

**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

September 20, 2018

Item 3 News Release

The Company disseminated a news release concerning the material change described herein on September 20, 2018 via Stockwatch and subsequently filed a copy on SEDAR at www.sedar.com.

Item 4 Summary of Material Change

The Company announced the results of the their annual general meeting held on September 20, 2018, in Vancouver, British Columbia.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

The Company announced the results of the their annual general meeting (the “AGM”) held on September 20, 2018, in Vancouver, British Columbia.

The Company’s shareholders voted to elect David Wong, Corbin Comishin, Michael Hampson, Dan Drogman and John D’Agostino as directors of the Company for the ensuing year.

In addition, at the AGM the shareholders also approved the re-appointment of MNP LLP, Chartered Professional Accountants, as the Company’s auditors, and authorized the directors to fix the auditors’ remuneration, together with the continuation of the Company’s current Share Option Plan. For more information on these matters please refer to the Company’s AGM Management Proxy Circular which is available on SEDAR (www.sedar.com).

Shortly following the AGM the Board of Directors (the “Board”) will meet and is expected to re-appoint the Company’s current executive officers and appoint the members of the Company’s various Board Committees.

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
26 Finsbury Square
EC2A 1DS
London, United Kingdom
Tel: +44 20 7448 3081

Item 9 Date of Report

September 21, 2018