



MIDPOINT HOLDINGS LTD.

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NEWS RELEASE

MIDPOINT TO ACQUIRE BLOCKCHAIN TECHNOLOGY COMPANY - Aims to Augment Consumer Facing Platform Within Digital Assets Space

London, UK (December 14, 2021) – Midpoint Holdings Ltd (TSXV: MPT) (Frankfurt: 8MH1) ("Midpoint" or the "Company") is pleased to announce that it has entered into a purchase agreement dated December 14, 2021, pursuant to which the Company proposes to acquire all of the issued and outstanding share capital of Blockchain World Ltd ("BWL") – a company focused on building innovative consumer-focused blockchain-based products (the "Transaction"). BWL owns premium domain names Blockchain.eu (Europe) and Blockchain.com.au (Australia) and will be launching new offerings in early 2022.

In consideration for the Transaction, Midpoint proposes to issue 10,000,000 common shares (the "Consideration Shares") to the existing shareholders of BWL (collectively, the "Vendors"). The Consideration Shares will be subject to restrictions on resale until the date which is six (6) months from the closing date of the Transaction.

In addition to the Consideration Shares, the Vendors will also be entitled to receive the following additional common shares (the "Performance Shares") subject to the satisfaction of the following performance milestones:

- (a) 5,000,000 Performance Shares will be issuable to the Vendors upon the official launch of the website domain "blockchain.com.au" (or such earlier date as mutually agreed upon by the parties), in the event such official launch occurs within 9 months of the closing date of the Transaction;
- (b) 5,000,000 Performance Shares will be issuable to the Vendors upon the official launch of the website domain "blockchain.eu" (or such earlier date as mutually agreed upon by the parties), in the event such official launch occurs within 9 months of the closing date of the Transaction;
- (c) 5,000,000 Performance Shares will be issuable to the Vendors upon the achievement by BWL of CTV or AUM of no less than \$20,000,000 within 24 months of the official launch; and
- (d) 5,000,000 Performance Shares will be issuable to the Vendors upon the achievement by BWL of CTV or AUM of no less than \$50,000,000 within 30 months of the occurrence of the official launch.

"CTV" means the cumulative gross transaction value of all digital currency transactions processed through website domains maintained by BWL, for a given period, calculated in \$CAD.

"AUM" means the total amount of digital currency held by the custodial wallet of all customers of BWL, as calculated on the last business day of any particular month based on the average market price of the applicable currency during such day.

BWL was founded by Domenic Carosa as a B2C ("Business to Consumer") blockchain-focused product organization. Domenic is a highly regarded entrepreneur and early adopter of blockchain technology. Notably, he is the Founder and Chairman of Banxa Holdings Inc. (TSXV: BNXA) and Cryptocurrency fund Apollo Capital. Through Domenic's stewardship, Banxa has achieved significant transactional revenue growth alongside increased partnership roll-outs. Upon successful completion of the Transaction, Domenic Carosa will join the Midpoint board of directors and Derek Ivany will step down as a director to accommodate the appointment.

Commenting on the Transaction, Midpoint President Derek Ivany stated, "We are very pleased to have consummated this Transaction with Dom and his innovative company. It has been one of our stated corporate goals to augment our consumer-facing business with applicable blockchain technology. As such, we believe that this Transaction represents a very compelling opportunity to take Midpoint into the digital asset space in order to assist in building shareholder value in 2022 and beyond. The addition of Domenic Carosa will further bolster Midpoint's board with highly relevant blockchain and cryptocurrency experience that will be vital as the Company moves forward in this arena. Midpoint's ability to tap into Domenic's vast network within the digital asset sector will be of tremendous value as the Company assesses further product expansion and partnership opportunities."

Domenic Carosa commented, "I'm looking forward to working with the Midpoint team in order to expand their presence in the blockchain space. I see significant opportunities to leverage their consumer-facing foreign exchange platform that has been the backbone of their business. One of my first priorities will be to help build the internal blockchain capabilities and then oversee the execution of the strategy."

According to Markets and Markets, from 2020 - 2025 the global blockchain market size is expected to grow at a CAGR of 67.3%, reaching \$39.7 billion by 2025. Further, according to Statista, the financial sector currently accounts for more than 60% of blockchain's worldwide market value. In line with these potentially accelerating market trends, Midpoint believes there is an opportunity to capture synergies between its existing foreign exchange platform and the blockchain business of BWL. Midpoint's core competency in the consumer-facing foreign exchange space lends itself to expansion via broadened scope and potential product offerings within the digital asset sector.

The Company is at arms-length from each of BWL, and the Vendors. In connection with completion of the Transaction, the Company does not expect to assume any material liabilities, nor does it expect to devote the majority of its working capital or resources to the development of BWL. As a result, the Transaction does not constitute a fundamental acquisition for the Company, within the policies of the TSX Venture Exchange. The Transaction will not result in the creation of a new insider, or a change of control, of the Company, within the meaning of applicable securities laws.

Completion of the Transaction remains subject to the approval of the TSX Venture Exchange and cannot be completed until such approval has been received. No finder's fees or commissions are payable in connection with the Transaction.

About Midpoint

Headquartered in London, UK, Midpoint is an FCA authorized payments institutions specializing in cross-border payments and foreign exchange. SMEs, overseas professionals, property owners, foreign students, individuals, and anyone involved in international payments use Midpoint for transparent, multi-party, multi-currency services. Midpoint currently handles transactions in 27 currencies with the ability to collect and transfer across over 200 countries. This highly secure platform provides customers with the most cost-effective F.X. at the Midpoint of the interbank buy/sell rate, therefore removing the spread as well as hidden costs and fees.

Midpoint Holdings Limited is listed on the TSX Venture Exchange and cross-listed on the Frankfurt Stock Exchange.

For information on Midpoint, please visit: <https://www.midpoint.com>.

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Forward-looking information

This news release contains certain "forward-looking information" within the meaning of applicable securities law. Forward looking information is frequently characterized by words such as "plan", "expect", "project", "intend", "believe", "anticipate", "estimate", "may", "will", "would", "potential", "proposed" and other similar words, or statements that certain events or conditions "may" or "will" occur. These statements are only predictions. Forward-looking information is based on the opinions and estimates of management at the date the information is provided, and is subject to a variety of risks and uncertainties and other factors that could cause actual events or results to differ materially from those projected in the forward-looking information. For a description of the risks and uncertainties facing Midpoint and its business and affairs, readers should refer to Midpoint's Management's Discussion and Analysis. Midpoint undertakes no obligation to update forward-looking information if circumstances or management's estimates or opinions should change, unless required by law. The reader is cautioned not to place undue reliance on forward-looking information.

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