

## FORM 10A

### MATERIAL CHANGE REPORT

Pursuant to Section 64 of the Securities Act, 2012

<b>General Instructions:</b>	<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: The Director Market Regulation and Surveillance Division Trinidad and Tobago Securities and Exchange Commission Levels 22 – 23, Tower D, International Waterfront Centre, 1 Wrightson Road, Port of Spain, Trinidad and Tobago</p>
<b>Item 1</b>	State the name of the reporting issuer as specified in its constituting documents, and include the issuer's primary business address.
<b>Item 2</b>	State the exact date of the material change. Please note that only one date is to be included in this field.
<b>Item 3</b>	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 relevant information that would be subject to disclosure include: dates, parties, terms and conditions, effect on financial condition, value, consideration paid for purchases/investments, sources of financing or funding, reasons for the change, purpose of the change, and a general comment on the probable impact of the material change on the reporting issuer.
<b>Item 4</b>	<p>State whether the issuer is seeking an exemption from publishing a notice in accordance with Section 64(2) of the Securities Act 2012, by completing the associated "YES" or "NO" sections of the form accordingly.</p> <p>If the issuer is not seeking an exemption, state the scheduled date(s) for the publication of the Notices and the associated daily newspapers of general circulation.</p>

	If the issuer is seeking an exemption, state the issuer's reason(s) for applying for the exemption.
<b>Item 5</b>	State 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.
<b>Item 6</b>	Include the signature of the Senior Officer identified in Item 5, confirming the material change report, and certifying the statement outlined.





**FORM 10A**

**MATERIAL CHANGE REPORT**

May 08, 2023, 10:25 am

**Pursuant to Section 64 of the Securities Act, 2012**

1. NAME OF REPORTING ISSUER

Name of Reporting Issuer
Guardian Holdings Limited

2. DATE OF MATERIAL CHANGE

Date of material change
May 4, 2023

3. DESCRIPTION OF MATERIAL CHANGE

Provide a description of the material change
<p><b>APPOINTMENT OF DIRECTOR – DEXTER MAITLAND</b> Guardian Holdings Limited (“the Company”) advises that at the Company’s Annual Meeting held on May 4, 2023, Mr. Dexter Maitland was elected as a Director of the Company.</p> <p>Mr. Maitland is an accomplished financier who has been active in the City of London since 1998. During that time he has built a world class multi-billion United States dollar project financing business for a major Asian bank, and continues to perform at the frontier of financial innovation. Apart from his proven financial expertise, he brings extensive experience in market penetration and navigating regulatory environments, in both developed and emerging markets.</p> <p>Guardian Group is pleased to welcome Mr. Gerrard to the Board of Guardian Holdings Limited.</p> <p><b>RETIREMENT OF DIRECTORS</b> Guardian Holdings Limited (“the Company”) also advises that at the Company’s Annual Meeting held on May 4, 2023, Mr. Henry Peter Ganteaume and Mr. Maxim Rochester retired from the Board and did not offer themselves for re-election. Such retirement took effect at the close of the Annual Meeting.</p> <p>Guardian Group takes this opportunity to sincerely thank Mr. Ganteaume and Mr. Rochester for their invaluable contribution and wishes them well in the future.</p>

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)	on or before May 11, 2023
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If “Yes”

State the reasons for applying for the exemption
N/A




5. DETAILS OF SENIOR OFFICER

Name (First name, Last name)	Richard Avey
Position in Organization	Corporate Secretary & General Counsel
Business Address	1 Guardian Drive, Westmoorings
Work Phone (1-xxx-xxx-xxxx)	868-226-2606
Fax Phone(1-xxx-xxx-xxxx)	
Email Address	Richard.Avey@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.

Richard Avey                                            Corporate Secretary & General Counsel                      May 4, 2023

**Print Name**                                      **Signature**                                      **Position**                                      **Date**

**FOR OFFICIAL USE ONLY**

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) \_\_\_\_\_