

MANAGEMENT'S RESPONSIBILITY FOR FINANCIAL REPORTING

The accompanying condensed consolidated financial statements and Management's Discussion and Analysis of Financial Condition have been prepared by management and approved by the Audit Committee and the Board of Directors of the Company.

These condensed consolidated financial statements were prepared in accordance with International Financial Reporting Standards, as issued by the International Accounting Standards Board, and, where appropriate, reflect management's best estimates and judgements. Management is responsible for the accuracy, integrity and objectivity of the condensed consolidated financial statements and Management's Discussion and Analysis of Financial Condition within reasonable limits of materiality.

To assist management in the discharge of these responsibilities, the Company has developed, documented and maintained a system of internal controls in order to provide reasonable assurance that its assets are safeguarded; that only valid and authorized transactions are executed; and that accurate, timely and comprehensive financial information is prepared in accordance with International Financial Reporting Standards. In addition, the Company has developed and maintained a system of disclosure controls in order to provide reasonable assurance that the financial information is relevant, reliable and accurate.

The Company's Audit Committee is appointed annually by the Board of Directors. The Audit Committee, which is composed entirely of outside directors, meets with management to satisfy itself that management is properly discharging its financial reporting responsibilities and to review the condensed consolidated financial statements and the Management's Discussion and Analysis of Financial Condition. The Audit Committee reports its findings to the Board of Directors for consideration in approving the condensed consolidated financial statements and the Management's Discussion and Analysis of Financial Condition for presentation to the shareholders.

November 8, 2017

(signed) B. R. Hedges
Chief Executive Officer

(signed) M. E. Britton
Executive Vice President and
Chief Financial Officer

CONDENSED CONSOLIDATED STATEMENTS OF EARNINGS (UNAUDITED)

<i>(in millions of Canadian dollars, except per share data)</i>	2017	Quarters ended September 30		Nine months ended September 30	
		2017	2016	2017	2016
Revenues	\$ 850.9	\$ 639.2	\$ 2,470.9	\$ 1,925.0	
Cost of materials (Note 5)	681.0	511.3	1,970.5	1,540.3	
Employee expenses (Note 14)	68.6	60.0	204.3	186.0	
Other operating expenses (Note 14)	43.8	40.3	136.6	124.5	
Earnings before interest, finance expense and provision for income taxes	57.5	27.6	159.5	74.2	
Interest expense (Note 15)	6.4	5.6	17.0	16.5	
Other finance expense (Note 15)	2.0	-	3.0	-	
Earnings before provision for income taxes	49.1	22.0	139.5	57.7	
Provision for income taxes (Note 16)	15.4	6.1	43.7	17.6	
Net earnings for the period	\$ 33.7	\$ 15.9	\$ 95.8	\$ 40.1	
Basic earnings per common share (Note 13)	\$ 0.55	\$ 0.26	\$ 1.55	\$ 0.65	
Diluted earnings per common share (Note 13)	\$ 0.55	\$ 0.26	\$ 1.55	\$ 0.65	

CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS) (UNAUDITED)

<i>(in millions of Canadian dollars)</i>	2017	Quarters ended September 30		Nine months ended September 30	
		2017	2016	2017	2016
Net earnings for the period	\$ 33.7	\$ 15.9	\$ 95.8	\$ 40.1	
Other comprehensive income					
Items that may be reclassified to earnings					
Unrealized foreign exchange (losses) gains on translation of foreign operations	(17.8)	4.0	(33.8)	(26.4)	
Items that may not be reclassified to earnings					
Actuarial gains (losses) on pension and similar obligations net of taxes (Note 21)	7.4	2.3	1.4	(7.2)	
Other comprehensive (loss) income	(10.4)	6.3	(32.4)	(33.6)	
Total comprehensive income	\$ 23.3	\$ 22.2	\$ 63.4	\$ 6.5	

The accompanying notes are an integral part of these condensed consolidated financial statements.

CONDENSED CONSOLIDATED STATEMENTS OF FINANCIAL POSITION *(UNAUDITED)*

<i>(in millions of Canadian dollars)</i>	September 30 2017	December 31 2016
ASSETS		
Current		
Cash and cash equivalents	\$ 145.8	\$ 181.8
Accounts receivable	511.3	359.4
Inventories (Note 5)	775.7	615.8
Prepaid expenses	16.7	8.5
Income taxes receivable	4.9	6.6
	1,454.4	1,172.1
Property, Plant and Equipment (Note 6)	241.0	239.7
Deferred Income Tax Assets	5.6	5.9
Financial and Other Assets	3.9	5.1
Goodwill and Intangibles (Note 7)	91.8	85.7
	\$ 1,796.7	\$ 1,508.5
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current		
Bank indebtedness (Note 8)	\$ 184.6	\$ 34.9
Accounts payable and accrued liabilities	442.3	313.5
Income taxes payable	17.9	5.3
Current portion long-term debt (Note 9)	0.1	0.1
	644.9	353.8
Long-Term Debt (Note 9)	296.3	295.8
Pensions and Benefits (Note 10)	9.0	11.0
Deferred Income Tax Liabilities	16.6	14.5
Provisions and Other Non-Current Liabilities (Note 17)	10.0	8.1
	976.8	683.2
Shareholders' Equity (Note 11)		
Common shares	533.6	532.4
Retained earnings	188.7	161.9
Contributed surplus	16.3	15.9
Accumulated other comprehensive income	81.3	115.1
	819.9	825.3
Total Shareholders' Equity	819.9	825.3
Total Liabilities and Shareholders' Equity	\$ 1,796.7	\$ 1,508.5

The accompanying notes are an integral part of these condensed consolidated financial statements.

