

**FORM 51-102F3  
MATERIAL CHANGE REPORT  
UNDER NATIONAL INSTRUMENT 51-102**

**Item 1 Name and Address of Company**

Midpoint Holdings Ltd. (“Midpoint” or the “Company”)  
26 Finsbury Square  
London, United Kingdom, EC2A 1DS

**Item 2 Date of Material Change**

December 19, 2017.

**Item 3 News Release**

The Company disseminated a news release concerning the material change described herein on December 19, 2017 via Marketwired and subsequently filed copies on SEDAR at [www.sedar.com](http://www.sedar.com).

**Item 4 Summary of Material Change**

The Company announced the formation of Blockchain Research & Development Advisory Board.

**Item 5 Full Description of Material Change**

**5.1 Full Description of Material Change**

The Company announced that David Shrier will join the firm’s newly formed Advisory Board. Mr Shrier will advise the Company on identifying and capitalizing on future growth opportunities in financial technology including, but not limited to, blockchain, future commerce and digital banking.

Mr Shrier is a globally recognized authority in financial innovation and advises government, independent regulatory bodies, and private companies on transformational growth. He is the founder and CEO of Distilled Analytics, a data/machine learning fintech derived from MIT research that applies multi scale precision analytics to predict human behavior, and Chairman of Riff Learning, an AI-enabled collaboration environment also spun out of MIT. Mr Shrier is also a Lecturer and Futurist at the Massachusetts Institute of Technology where he created “Future Commerce” together with Joost Bensen and MIT Professor Alex “Sandy” Pentland. Future Commerce is the first graduate fintech class in North America.

Mr. Shrier originated and leads the “Oxford Fintech” and Oxford Blockchain Strategy” classes for Said Business School at the University of Oxford. He also counsels the Government of Dubai on blockchain and digital identity and is a member of the FinTech Industry Committee for

Financial Industry Regulatory Authority (FINRA). Mr Shrier recently advised the European Commission on commercializing innovation with a focus on digital technology.

**5.2 Disclosure for Restructuring Transactions**

Not applicable.

**Item 6 Reliance on subsection 7.1(2) or (3) of National Instrument 51-102**

Not applicable.

**Item 7 Omitted Information**

Not applicable.

**Item 8 Executive Officer**

David Wong  
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London, United Kingdom  
Tel: +44 20 7448 3081

**Item 9 Date of Report**

December 19, 2017.