FORM 10 MATERIAL CHANGE REPORT

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

1. NAME OR REPORTING ISSUER

Name of Reporting Issuer

2.

3.

| INTERCOMMERCIAL BANK LIMITED | | |
|---|--|--|
| DATE OF MATERIAL CHANGE | | |
| Date of material change | | |
| 9 TH JULY 2014 | | |
| DESCRIPTION OF MATERIAL CHANGE | | |
| Provide a description of the material change | | |
| | | |
| | | |
| | | |
| RESIGNATION OF MS. NAOMI ARJOONSINGH AS COMPANY SECRETARY OF THE REPORTING ISSUER | | |
| & | | |
| APPOINTMENT OF MS. DENISE ROOPNARINESINGH AS COMPANY SECRETARY OF THE REPORTING ISSUER. | | |
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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"

| Proposed date for publication of notice | |
|---|--|
| (dd/mmm/yyyy) | |

if "Yes"

State the reason for applying for the exemption

THE BANK IS OF THE VIEW THAT IN ACCORDANCE WITH SECTION 64 (1) WE NOTIFIED JMMB (TT) LIMITED OF THE MATERIAL CHANGE BY LETTER DATED 10th JUL 2014.

A COPY IS ENCLOSED FOR EASE OF REFERENCE.

JMMB (TT) LIMITED IS THE BANK'S SOLE SHAREHOLER.

IN THE CIRCUMSTANCES WE WOULD BE GRATEFUL IF PUBLICATION CAN BE CONSIDERED UNWARRANTED CONSISTENT WITH SECTION 64 (2) (b)

5. DETAILS OF SENIOR OFFICER

| Name (First Name, Last Name) | KRISHNA BOODHAI |
|------------------------------|--------------------------------|
| Position in Organization | MANAGING DIRECTOR/CEO |
| Residential Address | |
| Work Phone | 1-868-665-4425 |
| Fax Phone | 1-868-665-6663 |
| Mobile Phone | |
| Email Address | kboodhai@intercommercialtt.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.

Print Name Signature Position Date

FOR OFFICIAL USE ONLY

| Tool | ID Information |
|---|-------------------|
| Registrant's Number | |
| Director Number | |
| Documemt / Record Number | |
| Record's Management Date Received (dd/mmm/yyyy) | |
| | |
| | |
| | |
| Approved by | Date (dd/mm/yyyy) |