ON BEHALF OF THE BOARD,

(signed) J.M. Clark
Director

(signed) A. Laberge
Director

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOW (UNAUDITED)

<i>(in millions of Canadian dollars)</i>	Quarters ended September 30		Nine months ended September 30	
	2017	2016	2017	2016
Operating activities				
Net earnings for the period	\$ 33.7	\$ 15.9	\$ 95.8	\$ 40.1
Depreciation and amortization	8.5	8.7	25.5	26.4
Provision for income taxes	15.4	6.1	43.7	17.6
Interest expense	6.4	5.6	17.0	16.5
Gain on sale of property, plant and equipment	(0.7)	(0.2)	(0.9)	(0.6)
Share-based compensation	0.2	0.3	0.5	0.7
Difference between pension expense and amount funded	-	(8.2)	-	(9.3)
Debt accretion, amortization and other	0.2	0.2	0.5	0.5
Change in fair value of contingent consideration	2.0	-	3.0	-
Interest paid	(1.8)	(1.0)	(12.2)	(11.8)
Cash from operating activities before non-cash working capital	63.9	27.4	172.9	80.1
Changes in non-cash working capital items				
Accounts receivable	(69.7)	(8.8)	(152.1)	(14.7)
Inventories	(58.9)	48.1	(164.7)	67.8
Accounts payable and accrued liabilities	63.2	(26.4)	125.1	(7.7)
Other	(3.9)	1.6	(8.2)	0.4
Change in non-cash working capital	(69.3)	14.5	(199.9)	45.8
Income tax paid, net	(7.7)	(8.4)	(29.1)	(8.8)
Cash (used in) from operating activities	(13.1)	33.5	(56.1)	117.1
Financing activities				
Increase in bank indebtedness	58.0	22.1	149.7	21.0
Issue of common shares	-	-	1.1	-
Dividends on common shares	(23.4)	(23.4)	(70.4)	(70.3)
Issuance of long-term debt	-	-	-	0.2
Repayment of long-term debt	(0.1)	(0.1)	(0.1)	(0.3)
Cash from (used in) financing activities	34.5	(1.4)	80.3	(49.4)
Investing activities				
Purchase of property, plant and equipment	(7.9)	(4.7)	(22.2)	(11.7)
Proceeds on sale of property, plant and equipment	1.1	0.3	1.7	5.4
Payment of contingent consideration	-	-	-	(0.1)
Purchase of business	(25.6)	-	(25.6)	-
Cash used in investing activities	(32.4)	(4.4)	(46.1)	(6.4)
Effect of exchange rates on cash and cash equivalents	(7.5)	1.7	(14.1)	(11.9)
(Decrease) increase in cash and cash equivalents	(18.5)	29.4	(36.0)	49.4
Cash and cash equivalents, beginning of the period	164.3	163.4	181.8	143.4
Cash and cash equivalents, end of the period	\$ 145.8	\$ 192.8	\$ 145.8	\$ 192.8

The accompanying notes are an integral part of these condensed consolidated financial statements.

CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY *(UNAUDITED)*

<i>(in millions of Canadian dollars)</i>	Common Shares	Retained Earnings	Contributed Surplus	Accumulated Other Comprehensive Income	Total
Balance, January 1, 2017	\$ 532.4	\$ 161.9	\$ 15.9	\$ 115.1	\$ 825.3
Payment of dividends	-	(70.4)	-	-	(70.4)
Net earnings for the period	-	95.8	-	-	95.8
Other comprehensive loss for the period	-	-	-	(32.4)	(32.4)
Recognition of share-based compensation	-	-	0.5	-	0.5
Share options exercised	1.2	-	(0.1)	-	1.1
Transfer of net actuarial gains on defined benefit plans	-	1.4	-	(1.4)	-
Balance, September 30, 2017	\$ 533.6	\$ 188.7	\$ 16.3	\$ 81.3	\$ 819.9

<i>(in millions of Canadian dollars)</i>	Common Shares	Retained Earnings	Contributed Surplus	Accumulated Other Comprehensive Income	Total
Balance, January 1, 2016	\$ 531.7	\$ 192.1	\$ 15.2	\$ 129.9	\$ 868.9
Payment of dividends	-	(70.3)	-	-	(70.3)
Net earnings for the period	-	40.1	-	-	40.1
Other comprehensive loss for the period	-	-	-	(33.6)	(33.6)
Recognition of share-based compensation	-	-	0.7	-	0.7
Transfer of net actuarial losses on defined benefit plans	-	(7.2)	-	7.2	-
Balance, September 30, 2016	\$ 531.7	\$ 154.7	\$ 15.9	\$ 103.5	\$ 805.8

The accompanying notes are an integral part of these condensed consolidated financial statements.

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

NOTE 1 GENERAL BUSINESS DESCRIPTION

Russel Metals Inc. (the "Company"), a Canadian corporation with common shares listed on the Toronto Stock Exchange, is a metals distribution company operating in various locations within North America.

The Company's registered office is located at 6600 Financial Drive, Mississauga, Ontario, L5N 7J6.

These condensed consolidated financial statements were authorized for issue by the Board of Directors on November 8, 2017.

