



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

2. DATE OF MATERIAL CHANGE

<b>Date of material change</b>
February 2, 2018

3. DESCRIPTION OF MATERIAL CHANGE

<b>Provide a description of the material change</b>
Guardian Holdings Limited (GHL) hereby advises that on February 2, 2018 the Board of Directors was presented with a Notice of Extension of Closing Date ('the Further Notice') issued by NCB Global Holdings Limited (NCBGH) regarding its Offer and Take-Over Bid Circular to all Shareholders for NCB to acquire up to 74,230,750 ordinary shares in GHL at the Offer Price in cash of US \$2.35 per ordinary share ('the Original Offer Documents')

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/mm/yyyy)</b>	No later than February 13, 2018.
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If "Yes"

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

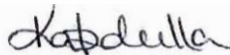
5. DETAILS OF SENIOR OFFICER

Name (Salutation, First name, Last name)	Mrs. 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
Mobile Phone (1-xxx-xxx-xxxx)	1-868-789-5996
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

2/2/18

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) \_\_\_\_\_