

**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 16, 2020,

**Item 3          News Release**

The Company disseminated a news release concerning the material change described herein on December 16, 2020 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 its annual general meeting (the “AGM”) held on December 16, 2020, in Vancouver, British Columbia.

**Item 5          Full Description of Material Change**

**5.1              Full Description of Material Change**

The Company announced the results of its AGM held on December 16, 2020, in Vancouver, British Columbia.

The Company reported that that, at its AGM, the shareholders voted to elect David Wong, Corbin Comishin, Michael Hampson, John D’Agostino and Dr. Georg Hochwimmer 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.

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 Dr. Georg Hochwimmer.

**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 16, 2020.