



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
FEBRUARY 14, 2019

3. DESCRIPTION OF MATERIAL CHANGE

Provide a description of the material change
<p>Guardian Holdings Limited (GHL) hereby advises that on February 14, 2019 the Board of Directors was presented with a Notice of Extension of Closing Date issued by NCB Global Holdings Limited (NCBGH) regarding its Offer and Take-Over Bid Circular dated December 31, 2018 (as amended by the Notice of Correction dated the 31st day of December, 2018; the Notice of Extension of Closing Date dated the 7th day of February, 2019; and the Notice of Extension of Closing Date dated the 11th day of February, 2019, the 'Offer Circular') to acquire up to 74,230,750 ordinary shares ( the 'Offer Shares') so as to result in NCBGH holding not more than 62% of the issued and outstanding shares of GHL at a cash price of United States (US) \$2.79 per ordinary share (the 'Offer').</p> <p>The Offer will accordingly remain open for acceptance until the 30th day of April, 2019 at 4:00pm (the 'Extended Closing Date').</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)	NO LATER THAN FEBRUARY 25, 2019
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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)	MRS. KATHRYN ABDULLA
Position in Organization	CORPORATE 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



CORPORATE SECRETARY

FEBRUARY 14, 2019

**Print Name**

**Signature**

**Position**

**Date**

**FOR OFFICIAL USE ONLY**

<b>Tool</b>	<b>ID Information</b>
Registrant's Number	
Director's Number	
Document / Record Number	
Record's Management Date Received (dd/mm/yyyy)	

Approved By : \_\_\_\_\_

Date (DD/MM/YYYY) \_\_\_\_\_