

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

MEGA Insurance Company Limited

2. DATE OF MATERIAL CHANGE

Date of material change

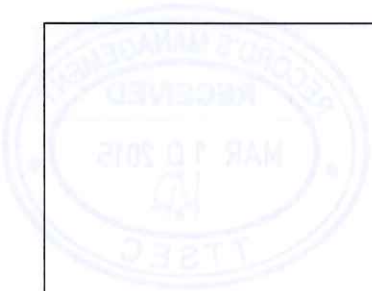
Friday, February 27, 2015

3. DESCRIPTION OF MATERIAL CHANGE

Provide a description of the material change

SEE ATTACHED RESOLUTION, FEBRUARY 27, 2015

A handwritten signature in blue ink, consisting of a stylized 'M' followed by a horizontal line and a vertical stroke.



SEE ATTACHED RESOLUTION, FEBRUARY 27, 2015

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 <input type="checkbox"/>

If "No"

Proposed Date of Publication of Notice (dd/mmm/yyyy)	Tuesday, March 10, 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)	Philip Aleong
Position in Organization	Vice President, Finance/Investments/Company Secretary
Business Address	49 Dundonald Street, Port of Spain

Work Phone (1-xxx-xxx-xxxx)	868-625-6342
Fax Phone(1-xxx-xxx-xxxx)	868-625-6427
Email Address	megainsurance@tstt.net.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.

Philip ALEWKE  Company Secretary Mar 6 2015
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) _____

MEGA INSURANCE COMPANY LIMITED



RESOLUTIONS

At a Special Meeting of the Shareholders of MEGA Insurance Company Limited held at the Radisson Hotel, Wrightson Road, Port of Spain, on Friday 27th February, 2015 the following Resolutions were duly passed:

RESOLUTION 1:

BE IT RESOLVED THAT the appointments of Stephen Smit, Jason Clarke, Mario Merhai and Armand Achaibersing as directors be ratified to hold office for the period ending at the close of the annual meeting of the shareholders next following their election.

RESOLUTION 2:

BE IT RESOLVED THAT Suniel Nandpersad, Martin Jim and Angela Lee Loy be appointed as directors to hold office for the period ending at the close of the annual meeting of the shareholders next following their election.

RESOLUTION 3:

BE IT RESOLVED THAT the following amendments to Bye-Law No.1 be approved and ratified:

a. Article 4.4 is deleted in its entirety and replaced with the following:

"At every annual general meeting of the Company all directors shall retire from office and those said directors shall be eligible for re-election if qualified."

b. Article 4.4.2 (d) is deleted in its entirety;

c. Article 13.1 is deleted in its entirety and replaced with the following:

"Shares in the capital of the Company may be allotted and issued by resolution of the Directors at such times and on conditions and on such terms and conditions and to such persons as the directors determine."

d. Article 18.1 is deleted in its entirety and replaced with the following:

"Any notice or other document required by the Act, the Regulations, the Articles or the By-Laws to be sent to any shareholder, debenture holder, Director or auditor may be deemed to be delivered to the said shareholder, debenture holder, Director or auditor on the last day following the publication on two consecutive days in at least two newspapers in circulation in Trinidad and Tobago of the Notice itself or reference to a website on which the contents of the Notice is set out in its entirety.

e. Articles 18.3 and 18.9 are deleted in its entirety.

RESOLUTION 4:

BE IT RESOLVED THAT the following amendments to the Articles of Continuance be approved:

a. That Item 1 of the Articles of the Company be repealed and replaced with the following:

"Assuria Life (T&T) Ltd"

b. That Item 4 of the Articles of the Company be repealed and replaced with the following:

"An unlimited number of ordinary shares"

c. That item 5 of the Articles of the Company be repealed and replaced with the following:

"Shares in the capital of the company may be allotted and issued by resolution of the Directors at such times and on such terms and conditions and to such persons as the directors determine"

RESOLUTION 5:

BE IT RESOLVED THAT all acts and things previously done and performed or caused to be done and performed by any director or officer of the Company, in the name and on behalf of the Company prior to the date of these resolutions in connection with the Agreement and the actions contemplated by the foregoing resolutions be, and hereby are, ratified, confirmed and approved in all respects.