NOTE 2 BASIS OF PRESENTATION

These condensed consolidated financial statements, including comparatives, have been prepared using the same accounting policies and methods as those used in the Company's consolidated financial statements for the year ended December 31, 2016. These condensed consolidated financial statements are in compliance with International Accounting Standard 34, Interim Financial Reporting ("IAS 34"). Accordingly, certain information and footnote disclosure normally included in annual financial statements prepared in accordance with International Financial Reporting Standards ("IFRS"), as issued by the International Accounting Standards Board ("IASB"), have been omitted or condensed. The preparation of financial statements in accordance with IAS 34 requires the use of certain critical accounting estimates. It also requires management to exercise judgement in applying the Company's accounting policies. The areas involving a higher degree of judgement or complexity or areas where assumptions and estimates are significant to the financial statements have been set out in the Company's consolidated financial statements for the year ended December 31, 2016. These condensed consolidated financial statements should be read in conjunction with the Company's consolidated financial statements for the year ended December 31, 2016.

These condensed consolidated financial statements have been prepared on a going concern basis under the historical cost convention, as modified by the revaluation of financial assets and financial liabilities (including derivative instruments) at fair value through the condensed consolidated statement of earnings. Historical cost is generally based on the fair value of the consideration given in exchange for assets at the time of the transaction.

These condensed consolidated financial statements are presented in Canadian dollars, which is the Company's functional currency.

NOTE 3 FUTURE ACCOUNTING CHANGES

IFRS 15 Revenue from Contracts with Customers

The Company's implementation team has completed its implementation plan. The Company will not require any changes to its information systems in order to implement the standard.

The Company has elected to adopt the standard using the modified retrospective approach. The Company does not expect that the application of *IFRS 15* will have a material effect on the financial statements as the Company does not have long-term service contracts, multiple element arrangements or any complex revenue transactions. The standard will result in increased disclosure on sources of revenues.

NOTE 4 BUSINESS ACQUISITIONS

The Company accounts for its acquisitions using the acquisition method whereby the assets acquired and the liabilities assumed are recorded at their estimated fair values with the surplus of the aggregate consideration relative to the fair value for the identifiable net assets recorded as goodwill.

On September 1, 2017, the Company completed its acquisition of all of the outstanding common shares of Color Steels Inc., ("Color Steels"). The following is the preliminary allocation of the consideration:

(millions)

Net working capital	\$ 10.9
Property, plant and equipment	4.5
Deferred income tax liability	(1.6)
Intangibles	1.9
Goodwill	9.9
Net identifiable assets acquired	\$ 25.6
Consideration:	
Cash	\$ 25.6

Accounts receivable of \$6.3 million, which were included in net working capital, represented gross contractual accounts receivable of which none is considered uncollectible at the time of acquisition. Any accounts receivable which are not collected will result in a reduction of the consideration.

Intangibles are comprised of customer relationships which will be amortized over a period of 15 years.

The goodwill recorded on the transaction represents growth potential of the new product line and the processing and distribution of pre-finished metals.

The allocations described above are preliminary and subject to change following the final settlement of the various holdbacks which may impact net working capital. Color Steels was consolidated into the Company's operating results effective September 1, 2017 and is reported under the metals service centers segment.

The condensed consolidated statements of earnings of the Company for the nine months ended September 30, 2017 includes the operating results of the acquired business, including revenues of \$4.4 million from September 1, 2017.

If the acquisition had taken place at the beginning of the fiscal year 2017, the acquired business would have increased the Company's revenues by \$37 million for the nine months ended September 30, 2017.

NOTE 5 INVENTORIES

(millions)	Quarters ended September 30		Nine months ended September 30	
	2017	2016	2017	2016
Inventory expensed in cost of materials	\$ 681.0	\$ 511.3	\$ 1,970.5	\$ 1,540.3
Inventory impairment charge, net of reversals	\$ (0.3)	\$ 4.2	\$ 3.5	\$ 6.8

NOTE 6 PROPERTY, PLANT AND EQUIPMENT

Cost (millions)	Land and Buildings	Machinery and Equipment	Leasehold Improvements	Total
Balance, December 31, 2016	\$ 239.0	\$ 345.5	\$ 26.8	\$ 611.3
Additions	3.0	18.5	0.7	22.2
Business acquisition (Note 4)	-	4.5	-	4.5
Disposals	(0.5)	(5.0)	-	(5.5)
Foreign exchange	(2.1)	(6.0)	(0.3)	(8.4)
Balance, September 30, 2017	\$ 239.4	\$ 357.5	\$ 27.2	\$ 624.1

Accumulated depreciation and amortization (millions)	Land and Buildings	Machinery and Equipment	Leasehold Improvements	Total
Balance, December 31, 2016	\$ 103.3	\$ 246.8	\$ 21.5	\$ 371.6
Depreciation and amortization	5.5	14.8	0.5	20.8
Disposals	(0.4)	(4.3)	-	(4.7)
Foreign exchange	(1.0)	(3.3)	(0.3)	(4.6)
Balance, September 30, 2017	\$ 107.4	\$ 254.0	\$ 21.7	\$ 383.1

Net Book Value (millions)

December 31, 2016	\$ 239.7
September 30, 2017	\$ 241.0

All items of property, plant and equipment are recorded and held at cost.

Land, included in land and buildings, was \$43.0 million (December 31, 2016: \$43.2 million).

