FORM 10

MATERIAL CHANGE REPORT

Pursuant to section 64 of the Securities Act, 2012

RECORD'S MANAGEMENT
RECEIVED
JUL 05 2016
KJ
TTSEC

1. NAME OR REPORTING ISSUER

Name of Reporting Issuer
GUARDIAN HOLDINGS LIMITED 1 Guardian Drive, Westmoorings, Trinidad

2. DATE OF MATERIAL CHANGE

Date Of Material Change
May 12, 2016

3. DESCRIPTION OF MATERIAL CHANGE

Description of Material Change
Guardian Holdings Limited ("GHL") has been notified by letter dated July 1, 2016 and received on July 1, 2016 that Mr. Michael Lee-Chin became a substantial shareholder of GHL in accordance with section 182 of the Companies Act, Chapter 81:01. The details of the acquisition of GHL shares through Mr. Lee-Chin's nominees are detailed on the attached organizational chart.

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?	x	

If "No"

Date of Publication of Notice (dd/mmm/yyyy)
n/a

If "Yes"

State the reasons for applying for the exemption
By virtue of publication in the Press on May 13, 2016 National Commercial Bank Jamaica Limited ("NCBJ") advised of its acquisition through its nominee and affiliate, NCB Financial Group Limited of 69,547,241 GHL shares, which represents 29.99% of the issued and outstanding shares of GHL. Mr. Lee-Chin is well known as the majority shareholder of NCBJ and we believe that publication of an Announcement advising of Mr. Lee-Chin becoming a substantial shareholder of GHL under section 182 of the Companies Act Chapter 81:01 would not provide any more information to the investing public than they already have and could be confusing. We therefore request an exemption from this requirement.

5. DETAILS OF SENIOR OFFICER

Name (Salutation, First name, Last name)	Mrs. Fe Lopez-Collymore
Position in Organization	Corporate Secretary and General Counsel
Business Address	1 Guardian Drive Westmoorings Trinidad
Work Phone (1-xxx-xxx-xxxx)	1-868-632-5433 (ext. 2606)
Fax Phone(1-xxx-xxx-xxxx)	1-868-632-5695
Email Address	Fe.Lopez-Collymore@myguardiangroup.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.

Fe Lopez-Collymore		Corporate Secretary & General Counsel	July 1, 2016
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/yy)	

Approved By : _____

Date (DD/MM/YYYY) _____