

**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, Marylebone, London, W1H 6BS, United Kingdom.

Item 2 Date of Material Change

May 31, 2021.

Item 3 News Release

The Company disseminated a news release concerning the material change described herein on May 31, 2021 via GlobeNewswire and subsequently filed copies on SEDAR at www.sedar.com.

Item 4 Summary of Material Change

The Company announced the appointment of a director and members to the audit committee.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

The Company announced the following changes to its Board of Directors

- the appointment of Anthony Zelen as director and member of the Audit Committee

The Company is pleased to welcome Mr. Zelen to its Board of Directors and member of the Audit Committee.

Anthony Zelen

Mr. Zelen is a serial entrepreneur who possesses over 27 years of experience in finance, investor relations, sales, and corporate development. Anthony was a co-founder of BIGG Digital Assets Inc., Since 2006 he has been the owner and president of Senergy Communications Capital Inc.,

5.2 Disclosure of 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

Derek Ivany
22-25 Portman Close, Marylebone
W1H 6BS
London, United Kingdom
Tel: +1 242 428 3954

Item 9 Date of Report

May 31, 2021.