

FORM 10

MATERIAL CHANGE REPORT

Pursuant to section 64 of the Securities Act, 2012



1. NAME OR REPORTING ISSUER

Name of Reporting Issuer
GUARDIAN HOLDINGS LIMITED 1 Guardian Drive, Westmoorings, Trinidad

2. DATE OF MATERIAL CHANGE

Date Of Material Change
December 8, 2017

3. DESCRIPTION OF MATERIAL CHANGE

Description of Material Change
The Board of Guardian Holdings Limited on the 8 th day of December, 2017 received a Bid Circular dated the 8 th 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.

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"

Date of Publication of Notice (dd/mmm/yyyy)
December 9, 2017

If "Yes"

State the reasons for applying for the exemption
N/A

5. DETAILS OF SENIOR OFFICER

Name (First name, Last name)	Richard Avey
Position in Organization	General Counsel
Business Address	1 Guardian Drive, Westmoorings Trinidad.
Work Phone (1-xxx-xxx-xxxx)	1-868-226-2570
Fax Phone(1-xxx-xxx-xxxx)	1-868-632-5695
Mobile Phone (1-xxx-xxx-xxxx)	1-868-740-7777
Email Address	Richard.Avey@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.

Richard Avey



General Counsel

Dec 8, 2017

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) _____