



FORM 10

MATERIAL CHANGE REPORT

Pursuant to section 64 of the Securities Act, 2012

1. NAME OF REPORTING ISSUER

<b>Name of Reporting Issuer</b>
GUARDIAN HOLDINGS LIMITED

2. DATE OF MATERIAL CHANGE

<b>Date of material change</b>
February 22, 2018

3. DESCRIPTION OF MATERIAL CHANGE

<b>Provide a description of the material change</b>
<p>Guardian Holdings Limited (GHL) hereby advises that on February 22, 2018 it received a letter issued by the Trinidad and Tobago Securities and Exchange Commission ("the Commission") regarding the NCB Global Holdings Limited's ("Offeror") Offer and Take-Over Bid Circular ("the Offer"). The letter advised that the Commission will be convening a <b>Hearing</b> ("the <b>Hearing</b>") on a date to be announced in accordance with Section 159 of the Securities Act 2012.</p> <p>The purpose of the <b>Hearing</b> is to consider whether to make an order pursuant to Section 155 (1) of the Act and By-Law 24 of the Take Over By-Laws with respect to the facts and circumstances surrounding the Offeror's equity interest in GHL and the issuance of the Offer.</p> <p>The first matter will be for the issuance of procedural directions ("the <b>Procedural Hearing</b>"). The <b>Procedural Hearing</b> will be held at the Commission's office located at 57-59 Dundonald Street, Port of Spain on Monday February 26, 2018 at 1:30PM. Further notice of the date and time of the <b>Hearing</b> which will be an expedited <b>Hearing</b> will be provided after the <b>Procedural Hearing</b>.</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?		x

If "No"

<b>Date of Publication of Notice (dd/mmm/yyyy)</b>	No later than March 5, 2018.
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If "Yes"


State the reasons for applying for the exemption
N/A

5. DETAILS OF SENIOR OFFICER

Name (Salutation, First name, Last name)	Ms. Kathryn Abdulla
Position in Organization	GHL Assistant Company Secretary
Business Address	1 Guardian Drive, Westmoorings Trinidad.
Work Phone (1-xxx-xxx-xxxx)	1-868-226-2043
Fax Phone(1-xxx-xxx-xxxx)	1-868-632-5695
Mobile Phone (1-xxx-xxx-xxxx)	1-868-789-5996
Email Address	<a href="mailto:kathryn.abdulla@myguardiangroup.com">kathryn.abdulla@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.

Kathryn Abdulla                                            Assistant Secretary                      27/02/18  
\_\_\_\_\_  
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) \_\_\_\_\_