

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> <p style="padding-left: 40px;">The Director Market Regulation & Surveillance 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.



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
JMMB GROUP LIMITED

2. DATE OF MATERIAL CHANGE

Date of material change
November 9, 2020

3. DESCRIPTION OF MATERIAL CHANGE

Provide a description of the material change
<p>The Board of Directors of JMMB Group Limited ("JMMBGL", the "Company") at its meeting held on, Monday, November 9, 2020, approved the Company issuing conducting a public offering of Cumulative Redeemable Preference Shares (the "Offer").</p> <p>The Offer will not be made in Trinidad and Tobago. The Offer is solely being made in Jamaica, and the distribution of the Prospectus shall only take place in Jamaica. The details of the terms of the Offer will be disclosed in the Prospectus when issued. Subject to receipt of all regulatory approvals, it is anticipated that the Offer will take place during the first quarter of 2021.</p> <p>It is intended that upon the successful conclusion of the Offer, JMMBGL will apply to the Jamaica Stock Exchange, for the preference shares to be listed on that exchange.</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 <input type="checkbox"/>	

If "No"

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

If "Yes"

State the reasons for applying for the exemption
JMMB Group Limited requests an exemption from publication on the basis that (1) the offer is not being made to Trinidad and Tobago persons; and (2) the terms and exact timing of the offer are unknown.


5. DETAILS OF SENIOR OFFICER

Name (First name, Last name)	CAROLYN DACOSTA
Position in Organization	GROUP CHIEF COMPLIANCE OFFICER & CORPORATE SECRETARY

Business Address	6 HAUGHTON TERRACE KINGSTON 10 JAMAICA
Work Phone (1-xxx-xxx-xxxx)	1-876-704-3521
Fax Phone(1-xxx-xxx-xxxx)	1-876-960-3381
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 Dacosta  Group Chief Compliance Officer & Corporate Secretary November 10, 2020

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) _____