FORM 10

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

SEPTEMBER 30, 2015

3. DESCRIPTION OF MATERIAL CHANGE

Provide a description of the material change



Mr. Douglas Camacho, having attained retirement age, retired as a Senior Officer of Guardian Holdings Limited on September 30, 2015. He will continue to serve on the board of Guardian Holdings Limited as a non-executive director.

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? | | × |
| accordance with section 64(2) of the Securities Act 2012? | | |

If "No"

| Date of Publication of Notice | |
|-------------------------------|---------------------------------|
| (dd/mmm/yyyy) | No later than September 9, 2015 |
| | |

If "Yes"

| State the reaso | ons for applying for the exemption |
|-----------------|------------------------------------|
| | |
| | |
| n/a | WILLES & ELE |
| | S In 2 E |
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| | |
| | COLORA NO. |

5. DETAILS OF SENIOR OFFICER

| Name (Salutation, First name, Last name) | MRS. FE LOPEZ-COLLYMORE |
|---|--|
| Position in Organization | CORPORATE SECRETARY AND GENERAL COUNSEL |
| Business Address | 1 GUARDIAN DRIVE, WESTMOORINGS, TRINIDAD |
| Work Phone (1-xxx-xxx- xxxx) | 1-868-632-5433 |
| Fax Phone(1-xxx-xxx-xxxx) | 1-868-632-5695 |
| Email Address | Fe.Lopez-Collymore@myguardiangroup.com |

6. DATE, CERTIFICATION AND SIGNATURE

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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.

| Print Name | Signature | Position | Date | |
|------------------|-----------|--|------|--|
| FE LOPEZ-COLLYMO | | COLFOLATE SE AND GENERAL COUNSEL | | |

FOR OFFICIAL USE ONLY

| Tool | ID Information | |
|--|-------------------|--|
| Registrant's Number | | |
| Director's Number | | |
| Document / Record Number | | |
| Record's Management Date Received (dd/ | nm/yyyy) | |
| Record's Management Date Received (dd/ | nm/yyyy) | |
| Approved By : | Date (DD/MM/YYYY) | |
| | | |