



**FORM 10A**

**MATERIAL CHANGE REPORT**

*By gcharles at 9:43:33 am, 01/05/2026*

**Pursuant to Section 64 of the Securities Act, 2012**

<b>General Instructions:</b>	<p>Please complete all relevant sections; where the allocated space is insufficient, you may continue on a separate page and attach to the completed form. All supporting information and attached pages should be appropriately numbered and referenced.</p> <p>This report and any attachments should be certified by a Senior Officer of the Reporting Issuer.</p> <p>Completed reports should be submitted to: The Director Market Regulation and Surveillance Division Trinidad and Tobago Securities and Exchange Commission Levels 22 – 23, Tower D, International Waterfront Centre, 1 Wrightson Road, Port of Spain, Trinidad and Tobago</p>
<b>Item 1</b>	State the name of the reporting issuer as specified in its constituting documents, and include the issuer’s primary business address.
<b>Item 2</b>	State the exact date of the material change. Please note that only one date is to be included in this field.
<b>Item 3</b>	Provide sufficient disclosure regarding the material change to enable a reader to appreciate the nature and substance of the material change without having to refer to any other sources. Examples of relevant information that would be subject to disclosure include: dates, parties, terms and conditions, effect on financial condition, value, consideration paid for purchases/investments, sources of financing or funding, reasons for the change, purpose of the change, and a general comment on the probable impact of the material change on the reporting issuer.
<b>Item 4</b>	<p>State whether the issuer is seeking an exemption from publishing a notice in accordance with Section 64(2) of the Securities Act 2012, by completing the associated “YES” or “NO” sections of the form accordingly.</p> <p>If the issuer is not seeking an exemption, state the scheduled date(s) for the publication of the Notices and the associated daily newspapers of general circulation.</p>

	If the issuer is seeking an exemption, state the issuer's reason(s) for applying for the exemption.
<b>Item 5</b>	State the name, position, business telephone number and email address of a senior officer of the reporting issuer who may be contacted to discuss further details regarding the material change.
<b>Item 6</b>	Include the signature of the Senior Officer identified in Item 5, confirming the material change report, and certifying the statement outlined.





**FORM 10A**

**MATERIAL CHANGE REPORT**

*By gcharles at 9:44:36 am, 01/05/2026*

**Pursuant to Section 64 of the Securities Act, 2012**

**1. NAME OF REPORTING ISSUER**

<b>Name of Reporting Issuer</b>
GUARDIAN HOLDINGS LIMITED

**2. DATE OF MATERIAL CHANGE**

<b>Date of material change</b>
April 30th 2026

**3. DESCRIPTION OF MATERIAL CHANGE**

<b>Provide a description of the material change</b>
<p>Guardian Holdings Limited advises that on 30 April 2026, its Board of Directors approved a strategic initiative involving the acquisition of 100% of the issued and outstanding common equity of NCB Merchant Bank Trinidad &amp; Tobago Limited by Guardian Insurance Limited.</p> <p>Upon completion of the acquisition, the Group will establish a Centre of Excellence for its merchant banking operations in Trinidad and Tobago. This strategic alignment is designed to centralise expertise, streamline regional operations and enhance the Group's capacity to deliver investment banking services.</p> <p>The completion of this transaction remains contingent upon the receipt of all requisite regulatory approvals. The transaction is anticipated to strengthen the Group's strategic and financial position, while enhancing operational efficiency and enabling a more focused approach to serving our clients.</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)	MAY 1st 2026
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If “Yes”

State the reasons for applying for the exemption


5. DETAILS OF SENIOR OFFICER

Name (First name, Last name)	KRYSTAL BAYNES-HOSEINEE
Position in Organization	CHIEF GOVERNANCE OFFICER AND CORPORATE SECRETARY
Business Address	1 GUARDIAN DRIVE, WESTMOORINGS
Work Phone (1-xxx-xxx-xxxx)	1-868-226-2043
Fax Phone(1-xxx-xxx-xxxx)	
Email Address	Krystal.Baynes-Hoseinee@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.

KRYSTAL BAYNES-  
HOSEINEE



CORPORATE  
SECRETARY

1.05. 2026

**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)