



FORM 10

MATERIAL CHANGE REPORT

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
29-Dec-2017

3. DESCRIPTION OF MATERIAL CHANGE

Provide a description of the material change
<p style="text-align: center;">SEC</p> <p>Guardian Holdings Limited filed a Directors' Circular dated December 29, 2017 in response to the Bid Circular dated the 8th day of December 2017 from NCB Financial Group Limited sent to the Shareholders of Guardian Holdings Limited ("GHL"), offering to acquire up to 74,230,750 ordinary shares in GHL (the "GHL Shares") for US\$2.35 per GHL Share.</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 type="checkbox"/>

If "No"

Date of Publication of Notice (dd/mmm/yyyy)	PUBLICATION WAS MADE ON DEC 29, 2017
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If "Yes"

State the reasons for applying for the exemption
NOT APPLICABLE

5. DETAILS OF SENIOR OFFICER

Name (Salutation, First name, Last name)	KATHRYN ABDULLA
Position in Organization	ASSISTANT 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
Email Address	Kathryn.Abdulla@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.

KATHRYN ABDULLA



ASSISTANT SECRETARY

2 JANUARY 2018

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)