



**MIDPOINT HOLDINGS LTD.**

22 – 25 Portman Close, London, United Kingdom, W1H6BS  
Telephone: +44 20-7448-3081 and Email: david@Midpoint.com

**NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS**

**Take Notice** that the annual general and special meeting of shareholders of Midpoint Holdings Ltd. (the “**Company**”) will be held at the offices of McMillan LLP, located at Suite 1500, 1055 West Georgia Street, Vancouver, British Columbia, Canada, V6E 4N7, on December 12, 2019, at 10:00 a.m. Pacific Time (the “**Meeting**”), for the following purposes (the “**Notice**”):

1. to receive and consider the audited consolidated financial statements of the Company for its financial years ended June 30, 2019 and June 30, 2018 and the reports of the Company’s auditor thereon;
2. to set the number of directors for election at the Meeting at five;
3. to elect directors of the Company for the ensuing year;
4. to appoint an auditor of the Company for the ensuing year;
5. to approve an ordinary resolution to approve the continuation of the Company’s share option plan, as more particularly set out in the attached Information Circular;
6. to approve a special resolution to allow for the authorized share structure of the Company to be altered by consolidating all of the issued and outstanding common shares of the Company, without par value, on the basis of one (1) post-consolidation common share for up to every four (4) pre-consolidation common shares; the final consolidation ratio and the determination of when and if to effect any such consolidation being at the discretion of the directors of the Company to determine from time to time; all as more particularly set out in the attached Information Circular;
7. to consider any amendment to or variation of a matter identified in this Notice; and
8. to transact such other business as may properly come before the Meeting or adjournments thereof.

An Information Circular accompanies this Notice. The Information Circular contains details of matters to be considered at the Meeting.

**Shareholders who are unable to attend the Meeting in person and who wish to ensure that their shares will be voted at the Meeting are requested to complete, date and sign the enclosed form of Proxy, or another suitable form of proxy, and deliver it in accordance with the instructions set out in the form of Proxy and in the Information Circular.**

**Unregistered shareholders who plan to attend the Meeting must follow the instructions set out in the form of Proxy or voting instruction form and in the Information Circular to ensure that their shares will be voted at the Meeting. If you hold your shares in a brokerage account you are not a registered shareholder.**

**Dated** at Vancouver, British Columbia, Canada, on this 12<sup>h</sup> day of November, 2019.

**BY ORDER OF THE BOARD OF DIRECTORS OF THE COMPANY**

*“David Wong”*

**David Wong**  
President and Chief Executive Officer

---