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By gcharles at 4:23:26 pm, 13/10/2026

FORM 10A

MATERIAL CHANGE REPORT

Pursuant to Section 64 of the Securities Act, 2012

General Instructions:	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. This report and any attachments should be certified by a Senior Officer of the Reporting Issuer. 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
Item 1	State the name of the reporting issuer as specified in its constituting documents, and include the issuer's primary business address.
Item 2	State the exact date of the material change. Please note that only one date is to be included in this field.
Item 3	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.
Item 4	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. 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.

	If the issuer is seeking an exemption, state the issuer's reason(s) for applying for the exemption.
Item 5	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.
Item 6	Include the signature of the Senior Officer identified in Item 5, confirming the material change report, and certifying the statement outlined.

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By gcharles at 4:24:16 pm, 13/10/2026

FORM 10A

MATERIAL CHANGE REPORT

Pursuant to Section 64 of the Securities Act, 2012

1. NAME OF REPORTING ISSUER

Name of Reporting Issuer
Guardian Holdings Limited

2. DATE OF MATERIAL CHANGE

Date of material change
10 October 2026

3. DESCRIPTION OF MATERIAL CHANGE

Provide a description of the material change
Guardian Holdings Limited ("GHL") advises of a material development further to its announcement dated 1 May 2026 regarding the establishment of a Financial Holding Company ("FHC"). GHL has received from the Central Bank of Trinidad and Tobago ("CBTT"), a letter of non-objection in relation to phase 1 of Guardian Group's proposed restructuring. This phase of the transaction relates to the proposed reorganisation of ownership interests with the Guardian Group as part of a broader restructuring initiative. Following receipt of the CBTT letter of non-objection, the phase 1 restructuring commenced with effect from 10 October 2026. As part of the restructuring process and in preparation for the proposed future structure of the Group, Guardian Insurance Limited, the legal entity intended to become the Financial Holding Company of the Guardian Group has changed its name to Guardian Group Financial Holdings Limited ("GGFHL"). GGFHL will remain a wholly owned subsidiary of Guardian Holdings Limited. The receipt of the CBTT's non-objection represents an important milestone in the restructuring process. However, implementation remains subject to outstanding regulatory approvals and permits, including the approval and issuance of the proposed FHC permit. Accordingly, the Guardian Group continues to operate under its existing corporate and regulatory structure and will provide updates on material developments as they arise. GHL continues to function as the overall holding company for the Guardian Group, listed on the Trinidad and Tobago and Jamaica Stock Exchanges.

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)	on or before 14 October 2026

If "Yes"

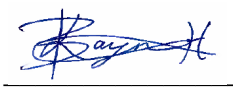
State the reasons for applying for the exemption

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, Trinidad
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		CHIEF GOVERNANCE OFFICER AND CORPORATE SECRETARY	13-Oct-26
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/yyyy)	

Approved By : _____ Date (DD/MM/YYYY) _____