(millions)	Quarters ended September 30		Nine months ended September 30	
	2017	2016	2017	2016
Depreciation - cost of materials	\$ 2.0	\$ 2.0	\$ 5.9	\$ 6.1
Depreciation - other operating expense	4.9	5.1	14.9	15.5
	\$ 6.9	\$ 7.1	\$ 20.8	\$ 21.6

NOTE 7 GOODWILL AND INTANGIBLES

(millions)	September 30 2017	December 31 2016
Goodwill	\$ 36.2	\$ 27.2
Intangibles	55.6	58.5
	\$ 91.8	\$ 85.7

a) *Goodwill*

Goodwill (millions)	Total
Balance, December 31, 2016	\$ 27.2
Business acquisition (Note 4)	9.9
Foreign exchange	(0.9)
Balance, September 30, 2017	\$ 36.2

The goodwill balance relates to the metals service centers segment.

b) Intangibles

The continuity of intangibles, which are comprised of customer relationships and non-competition agreements acquired through business combinations within the metals service centers and energy products segments, is as follows:

Cost (millions)	Metals Service Centers	Energy Products	Total
Balance, December 31, 2016	\$ 17.9	\$ 70.7	\$ 88.6
Business acquisition (Note 4)	1.9	-	1.9
Foreign exchange	(0.4)	-	(0.4)
Balance, September 30, 2017	\$ 19.4	\$ 70.7	\$ 90.1

Accumulated amortization (millions)	Metals Service Centers	Energy Products	Total
Balance, December 31, 2016	\$ (9.5)	\$ (20.6)	\$ (30.1)
Amortization	(0.9)	(3.5)	(4.4)
Balance, September 30, 2017	\$ (10.4)	\$ (24.1)	\$ (34.5)

Net book value	
December 31, 2016	\$ 58.5
September 30, 2017	\$ 55.6

The remaining amortization period for customer relationships is 6 to 15 years.

NOTE 8 REVOLVING CREDIT FACILITIES

The Company has a credit agreement with a syndicate of banks which provides \$400 million available for borrowings and letters of credit with a term to September 21, 2019. The syndicated facility consists of availability of \$350 million under Tranche I to be utilized for borrowings and letters of credit and \$50 million under Tranche II to be utilized only for letters of credit. Letters of credit are issued under Tranche II first and additional needs are issued under Tranche I. The borrowings and letters of credit are available on a revolving basis, up to an amount equal to the sum of specified percentages of the Company's eligible accounts receivable and inventories, to a maximum of \$400 million. The obligations of the Company under this agreement are secured by a pledge of trade accounts receivable and inventories.

At September 30, 2017, the Company had borrowings of \$200.0 million (December 31, 2016: \$43.0 million) and letters of credit of \$55.7 million (December 31, 2016: \$38.9 million) under this facility.

The Company was in compliance with the financial covenants at September 30, 2017.

NOTE 9 LONG-TERM DEBT

(millions)	September 30 2017	December 31 2016
6.0% \$300 million Senior Notes due April 19, 2022	\$ 296.3	\$ 295.7
Finance lease obligations	0.1	0.2
Less: current portion	(0.1)	(0.1)
	\$ 296.3	\$ 295.8

On April 19, 2012, the Company issued through a private placement, \$300 million 6.0% Senior Notes (the "Notes") due April 19, 2022. Interest is due on April 19 and October 19 of each year.

The Company may redeem the Notes in whole or in part at any time at 103% of the principal amount declining ratably to 100% of the principal amount on or after April 19, 2020.

The Notes contain certain restrictions on the payment of common share dividends in excess of \$0.35 per share per quarter. The Company was in compliance with these covenants at September 30, 2017. The Notes also contain certain covenants that limit the Company's ability to incur additional indebtedness. Fees associated with the issue of the debt are included in the carrying amount of debt and are amortized using the effective interest method.

NOTE 10 PENSIONS AND BENEFITS

As at September 30, 2017, the Company determined its accrued benefit obligations related to the employee future benefit plans using a discount rate of 3.75% (December 31, 2016: 3.75%) and also determined the fair value of the defined benefit pension plan assets as at the statement of financial position date. The net change in the accrued benefit obligations less the fair value of the defined benefit plan assets resulted in an actuarial gain on employee future benefit plans of \$10.2 million for the three month period ended September 30, 2017 (2016: gain of \$3.1 million) and an actuarial gain of \$2.0 million for the nine months ended September 30, 2017 (2016: loss of \$9.8 million) which was recorded, net of tax, through other comprehensive income.

The benefit obligations and plan assets for the Company's pension and other post retirement benefit obligations are as follows:

<i>(millions)</i>	September 30 2017	December 31 2016
Present value of defined benefit pension obligations	\$ 137.1	\$ 135.6
Fair value of plan assets	132.0	128.7
	5.1	6.9
Other post retirement benefit obligations	3.9	4.1
Defined benefit obligations, net	\$ 9.0	\$ 11.0

The following table provides the defined benefit obligation for partially funded plans and unfunded plans.

<i>(millions)</i>	Pension Plans		Other Benefit Plans	
	September 30 2017	December 31 2016	September 30 2017	December 31 2016
Defined benefit obligation, net				
Plans with surplus	\$ (2.4)	\$ -	\$ -	\$ -
Partially funded plans	7.5	6.9	-	-
Unfunded plans	-	-	3.9	4.1
Defined benefit obligation	\$ 5.1	\$ 6.9	\$ 3.9	\$ 4.1

NOTE 11 SHAREHOLDERS' EQUITY

- a) At September 30, 2017 and 2016, the authorized share capital of the Company consisted of:
- (i) an unlimited number of common shares without nominal or par value;
 - (ii) an unlimited number of Class I preferred shares without nominal or par value, issuable in series; and
 - (iii) an unlimited number of Class II preferred shares without nominal or par value, issuable in series.

