



FORM 10

MATERIAL CHANGE REPORT

Pursuant to section 64 of the Securities Act, 2012 and by-law 50 of the Securities (General)
By-Laws, 2013

1. NAME OR REPORTING ISSUER

Name of Reporting Issuer
JMMB GROUP LIMITED

2. DATE OF MATERIAL CHANGE

Date of material change
May 16 2019

3. DESCRIPTION OF MATERIAL CHANGE

<p>Provide a description of the material change</p> <p>JMMB Group Limited (JMMB) has committed to investing a minimum of US\$200 million in Alignvest Acquisition II Corporation (AQY), which is a publicly-traded Special Purpose Acquisition Corporation that is listed on the Toronto Stock Exchange. AQY is currently set to acquire 100% of the ordinary shares of Sagikor Financial Corporation (SFC). Upon the completion of AQY's acquisition of SFC, AQY and SFC will then collapse into a new single entity (New Sagikor). Following the completion of the investment transaction, JMMB will own no less than 20% of the shareholdings of New Sagikor. SFC is a leading financial services provider in the Eastern Caribbean, Trinidad and Tobago, and Jamaica; with growing presence as a provider of life insurance products in the United States.</p> <p>JMMB's acquisition of a minority stake in New Sagikor is a major investment, and will give JMMB a unique opportunity to participate in the future growth of a market leader in the Caribbean insurance and asset management sectors. Additionally, New Sagikor will become an associated company of JMMB Group and, as part of the agreement; JMMB will have the right to nominate two eligible and qualified directors to serve on the board of directors of New Sagikor. Those nominees are initially expected to be Keith Duncan, the Group CEO of JMMB, and Archibald Campbell, the chairman of the board of directors of JMMB Group.</p> <p>The transaction is subject to regulatory approval.</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"/>	X <input type="checkbox"/>

If "No"

Proposed Date of Publication of Notice (dd/mm/yyyy)	21/05/2019
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If "Yes"

State the reasons for applying for the exemption

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5. DETAILS OF SENIOR OFFICER

Name (First name, Last name)	CAROLYN DACOSTA
Position in Organization	CORPORATE SECRETARY
Business Address	6 HAUGHTON TERRACE KINGSTON 10 JAMAICA
Work Phone (1-xxx-xxx-xxxx)	1-876-704-3521
Fax Phone (1-xxx-xxx-xxxx)	1-876-960-3381
Email Address	CAROLYN_DACOSTA@JMMB.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.

Carolyn Dalosta [Signature] Corporate Sec May 16, 2019
Print Name Signature Position Date

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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) _____