

FORM 10
MATERIAL CHANGE REPORT

Pursuant to section 64 of the Securities Act, 2012



1. NAME OF REPORTING ISSUER

Name of Reporting Issuer

MASSY HOLDINGS LTD.

2. DATE OF MATERIAL CHANGE

Date of material change

December 17, 2020

3. DESCRIPTION OF MATERIAL CHANGE

Provide a description of the material change

Amendments to the Company's By Law No.1 as follows:

1. Amend Section 14.1 - Insert the words "and shall include meetings convened by means of such telephone or other communication facilities as permit persons participating in the meeting to hear each other" after the words, "The annual meeting of the shareholders shall be held on such day at such time and at any place within Trinidad and Tobago as the directors may by resolution determine,..."
2. Amend Section 14.2 - Insert the words "and shall include meetings convened by means of such telephone or other communication facilities as permit persons participating in the meeting to hear each other" after the words, "... within Trinidad and Tobago."
3. Amend Section 14.9 - In the second line delete the words "in person" after the words "such number of members present..."
4. Amend Section 14.11 - In the second line, add the words "which voting may be conducted via such electronic mechanism that permits each shareholder to cast his or her vote" after the words "in the first instance by a show of hands".
5. Amend Section 14.11.1 - In the third line, by deleting the words "in person" after the words "...a shareholder who is present..."
6. Amend Section 14.11.4 - in the fourth line, by deleting the words "in person" after the words "...persons who are present".
7. Include new Section 14.13 Telephone and Electronic Participation:
14.13 If shareholders holding more than fifty percent of the issued and outstanding ordinary shares of the Company consent, a shareholder may participate in a meeting of shareholders by means of such telephone or other communication facilities as permit all persons participating in the meeting to hear each other (and every reference in the By-laws to a show of hands shall be construed in the case of such meeting as requiring an oral indication by the shareholder of his vote or by such other mechanism as contained in Section 14.11) and a shareholder participating in such a meeting by such means is deemed to be present at that meeting. Any such meeting shall be deemed to be held in Trinidad and Tobago notwithstanding that some or a majority of the Members participating may not be present in Trinidad and Tobago.


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"

Date of Publication of Notice (dd/mmm/yyyy)	24-Dec-2020
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If "Yes"

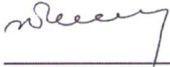
State the reasons for applying for the exemption


5. DETAILS OF SENIOR OFFICER

Name (Salutation, First name, Last name)	WENDY KERRY
Position in Organization	SVP CORPORATE GOVERNANCE & CORPORATE SECRETARY
Business Address	63 PARK STREET, PORT-OF-SPAIN
Work Phone (1-xxx-xxx-xxxx)	1-868-625-3426
Fax Phone(1-xxx-xxx-xxxx)	1-868-627-9061
Email Address	wendy.kerry@massygroup.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.

<u>Wendy Kerry</u>	<u></u>	<u>SVP Corporate Governance & Corporate Secretary</u>	<u>December 17, 2020</u>
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)