

FORM 10

MATERIAL CHANGE REPORT

Pursuant to section 64 of the Securities Act, 2012



1. NAME OR REPORTING ISSUER

<b>Name of Reporting Issuer</b>
GUARDIAN HOLDINGS LIMITED 1 Guardian Drive, Westmoorings, Trinidad

2. DATE OF MATERIAL CHANGE

<b>Date Of Material Change</b>
May 13, 2016

3. DESCRIPTION OF MATERIAL CHANGE

<b>Description of Material Change</b>
Mrs. Marianne Loner has tendered her resignation as a member of the GHL Board of Directors with effect from May 13, 2016. Mrs. Loner has chosen to resign her position given the recent changes in ownership of Guardian Holdings Limited, whereby the International Finance Corporation (on whose nomination as a shareholder her appointment to the Board was effected) no longer has an interest in the Company. The Board does not intend to fill the vacancy created by Mrs. Loner's resignation at this time.

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"

<b>Date of Publication of Notice (dd/mmm/yyyy)</b>
May 17, 2016

If "Yes"

<b>State the reasons for applying for the exemption</b>
N/A

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	<a href="mailto:Fe.Lopez-Collymore@myguardiangroup.com">Fe.Lopez-Collymore@myguardiangroup.com</a>

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

May 13, 2016

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/yy)	

Approved By :

Date (DD/MM/YYYY)

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