dollars are converted to USD based on the 1.2979 weighted average exchange rate. Payments are rounded to the nearest \$10,000 USD

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Payments by Project

Country	Project Name ¹	Taxes	Royalties	Fees	Production Entitlements	Bonuses	Dividends	Infrastructure Improvement Payments	Total Amount paid by Project	Notes ²³
Canada	Ontario	3,610,000	1,250,000	2,280,000					7,140,000	
USA	Michigan	660,000	-	290,000					950,000	
USA	Illinois	600,000	-	100,000					700,000	
USA	Florida	1,240,000	-	-					1,240,000	
		-	-	-						
Canada	Unallocated corporate taxes	31,870,000	-	-					31,870,000	
		37,980,000	1,250,000	2,670,000	-	-	-	-	41,900,000	

Additional Notes³:

Note - All amounts expressed in USD, unless otherwise stated. Amounts paid in Canadian dollars are converted to USD based on the 1.2979 weighted average exchange rate. Payments are rounded to the nearest \$10,000 USD

INTRODUCTION

Votorantim Cement North America Inc. (VCNA) and its subsidiaries collectively the “Company” has prepared the following audited consolidated report (“the Report”) of payments made to government entities for the year ended December 31, 2017 as required by the Extractive Sector Transparency Measures Act S.C. 2014, c.39, s.376 (“ESTMA” or “the Act”).

BASIS OF PREPARATION

The report is presented in US Dollars, the company’s reporting currency, and has been prepared in accordance with the requirements of the Act and the Natural Resources Canada (“NRCan”) Technical Reporting Specifications. Payments made in Canada in \$CDN were translated into \$USD using the 2017 average exchange rate per the Bank of Canada website.

The following is a summary of significant policies and judgments that the Company has made for the purpose of preparing the report.

Significant policies

Payments to the “same payee” that meet or exceed \$75,000 USD (\$100,000 Canadian Dollar equivalent) in one category of payment are disclosed.

Payee

For the purposes of the Act, a payee is:

- a. Any government in Canada or in a foreign state;
- b. A body that is established by two or more governments; or
- c. Any trust, board, commission, corporation or body or other authority that is established to exercise or perform, or that exercises or performs, a power, duty or function of a government for a government referred to in paragraph (a) above or a body referred to in paragraph (b) above.

Payees include governments at any level, including national, regional, state, provincial, local, or municipal levels. Payees may include non-governmental entities if the benefit bestowed would have otherwise been provided by the government. Payees also include any government-owned or government-controlled entities that exercise or perform a power, duty or function of government.

Aboriginal and indigenous groups and organizations may also be regarded as a payee under the Act. Currently, the Corporation does not make payments to such groups.

The individual department, agency or other body of the payee that received the payment has been disclosed in the notes section of the ESTMA Annual Report.

Reportable Payments

A reportable payment for ESTMA purposes is one that:

- a. Is made to the same payee;
- b. Is made in relation to the commercial development of oil, gas or minerals; and
- c. Totals, as a single or multiple payments, \$USD 75,000 (\$100,000 Canadian Dollar equivalent) or more in the year in one of the following prescribed seven payment categories.

Taxes

This category includes taxes paid by the Company on its income, profits or production in relation to the commercial development of its exploration resources. Taxes reported include property taxes, business taxes and certain provincial resource surcharges. Consumption taxes, personal income taxes and taxes withheld by others on behalf of the Company are excluded as per the Act.

Royalties

Royalties are payments for the rights to extract mineral resources, typically at a set percentage of revenue. Both cash royalties and royalties paid in-kind are reported in this category.

Fees

This category may include rental fees, entry fees and regulatory charges as well as fees or other consideration for licenses, permits or concessions. The fee category is substantially broad and includes payments to payees that in substance is a fee. Amounts paid in ordinary course commercial transactions in exchange for services provided by a payee are excluded.

Production entitlements

A payee's share of mineral production under a production sharing agreement or similar contractual or legislated arrangement is reported under this category. For the year ended December 31, 2017, there were no reportable production entitlement payments to a payee.

Bonuses

Signing, discovery, production and any other type of bonuses paid to a payee in relation to the commercial development of mineral resources are reported under this category. For the year ended December 31, 2017, there were no reportable bonuses to a payee.

Dividends

Dividends are dividend payments, other than dividends paid to a payee as an ordinary shareholder of the Company on shares that were acquired by the payee on the same terms as were available at the time of acquisition to other shareholders, that are not in lieu of any other reportable payment. For the year ended December 31, 2017, there were no reportable dividend payments to a payee.

Infrastructure improvement payments

This payment category consists of payments for the construction of infrastructure that do not relate primarily to the operational purposes of the Company.

