

**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”)  
22-25 Portman Close, London  
United Kingdom, W1H 6BS

**Item 2 Date of Material Change**

December 17, 2019

**Item 3 News Release**

The Company disseminated a news release concerning the material change described herein on December 17, 2019 via Stockwatch and subsequently filed a copy on SEDAR at [www.sedar.com](http://www.sedar.com).

**Item 4 Summary of Material Change**

The Company announced the results of their annual general and special meeting held on December 12, 2019, in Vancouver, British Columbia.

**Item 5 Full Description of Material Change**

**5.1 Full Description of Material Change**

The Company announced the results of their annual general and special meeting (the “AGM”) held on December 12, 2019, in Vancouver, British Columbia.

The Company is pleased to report that, at its AGM, the shareholders voted to re-elect David Wong, Corbin Comishin, Michael Hampson, Daniel 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 auditor, and authorized the directors to fix the auditor’s remuneration, together with the Company’s current Share Option Plan.

Furthermore, the shareholders also approved a proposed consolidation of the Company’s issued share capital on the basis of one post-consolidated share for up to four pre-consolidated shares (the “Consolidation”) subject to prior TSX Venture Exchange and regulatory approvals.

For more information on these matters please refer to the Company’s AGM Management Proxy Circular which is available on SEDAR (at [www.sedar.com](http://www.sedar.com)).

Following the AGM the Board of Directors (the “**Board**”) met and confirmed the appointment of the following Company executive officers:

David Wong:	Chairman, President and Chief Executive Officer; and
Corbin Comishin:	Corporate Secretary and Chief Financial Officer;

and the re-appointment of the following members to the Company’s current Audit Committee:

John D’Agostino (Chairman); Michael Hampson; and Daniel Drogman.

The Board would like to thank the shareholders for their ongoing support.

**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  
22-25 Portman Close, London  
United Kingdom, W1H 6BS  
Tel: +44 7789 546 525

**Item 9 Date of Report**

December 17, 2019