



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

General Instructions:	<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> <ul style="list-style-type: none">• The Director• Market Regulation & Surveillance <p>Trinidad and Tobago Securities and Exchange Commission 57-59 Dundonald Street Port of Spain Trinidad</p>
Item 1	State the name of the reporting issuer, and include its business address.
Item 2	State the date on which the material change occurred.
Item 3	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.
Item 4	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.
Item 5	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.
Item 6	Include the signature of the Senior Officer identified in Item 5, confirming the material change report, and certifying the statement outlined.



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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

JAMAICA MONEY MARKET BROKERS LIMITED –

2. DATE OF MATERIAL CHANGE

Date of material change

April 2, 2015 – suspension of trading of shares

3. DESCRIPTION OF MATERIAL CHANGE

Provide a description of the material change

Jamaica Money Market Brokers Limited ("JMMB") and JMMB Group Limited advise that they have received the required approvals from the three stock exchanges on which JMMB's ordinary shares are currently listed (i.e., the Jamaica Stock Exchange, the Barbados Stock Exchange and the Trinidad and Tobago Stock Exchange) for the implementation of the Scheme of Arrangement approved by shareholders on September 17, 2014, and sanctioned by the Supreme Court of Judicature of Jamaica on November 5, 2014.

The Scheme of Arrangement will see the existing ordinary shares in JMMB being exchanged for ordinary shares in JMMB Group Limited on a one for one basis, and the listing of JMMB Group Limited's ordinary shares on these stock exchanges. On implementation of the Scheme, JMMB Group Limited will therefore become the new holding company for the JMMB group of companies, and JMMB will be a wholly owned subsidiary of JMMB Group Limited.

Ordinary shareholders should note the following:

the record date for purposes of the Scheme of Arrangement is 5:00pm local time on Thursday April 9 2015, and the effective date of the Scheme will be Friday April 10, 2015.

For persons whose JMMB ordinary shares are deposited in the Jamaica Central Securities Depository ("JCSD"), the Barbados Central Securities Depository Inc., ("BCSDI") or the Trinidad and Tobago Central Depository ("TTCD") as at the record date, your new JMMB Group Limited ordinary shares will be issued and allotted in the name of the JCSD, BCSDI or TTCD (as the case may be) and will be credited to your account with such depository. If you have pledged your JMMB ordinary shares to a third party, you must notify the person entitled to the benefit of the

pledge of the Scheme of Arrangement, to enable new security arrangements to be put in place.

For persons whose JMMB ordinary shares are deposited in the TTCD and are pledged to a third party, special arrangements have been made for the new JMMB Group shares issued in replacement of the pledged shares to be held in a blocked account under the TTCD's control, pending implementation of new pledge arrangements. Details of this are set out in the Scheme, which is available on www.jmmb.com.

For persons whose JMMB ordinary shares are held in certificated form as at the record date, your stock certificates for your new JMMB Group Limited ordinary shares will be sent to you by registered mail to your address as shown in JMMB's share register.

We anticipate that the listing of JMMB Group Limited's ordinary shares will take place on Monday April 13, 2015 on all three stock exchanges. To facilitate this process:

trading in the ordinary shares of JMMB on all three stock exchanges will be suspended after the close of the normal trading day on each of the three stock exchanges on Thursday April 2, 2015 and these shares will be de-listed thereafter;

the register of members of JMMB will be closed on Thursday April 9, 2015 and it will be re-opened on Monday April 13, 2015 to enable registration of the various entries arising from the implementation of the Scheme.

The initial price at which the JMMB Group Limited ordinary shares will be listed on all three stock exchanges will be the same price at which the JMMB ordinary shares last traded immediately prior to their de-listing from such stock exchange.

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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?	<input type="checkbox"/>	X

If "No"

Proposed Date of Publication of Notice (dd/mmm/yyyy)	MARCH 24, 2015
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If "Yes"

State the reasons for applying for the exemption

5. DETAILS OF SENIOR OFFICER

Name (First name, Last name)	Carolyn DaCosta
Position in Organization	Group Compliance Manager & Company Secretary
Business Address	6 Houghton Terrace Kingston 10 Jamaica
Work Phone (1-xxx-xxx-xxxx)	1 876 908 1129
Fax Phone(1-xxx-xxx-xxxx)	1876 960 3381
Email Address	Carolyn_dacosta@jmmb.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.

Carolyn Deloste [Signature] Company Sec. March 23, 2015
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/yyyy)	

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