

**MATERIAL CHANGE REPORT**

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

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
May 17, 2021

May 19, 2021, 12:15 pm

3. DESCRIPTION OF MATERIAL CHANGE

Description of Material Change
<p>Guardian Holdings Limited (“GHL/the Company”) hereby advises that on May 17, 2021, the Company was notified that NCB Global Holdings Limited (“NCBGHL”) a substantial shareholder of GHL, issued a Prospectus to the Jamaican market inviting offers for the purchase of 2,000,000 Ordinary Shares in the Company at the price of 795.00 JMD per share.</p> <p>The Prospectus dated May 13, 2021 was registered by the Registrar of Companies and the Financial Services Commission in Jamaica on May 17, 2021 and was issued to prospective investors in the Jamaican public on even date.</p> <p>The transaction will open on May 31, 2021 (“opening date”) and close on June 11, 2021 (“closing date”) subject to the sale of a minimum of 1,500,000 shares.</p> <p>The prospectus is issued by the NCBGHL to the public in Jamaica only and is not to be construed as making an invitation or offer to persons outside of Jamaica to purchase any shares or other securities.</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)	No later than May 21, 2021
---	----------------------------

If “Yes”

**State the reasons for applying for the exemption**

N/A

## 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 West Indies
Work Phone (1-xxx-xxx-xxxx)	1-868-226-2606
Fax Phone(1-xxx-xxx-xxxx)	1-868-632-5695
Email Address	<a href="mailto:Richard.Avey@myguardiangroup.com">Richard.Avey@myguardiangroup.com</a>

## 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

19<sup>th</sup> May 2021\_\_\_\_\_  
**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/yy)	

Approved By : \_\_\_\_\_ Date (DD/MM/YYYY) \_\_\_\_\_