Cash and in-kind payments

Payments are reported on a cash basis and have been reported in the period in which the payment was made. In-kind payments are converted to an equivalent cash value based on cost or, if cost is not determinable, the in-kind payment is reported at the fair market value. The Company did not incur any in-kind payments during the year ended December 31, 2017.

Significant Estimates and Judgments

The preparation of the Report in accordance with the Act requires the use of judgments, estimates and assumptions. The Company uses judgements and estimates in allocating payments not directly attributable to its commercial development of exploration resources.

Payments by Project Level

Payments have been reported at the project level as required by the Act. A “project” means the operational activities are governed by a single contract, license, lease, concession or similar legal agreement that forms the basis for a payment liability with a payee. If multiple such agreements are substantially interconnected, they would be considered a single project.

“Substantially interconnected” means forming a set of operationally and geographically integrated contracts, licenses, leases or concessions or related agreements with substantially similar terms that are signed with a government and give rise to payment liabilities.

The Company has determined that the operational activities governed by surface or mineral lease contracts related to key operational areas are substantially interconnected and has reported payments related to each such area as a single project. The Company has considered geographical location and common infrastructure as two key indicators for making this determination.

Commercial Development

The Act defines ‘commercial development of oil, gas or minerals’ as:

- a) The exploration or extraction of oil, gas or minerals;
- b) The acquisition or holding of a permit, license, lease or any other authorization to carry out any of the activities referred to in paragraph (a); or
- c) Any other prescribed activities in relation to oil, gas or minerals.

Payments made by the Company to payees relating to the commercial development of minerals (“commercial development”) are disclosed in this Report. The Company’s initial processing activities which are integrated with its extraction operations are included in commercial development. The Report excludes payments that are not related to the Company’s commercial development activities, as defined by the Act and the NRCan Guidance.

Refunds and credits

Cash refunds received from payees have not been reported. Amounts paid to payees have been reported at the amount paid by the Company, including instances where an applicable credit reduces the amount payable, to reflect the net cash payment to the payee.

Attribution of payments

Where a payment was made for the Company by another entity, such payment has been deemed to have been made by the Company and has been included in this Report. This may include payments not directly made to a payee, or was not received directly by the payee.

Payments made in situations of joint control

The Company reports all cash payments that it pays directly to a payee, and includes all amounts paid as an operator as part of a joint arrangement. This is the case even where the Company as the operator has been proportionally and directly reimbursed by its non-operating partners.

Corporate Social Responsibility (“CSR”) Payments

The ESTMA Report includes CSR payments that contractually obligates the Company to make to a payee, or to another party under the direction of a payee, as a result of the Company’s commercial development. Additionally, the Company has reported voluntary CSR payments which have been made to a payee, or to another party under the direction of a payee, and relates directly to the Company’s commercial development. For the year ended December 31, 2017 there were no reportable corporate social responsibility payments to a payee.



May 30, 2018

Independent Auditor's Report

**To the Directors of
Votorantim Cement North America Inc.**

We have audited the accompanying Extractive Sector Transparency Measure Act (ESTMA) Annual Report of Votorantim Cement North America Inc. which comprise the schedule of payments by payee and payments by project for the year ended December 31, 2017, and the related notes, which comprise a summary of significant accounting policies and other explanatory information (the ESTMA Report). The ESTMA Report has been prepared by management using the basis of accounting described in the notes, which is in accordance with the Extractive Sector Transparency Measures Act S.C. 2014, c.39, s 376 (the Act).

Management's responsibility for the ESTMA Report

Management is responsible for the preparation of this ESTMA Report in accordance with the basis of accounting described in the notes, and for such internal control as management determines is necessary to enable the preparation of the ESTMA Report that is free from material misstatement, whether due to fraud or error.

Auditor's responsibility

Our responsibility is to express an opinion on this ESTMA Report based on our audit. We conducted our audit in accordance with Canadian generally accepted auditing standards. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the ESTMA Report is free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the ESTMA Report. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the statement, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation of the ESTMA Report in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the ESTMA Report.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

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PwC refers to PricewaterhouseCoopers LLP, an Ontario limited liability partnership.



Opinion

In our opinion, the Extractive Sector Transparency Measures Act – Annual Report of Votorantim Cement North America Inc. for the year ended December 31, 2017 is prepared, in all material respects, in accordance with the basis of accounting described in the notes.

Basis of accounting

Without modifying our opinion, we draw attention to the notes to the ESTMA Report, which describes the basis of accounting. The ESTMA Report is prepared to assist Votorantim Cement North America Inc. to comply with the reporting requirements of the Act. As a result, the ESTMA Report may not be suitable for another purpose.

PricewaterhouseCoopers LLP

Chartered Professional Accountants, Licensed Public Accountants