The Directors have the authority to issue the Class I and Class II preferred shares in series and fix the designation, rights, privileges and conditions to be attached to each series, except that the Class I shares shall be entitled to preference over the Class II shares with respect to the payment of dividends and the distribution of assets in the event of liquidation, dissolution or winding-up of the Company.

b) The number of common shares issued and outstanding is as follows:

	Number of Shares	Amount (millions)
Balance, December 31, 2016	61,735,485	\$ 532.4
Share options exercised	56,709	1.2
Balance, September 30, 2017	61,792,194	\$ 533.6

The continuity of contributed surplus is as follows:

(millions)

Balance, December 31, 2016	\$ 15.9
Share-based compensation expense	0.5
Share options exercised	(0.1)
Balance, September 30, 2017	\$ 16.3

Dividends paid and declared are as follows:

	Quarters ended September 30	
	2017	2016
Dividends paid (millions)	\$ 23.4	\$ 23.4
Dividends paid per share	\$ 0.38	\$ 0.38
Quarterly dividend per share declared on November 8, 2017 (November 8, 2016)	\$ 0.38	\$ 0.38

NOTE 12 SHARE-BASED COMPENSATION

Share Options

The Company has a shareholder approved share option plan, the purpose of which is to provide certain employees of the Company and its subsidiaries with the opportunity to participate in the growth and development of the Company. The following is a continuity of options outstanding:

	Number of Options		Weighted Average Exercise Price	
	September 30 2017	December 31 2016	September 30 2017	December 31 2016
Balance, beginning of period	2,383,203	2,226,728	\$ 26.25	\$ 27.49
Granted	141,773	375,000	28.99	18.11
Exercised	(56,709)	(32,925)	17.70	17.85
Expired or forfeited	(419,895)	(185,600)	33.45	26.22
Balance, end of period	2,048,372	2,383,203	\$ 25.20	\$ 26.25
Exercisable	1,436,371	1,624,626	\$ 26.07	\$ 27.94

The outstanding options had exercise price ranges as follows:

	September 30 2017	December 31 2016
(number of options)		
\$ 29.00 and above	149,172	550,772
\$ 25.37 - \$ 28.99	1,138,765	1,012,537
\$ 16.58 - \$ 25.36	760,435	819,894
Options outstanding	2,048,372	2,383,203

Share Appreciation Rights (SAR)

On February 16, 2017, the Board of Directors approved a Share Appreciation Rights Plan. Under this plan the Company may award SARs to officers and full-time employees as determined by the Board of Directors. The SARs are cash settled and vest over a period of four years in the amount of one quarter each year and expire in ten years from their grant date. At September 30, 2017, there were 63,291 SARs outstanding at an exercise price of \$28.99 whose fair value was \$nil.

Deferred Share Units (DSU)

At September 30, 2017, there were 239,811 DSUs outstanding (December 31, 2016: 207,650). The liability and fair value of DSUs was \$6.6 million at September 30, 2017 (December 31, 2016: \$5.3 million). Dividends declared on common shares accrue to units in the DSU plan in the form of additional DSUs.

Restricted Share Units (RSU)

The Company has a RSU Plan for eligible employees as designated by the Board of Directors. Continuity of RSUs outstanding is as follows:

<i>(number of units)</i>	September 30 2017	December 31 2016
Balance, beginning of the period	216,402	344,115
Granted	74,395	36,616
Paid out	(5,122)	(164,329)
Balance, end of the period	285,675	216,402

The RSU liability at September 30, 2017 was \$6.7 million (December 31, 2016: \$4.7 million). The fair value of RSUs was \$7.9 million at September 30, 2017 (December 31, 2016: \$5.5 million). Dividends declared on common shares accrue to units in the RSU plan in the form of additional RSUs.

NOTE 13 EARNINGS PER SHARE

The net income used in the calculation of basic and diluted earnings per share for the three months ended September 30, 2017 was \$33.7 million (2016: \$15.9 million) and for the nine months ended September 30, 2017 was \$95.8 million (2016: \$40.1 million).

<i>(number of shares)</i>	2017	Quarters ended September 30 2016	2017	Nine months ended September 30 2016
Weighted average shares outstanding	61,792,194	61,703,560	61,779,875	61,702,954
Dilution impact of share options	222,862	71,713	221,587	32,402
Diluted weighted average shares outstanding	62,015,056	61,775,273	62,001,462	61,735,356

NOTE 14 EXPENSES

(millions)	Quarters ended September 30		Nine months ended September 30	
	2017	2016	2017	2016
Employee Expenses				
Wages and salaries	\$ 59.8	\$ 50.3	\$ 175.5	\$ 156.1
Other employee related costs	8.8	9.7	28.8	29.9
	\$ 68.6	\$ 60.0	\$ 204.3	\$ 186.0
Other Operating Expenses				
Plant and other expenses	\$ 24.4	\$ 25.1	\$ 81.5	\$ 77.8
Delivery expenses	12.4	10.2	36.6	31.6
Repairs and maintenance	2.9	2.5	8.3	7.6
Selling expenses	4.2	1.5	8.6	5.0
Professional fees	0.1	1.1	2.4	3.3
Gain on sale of property, plant and equipment	(0.5)	(0.2)	(0.9)	(0.6)
Foreign exchange (gains) losses	0.3	0.1	0.1	(0.2)
	\$ 43.8	\$ 40.3	\$ 136.6	\$ 124.5

NOTE 15 INTEREST AND FINANCE EXPENSE

(millions)	Quarters ended September 30		Nine months ended September 30	
	2017	2016	2017	2016
Interest on 6.0% Senior Notes	\$ 4.7	\$ 4.7	\$ 14.0	\$ 14.0
Other interest expense	1.7	0.9	3.0	2.5
Interest expense	\$ 6.4	\$ 5.6	\$ 17.0	\$ 16.5
Other finance expense (Note 17)	\$ 2.0	\$ -	\$ 3.0	\$ -

Interest expense on long-term debt is comprised of the interest calculated on the face value of long-term debt, issue costs and accretion of the carrying value of the long-term debt. Interest expense on long-term debt is charged to earnings using the effective interest method. Debt accretion and issue cost amortization for the quarters ended September 30, 2017 was \$0.2 million (2016: \$0.2 million) and for the nine months ended September 30, 2017 was \$0.5 million (2016: \$0.5 million).

