FORM 10

MATERIAL CHANGE REPORT

Pursuant to section 64 of the Securities Act, 2012

1. NAME OF REPORTING ISSUER

Name of Reporting Issuer
NCB FINANCIAL GROUP LIMITED

2. DATE OF MATERIAL CHANGE

Date of material change
FEBRUARY 7, 2019

3. DESCRIPTION OF MATERIAL CHANGE

Provide a description of the material change
Although not considered material in the context of the affairs of NCB Financial Group Limited (NCBFG), NCBFG advises that NCB Global Holdings Limited, a wholly owned subsidiary, has extended the closing date for acceptance of its offer made to all shareholders of Guardian Holdings Limited to 4p.m., February 11, 2019.

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?	☒	☐

If "No"

Date of Publication of Notice (dd/mmm/yyyy)	

If "Yes"

State the reasons for applying for the exemption
The extension of the Offer Period is already being widely publicized.

5. DETAILS OF SENIOR OFFICER

Name (Salutation, First name, Last name)	DAVE L GARCIA
Position in Organization	GROUP GENERAL COUNSEL & CORPORATE SECRETARY
Business Address	32 TRAFALGAR ROAD, KINGSTON 10
Work Phone (1-xxx-xxx-xxxx)	876-935-2445
Fax Phone(1-xxx-xxx-xxxx)	876-929-8930
Email Address	garcisdl@jncb.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.

DAVE L GARCIA		CORPORATE SECRETARY	FEBRUARY 7, 2019
Print Name	**Signature**	**Position**	**Date**