

FORM 10

MATERIAL CHANGE REPORT



Pursuant to Section 64 of the Securities Act, 2012

Aug 16, 2021, 11:19 am

1. NAME OR REPORTING ISSUER

Name of Reporting Issuer
GUARDIAN HOLDINGS LIMITED 1 Guardian Drive, Westmoorings, Trinidad

2. DATE OF MATERIAL CHANGE

Date Of Material Change
09-July-2021

3. DESCRIPTION OF MATERIAL CHANGE

Provide a description of the material change
<p>NCB Global Holdings Limited (“NCBGHL”) a substantial shareholder of Guardian Holdings Limited (“GHL/the Company”), issued a Prospectus to the Jamaican market inviting offers for the purchase of 2,000,000 Ordinary Shares in the Company at a price of 795.00 JMD per share.</p> <p>On 9th July 2021 NCBGHL notified GHL that it disposed of 451,612 GHL shares pursuant to the above offer which were allocated to shareholders on 16th June 2021. The balance of shares held by NCBGHL in GHL is therefore 143,326,379.</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?	X	

If “No”

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

If “Yes”

State the reasons for applying for the exemption
Pursuant to section 64 (2) (b) the disclosure under section 64 (1) (b) would be unwarranted for the following reasons:

1. GHL disclosed and notified the Commission and investors about the offer by NCBGHL on the Jamaica Stock Exchange of 2,000,000 shares in the Company on May 19, 2021.
2. Notices were published to the investing public regarding the offer pursuant to section 64 (1) (b).
3. By virtue of GHL's publication and notice of the offer to the investing public in May 2021, investors were adequately notified of the decrease in the holdings of the significant shareholder, NCBGHL.
4. A total of 451,612 ordinary shares which represents 22.58 percent of the total offer were subscribed and allotted to Shareholders, which represents an immaterial change to the total shareholding of NCBGHL.
5. In light of the foregoing, the change in the shareholding interest by NCBGHL is too diminutive to be deemed as important to a reasonable investor in making an investment decision.
6. Information on the NCB Financial Group Limited's interest in GHL, the parent company of NCBGH, is in the public domain and available to the investing public.

5. DETAILS OF SENIOR OFFICER

Name (Salutation, First name, Last name)	Mr. Richard Avey
Position in Organization	Corporate Secretary
Business Address	1 Guardian Drive Westmoorings Trinidad
Work Phone (1-xxx-xxx-xxxx)	1-868-226-2606
Fax Phone(1-xxx-xxx-xxxx)	1-868-632-5695
Mobile Phone (1-xxx-xxx-xxxx)	1-868-740-7777
Email Address	Richard.Avey@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.

Richard Avey



Corporate Secretary

July 13, 2021

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/yy)	

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