NOTE 16 INCOME TAXES

The consolidated effective tax rates for the quarters ended September 30, 2017 and September 30, 2016 were 31.4% and 27.7% respectively and for the nine months ended September 30, 2017 and 2016 were 31.3% and 30.5% respectively.

NOTE 17 PROVISIONS AND OTHER NON-CURRENT LIABILITIES

(millions)	September 30 2017	December 31 2016
Contingent consideration	\$ 3.0	\$ -
Provision for decommissioning liabilities	2.4	2.7
Deferred compensation and employee incentives	13.3	10.0
Product warranty provision (Note 20)	-	20.0
	18.7	32.7
Less: current portion	(8.7)	(24.6)
	\$ 10.0	\$ 8.1

- a) The contingent consideration obligations relating to Apex Distribution and Apex Monarch will end on November 30, 2017 and December 31, 2018 respectively. The Company's contingent consideration obligations for Apex Distribution and Apex Monarch are uncapped.

The undiscounted expected cash outflow relating to contingent consideration was estimated to be \$3.0 million (December 31, 2016: \$nil) for Apex Distribution and \$nil (December 31, 2016: \$nil) for Apex Monarch.

- b) Deferred compensation includes the RSU and DSU liabilities. The RSU liabilities that will be paid in December 2017 amounting to \$5.7 million have been reclassified to current accrued liabilities.

NOTE 18 SEGMENTED INFORMATION

For the purpose of segment reporting, operating segments are identified as a component of an entity:

- ◆ that engages in business activities from which it may earn revenues and incur expenses;
- ◆ whose operating results are regularly reviewed by the Company's Chief Executive Officer to make decisions about resources to be allocated to the segment and assess its performance; and
- ◆ for which discrete financial information is available.

Accordingly, the Company conducts business in Canada and the U.S. in three reportable segments.

i) Metals service centers

The Company's network of metals service centers provides processing and distribution services on a broad line of metal products in a wide range of sizes, shapes and specifications, including carbon hot rolled and cold finished steel, pipe and tubular products, stainless steel and aluminium. The Company services all major geographic regions of Canada and certain regions in the Southeastern and Midwestern United States.

ii) Energy products

The Company's energy products operations distribute oil country tubular products, line pipe, tubes, valves, flanges and fittings, primarily to the energy industry in Western Canada and the United States.

iii) Steel distributors

The Company's steel distributors act as master distributors selling steel to customers in large volumes, mainly on an "as is" basis. Steel distributors source their steel domestically and off shore.

The Company has segmented its operations on the basis of management reporting and geographic segments in which it operates. For the quarter ended September 30, 2017 the inter-segment revenues from steel distributors to metals service centers were \$16.2 million (2016: \$8.0 million) and for the nine months ended September 30, 2017 were \$34.8 million (2016: \$31.0 million). These revenues, which are at market rates, are eliminated in the following table.

a) *Results by business segment:*

<i>(millions)</i>	Quarters ended September 30		Nine months ended September 30	
	2017	2016	2017	2016
Segment Revenues				
Metals service centers	\$ 414.9	\$ 348.9	\$ 1,216.8	\$ 1,054.0
Energy products	335.2	215.3	970.3	639.5
Steel distributors	97.2	71.7	275.7	225.2
	847.3	635.9	2,462.8	1,918.7
Other	3.6	3.3	8.1	6.3
	\$ 850.9	\$ 639.2	\$ 2,470.9	\$ 1,925.0
Segment Operating Profits				
Metals service centers	\$ 18.1	\$ 17.4	\$ 64.3	\$ 50.9
Energy products	34.0	6.1	79.2	13.6
Steel distributors	8.1	5.3	26.7	21.4
	60.2	28.8	170.2	85.9
Corporate expenses	(4.4)	(3.0)	(14.4)	(14.0)
Other income	1.7	1.8	3.7	2.3
Earnings before finance expense and provision for income taxes	57.5	27.6	159.5	74.2
Finance expense, net	(8.4)	(5.6)	(20.0)	(16.5)
Provision for income taxes	(15.4)	(6.1)	(43.7)	(17.6)
Net earnings	\$ 33.7	\$ 15.9	\$ 95.8	\$ 40.1
Capital Expenditures				
Metals service centers	\$ 6.2	\$ 4.1	\$ 18.3	\$ 9.5
Energy products	1.2	0.4	3.1	1.5
Steel distributors	0.5	0.2	0.8	0.7
	\$ 7.9	\$ 4.7	\$ 22.2	\$ 11.7
Depreciation Expense				
Metals service centers	\$ 5.7	\$ 5.9	\$ 17.0	\$ 17.8
Energy products	1.0	1.0	3.0	3.2
Steel distributors	0.2	0.2	0.8	0.6
	\$ 6.9	\$ 7.1	\$ 20.8	\$ 21.6

