



## FORM 10

### MATERIAL CHANGE REPORT

Pursuant to Section 64 of the Securities Act, 2012 and by-law 50 of the Securities (General) By-Laws, 2013

<p><b>General Instructions:</b></p>	<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:</p> <p style="padding-left: 40px;">The Director        Market Regulation &amp; Surveillance        Trinidad and Tobago Securities and Exchange Commission        57-59 Dundonald Street        Port of Spain        Trinidad</p>
<p><b>Item 1</b></p>	<p>State the name of the reporting issuer, and include its business address.</p>
<p><b>Item 2</b></p>	<p>State the date on which the material change occurred.</p>
<p><b>Item 3</b></p>	<p>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 matters that would be subject to disclosure include: dates, parties, terms and conditions, effect on financial condition, value, reasons for the change, purpose of the change, and a general comment on the probable impact of the material change on the reporting issuer.</p>
<p><b>Item 4</b></p>	<p>State whether the issuer is seeking an exemption for publishing a notice in accordance with Section 64(2) of the Securities Act 2012, and complete the associated "yes" or "no" sections of the form accordingly.</p>
<p><b>Item 5</b></p>	<p>Give 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.</p>
<p><b>Item 6</b></p>	<p>Include the signature of the Senior Officer identified in Item 5, confirming the material change report, and certifying the statement outlined.</p>

**FORM 10**  
**MATERIAL CHANGE REPORT**

Pursuant to section 64 of the Securities Act, 2012 and by-law 50 of the Securities (General)  
By-Laws, 2013

1. NAME OR REPORTING ISSUER

Name of Reporting Issuer	
GUARDIAN MEDIA LIMITED	22-24 ST. VINCENT ST, POS

2. DATE OF MATERIAL CHANGE

Date of material change	
APRIL 30, 2014	MAY 1, 2014

3. DESCRIPTION OF MATERIAL CHANGE

Provide a description of the material change
<p>1. Mr. Gabriel Faria - Managing Director of Guardian Media Ltd (the 'Company') resigned from that position effective April 30, 2014.</p> <p>2. At a meeting of the Company's Board of Directors held on April 24, 2014, the Board appointed Ms. Lisa Agard to the position of Chief Executive Officer of the Company.</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"

Proposed Date of Publication of Notice (dd/mmm/yyyy)	April 30, 2014
---	----------------

If "Yes"

State the reasons for applying for the exemption

5. DETAILS OF SENIOR OFFICER

Name (First name, Last name)	LARRY JEROME
Position in Organization	CHIEF FINANCIAL OFFICER   SECRETARY
Residential Address	
Work Phone (1-xxx-xxx-xxxx)	623-8870-9 Ext 2388
Fax Phone(1-xxx-xxx-xxxx)	625-9521
Mobile Phone (1-xxx-xxx-xxxx)	

Email Address larry.jerome@guardian.co.tt

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.

LARRY JEROME            CFO/SECRETARY      MAY 5, 2014  
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) \_\_\_\_\_