<i>(millions)</i>	September 30 2017	December 31 2016
Current Identifiable Assets		
Metals service centers	\$ 530.3	\$ 408.9
Energy products	599.1	459.4
Steel distributors	172.7	116.9
	1,302.1	985.2
Non-Current Identifiable Assets		
Metals service centers	254.1	241.8
Energy products	70.9	75.5
Steel distributors	6.9	7.3
Total identifiable assets included in segments	1,634.0	1,309.8
Assets not included in segments		
Cash and cash equivalents	145.8	181.8
Income tax assets	10.5	12.5
Deferred financing charges	0.8	1.2
Other assets	3.1	3.9
Corporate and other operating assets	2.5	(0.7)
Total assets	\$ 1,796.7	\$ 1,508.5
Liabilities		
Metals service centers	\$ 223.4	\$ 151.5
Energy products	166.2	111.9
Steel distributors	24.1	12.9
Liabilities by segments	413.7	276.3
Liabilities not included in segments		
Bank indebtedness	184.6	34.9
Income taxes payable and deferred income tax liabilities	34.5	19.8
Long-term debt	296.4	295.9
Pension and benefits	9.0	11.0
Corporate and other liabilities	38.6	45.3
Total liabilities	\$ 976.8	\$ 683.2

b) Results by geographic segment:

<i>(millions)</i>	Quarters ended September 30		Nine months ended September 30	
	2017	2016	2017	2016
Segment Revenues				
Canada	\$ 610.0	\$ 437.1	\$ 1,709.0	\$ 1,325.3
United States	237.3	198.8	753.8	593.4
	\$ 847.3	\$ 635.9	\$ 2,462.8	\$ 1,918.7
Segment Operating Profits				
Canada	\$ 45.6	\$ 26.3	\$ 121.3	\$ 65.4
United States	14.6	2.5	48.9	20.5
	\$ 60.2	\$ 28.8	\$ 170.2	\$ 85.9

<i>(millions)</i>	September 30 2017	December 31 2016
Identifiable Assets		
Canada	\$ 1,231.4	\$ 950.3
United States	402.6	359.5
	\$ 1,634.0	\$ 1,309.8

NOTE 19 FINANCIAL INSTRUMENTS AND RELATED RISK MANAGEMENT

a) *Financial assets and liabilities*

Financial assets and liabilities are as follows:

<i>September 30, 2017 (millions)</i>	Loans and Receivables	Other Financial Liabilities	Total
Cash and cash equivalents	\$ 145.8	\$ -	\$ 145.8
Accounts receivable	511.3	-	511.3
Financial assets	0.8	-	0.8
Bank indebtedness	-	(184.6)	(184.6)
Accounts payables and accrued liabilities	-	(442.3)	(442.3)
Current portion of long-term debt	-	(0.1)	(0.1)
Long-term debt	-	(296.3)	(296.3)
Total	\$ 657.9	\$ (923.3)	\$ (265.4)

<i>December 31, 2016 (millions)</i>	Loans and Receivables	Other Financial Liabilities	Total
Cash and cash equivalents	\$ 181.8	\$ -	\$ 181.8
Accounts receivable	359.4	-	359.4
Financial assets	1.2	-	1.2
Bank indebtedness	-	(34.9)	(34.9)
Accounts payables and accrued liabilities	-	(313.5)	(313.5)
Current portion of long-term debt	-	(0.1)	(0.1)
Long-term debt	-	(295.8)	(295.8)
Total	\$ 542.4	\$ (644.3)	\$ (101.9)

The impact of fair value gains and losses from derivative financial instruments on the condensed consolidated statements of earnings was as follows:

<i>(millions)</i>	Quarters ended September 30		Nine months ended September 30	
	2017	2016	2017	2016
Embedded derivatives	\$ 1.2	\$ (0.1)	\$ (1.1)	\$ (0.3)
Forward contracts	0.1	0.1	1.6	(0.1)

b) *Fair Value*

The fair value of cash and cash equivalents, accounts receivable, bank indebtedness, accounts payable and accrued liabilities approximate their carrying amounts because of the short-term maturity of these instruments.

The fair values of long-term debt are set forth below.

Carrying Amounts

Amounts recorded in the condensed consolidated statement of financial position are referred to as "carrying amounts". The carrying amounts of primary debt are reflected in "Long-term debt" and "Current portion long-term debt".

Fair Value

The Company records its debt at amortized cost using the effective interest method. The fair value of long-term debt as at September 30, 2017 and December 31, 2016 was estimated based on the last quoted trade price, where it exists, or based on current rates available to the Company for similar debt with the same period to maturity.

The following summary reflects the fair value of the long-term debt:

<i>September 30, 2017 (millions)</i>	Primary Debt Instrument	
	Carrying Amount	Fair Value Level 2
6.0% \$300 million Senior Notes due April 19, 2022	\$ 296.3	\$ 308.2
Finance lease obligations	0.1	0.1
Total	\$ 296.4	\$ 308.3
Current portion	\$ 0.1	
Long-term portion	\$ 296.3	

<i>December 31, 2016 (millions)</i>	Primary Debt Instrument	
	Carrying Amount	Fair Value Level 2
6.0% \$300 million Senior Notes due April 19, 2022	\$ 295.7	\$ 304.5
Finance lease obligations	0.2	0.2
Total	\$ 295.9	\$ 304.7
Current portion	\$ 0.1	
Long-term portion	\$ 295.8	

c) Credit risk

Credit risk is the risk of financial loss to the Company if the counterparty to a financial instrument fails to meet its contractual obligation. Credit risk arises from cash and cash equivalents and derivative financial instruments, as well as credit exposure to customers including accounts receivable.

The Company attempts to minimize credit exposure as follows:

- ◆ Cash investments are placed with high-quality financial institutions with limited exposure to any one institution. At September 30, 2017, nearly all cash and cash equivalents were held in institutions that were rated R1 High by DBRS;
- ◆ Counterparties to derivative contracts are members of the syndicated banking facility (Note 8);
- ◆ Credit limits minimize exposure to any one customer; and
- ◆ The customer base is geographically diverse and in different industries.

No allowance for credit losses on financial assets was required as of September 30, 2017 and December 31, 2016, other than the allowance for doubtful accounts. As at September 30, 2017, trade accounts receivable greater than 90 days represented less than 2% of trade accounts receivable (December 31, 2016: 2%).

d) Interest rate risk

Interest rate risk is the risk that the fair value of the future cash flows of a financial instrument will fluctuate because of changes in market rates of interest. The Company is not exposed to significant interest rate risk. The Company's long-term debt is at fixed rates. The Company's bank borrowings, net of cash and cash equivalents used to finance working capital which is short-term in nature, is at floating interest rates.

e) Foreign exchange risk

Foreign exchange risk is the risk that the fair value of the future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Company uses foreign exchange contracts with maturities of less than a year to manage foreign exchange risk on certain future committed cash outflows. As at September 30, 2017, the Company had outstanding forward foreign exchange contracts in the amount of US\$46.7 million maturing in 2017 (2016: US\$14.4 million). A 1% change in foreign exchange rates would not result in a significant increase or decrease in accounts payable or net earnings.

f) *Liquidity risk*

Liquidity risk is the risk that the Company will not meet its financial obligations when due. Liquidity adequacy is assessed in view of seasonal needs, growth requirements, capital expenditures, and the maturity profile of indebtedness. Cash is managed by the centralized treasury function and is invested in money market instruments or bank deposits, with durations ranging up to sixty days. A centralized treasury function ensures that the Company maintains funding flexibility by assessing future cash flow expectations and by maintaining its committed borrowing facilities.

As at September 30, 2017, the Company was contractually obligated to make payments under its financial liabilities that come due during the following periods:

<i>(millions)</i>	Accounts Payable	Long-Term Debt Maturities	Long-Term Debt Interest	Operating Lease Obligations	Total
2017	\$ 442.3	\$ -	\$ 9.0	\$ 5.8	\$ 457.1
2018	-	-	18.0	19.9	37.9
2019	-	-	18.0	14.8	32.8
2020	-	-	18.0	11.7	29.7
2021	-	-	18.0	10.0	28.0
2022 and beyond	-	300.0	9.9	22.8	332.7
Total	\$ 442.3	\$ 300.0	\$ 90.9	\$ 85.0	\$ 918.2

At September 30, 2017, the Company was contractually obligated to repay its borrowings and letters of credit under its bank facilities (Note 8).

g) *Capital management*

The Company manages capital in order to safeguard its ability to continue as a going concern, provide returns to shareholders through its dividend policy and provide the ability to finance future growth. Capital includes shareholders' equity, bank indebtedness and long-term debt, net of cash. The Company manages its capital structure and may make adjustments to the amount of dividends paid to shareholders, purchase shares for cancellation pursuant to issuer bids, issue new shares, issue new debt, repurchase existing debt and extend or amend its banking facilities.

NOTE 20 CONTINGENCIES, COMMITMENTS AND GUARANTEES

a) *Lawsuits and legal claims*

The Company recognizes contingent loss provisions for losses that are probable when management is able to reasonably estimate the loss. When the estimated loss lies within a range, the Company records a contingent loss provision based on its best estimate of the probable loss. If no particular amount within that range is a better estimate than any other amount, the minimum amount is recorded. Estimates of losses may be developed before the ultimate loss is known, and are revalued each accounting period as additional information becomes known. In instances where the Company is unable to develop a reasonable loss estimate, no contingent loss provision is recorded at that time. A contingent loss provision is recorded when a reasonable estimate can be made. Estimates are reviewed quarterly and revised when expectations change. An outcome that deviates from the Company's estimate may result in an additional expense or income in a future accounting period.

The Company and certain of its subsidiaries have been named defendants in a number of legal actions. Although the outcome of these legal actions cannot be determined, management intends to defend all such legal actions and has recorded provisions, as required, based on its best estimate of the potential losses. In the opinion of management, the resolution of these legal actions is not expected to have a material adverse effect on the Company's financial position, cash flows or operations.

During the 2017 first quarter the Company settled and paid an energy products customer claim relating to product that was distributed from 2010 to 2012. The Company had previously provided for the claim.

The Company has also entered into other agreements that provide indemnifications to counterparties in certain transactions including underwriting agreements. These indemnifications generally require the Company to indemnify the counterparties for costs incurred as a result of losses from litigation that may be suffered by counterparties arising from those transactions except in the case of gross negligence by the counterparties.

b) Decommissioning liability

The Company is incurring site cleanup and restoration costs related to properties not utilized in current operations. Remedial actions are currently underway at two sites. Decommissioning liabilities have been estimated using discounted cash flow valuation techniques for cleanup costs based on management's best estimates of the amount required to settle the liability. (Note 17)

The Company has asset retirement obligations relating to the land lease for its Thunder Bay Terminal operation whose lease term expires in 2031. The landlord has the option to retain the equipment or to require the Company to remove it. In addition, the Company has end-of-lease obligations in certain service center operations.

c) Business combinations and investments

The Company has contractual obligations to pay additional consideration for its acquisitions of Apex Distribution and Apex Monarch, based upon the achievement of performance measures during the first five years of ownership. These obligations end on November 30, 2017 and December 31, 2018, respectively.

NOTE 21 OTHER COMPREHENSIVE INCOME (LOSS)

Income taxes on other comprehensive income (loss) are as follows:

<i>(millions)</i>	Quarters ended September 30		Nine months ended September 30	
	2017	2016	2017	2016
Tax on items that may not be reclassified to earnings				
Income tax (expense) recovery on actuarial losses on pension and similar obligations	\$ (2.8)	\$ (0.8)	\$ (0.6)	\$ 2.6