# FORM 51-102F3
# MATERIAL CHANGE REPORT

## 1. Name and Address of Company

Midpoint Holdings Ltd. (the "**Company**")
The Exchange Tower
130 King Street West, Suite 3680
Toronto, Ontario M5X 1B1

## 2. Date of Material Change

January 30, 2015

## 3. News Release

A press release disclosing the material change was released on January 30, 2015 through the facilities of CNW Group Ltd.

## 4. Summary of Material Change

The Company announced that it has closed the second tranche of a private placement of units (the "**Units**") at a price of $0.10 per Unit (the "**Offering**"). The additional tranche consisted of the issuance by the Company of an aggregate of 2,724,570 Units for gross proceeds of $272,457. Each Unit consists of one common share of the Company (a "**Common Share**") and one-half of one Common Share purchase warrant (each whole warrant, a "**Warrant**"). Each Warrant entitles the holder thereof to purchase one additional Common Share for a period of twenty four (24) months from the closing date at a price of $0.20 per Common Share.

The material change is fully described in the Company's press release which is attached as Schedule "A" and is incorporated herein.

## 5. Full Description of Material Change

A full description of the material change is contained under Item 4.

The following supplementary information is provided in accordance with Section 5.2 of Multilateral Instrument 61-101 – Protection of Minority Security Holders in Special Transactions ("**MI 61-10**1").

Certain 'related parties' (as such term is defined in MI 61-101) beneficially or directly acquired 100,000 Units pursuant to the Offering as follows:

| Subscriber | Relationship to the Company | Number of Units |
|---|---|---|
| David Wong | Director | 100,000 |

After completion of the Offering, David Wong will own or control, directly or indirectly, an aggregate of 1,171,000 Common Shares and 550,000 Warrants, representing approximately 2.94% of the issued and outstanding common shares of the Company, on a partially diluted basis.

A unanimous resolution of the board of directors was passed on December 10, 2014 approving the Offering. No special committee was established in connection with the transaction, and no materially contrary view or abstention was expressed or made by any director.

No prior valuation in respect of the Company that relates to the subject matter of, or is otherwise relevant to, the Offering has been made in the 24 months before the date of this material change report and no such prior valuation is known, after reasonable inquiry, to the Company or to any director or senior officer of the Company.

Other than the subscription agreements to purchase the Units pursuant to the Offering, the Company did not enter into any agreement with an interested party or a joint actor with an interested party in connection with the Offering. To the Company's knowledge, no related party to the Company entered into any agreement with an interested party or a joint actor with an interested party, in connection with the Offering.

The Offering constituted a related party transaction within the meaning of TSX Venture Exchange Policy 5.9 and MI 61-101. The Company is relying on the exemptions from the valuation and minority shareholder approval requirements of MI 61-101 contained in sections 5.5(a) and 5.7(1)(a) of MI 61-101, as the fair market value of the participation in the Offering by related parties does not exceed 25% of the market capitalization of the Company.

This material change report was not filed less than 21 days before the closing of the Offering, which, in the view of the Company, was reasonable and necessary in the circumstances to avail itself of potential financing opportunities and complete the Offering in an expeditious manner.

**6. Reliance on subsection 7.1(2) of National Instrument 51-102**

The report is not being filed on a confidential basis.

**7. Omitted Information**

No significant facts have been omitted from this Material Change Report.

**8. Executive Officer**

For further information, contact Chris Irwin, Secretary of the Company at (416) 361-2516.

**9. Date of Report**

This report is dated at Toronto, this 4th day of February, 2015.

**MIDPOINT HOLDINGS LTD.**

Per: *"Chris Irwin" (Signed)*
Chris Irwin
Secretary

## SCHEDULE "A"

**MIDPOINT HOLDINGS LTD.**
The Exchange Tower
130 King Street West, Suite 3680
Toronto, ON M5X 1B1

### MIDPOINT ANNOUNCES CLOSING OF PRIVATE PLACEMENT

**FOR IMMEDIATE RELEASE**

**TORONTO, ONTARIO – January 30, 2015** - Midpoint Holdings Ltd. (the "**Company**") (TSXV: MPT) (FSE: 8MH) is pleased to announce that it has closed the second tranche of its previously announced private placement of units ("**Unit**") at a price of $0.10 per Unit (the "**Offering**"). The additional tranche consisted of the issuance by the Company of an aggregate of 2,724,570 Units for gross proceeds of $272,457. The Common Shares and the Warrants issued in connection with the completion of the second tranche of the Offering are subject to a hold period until May 31, 2015.

Each Unit consists of one common share of the Company (a "**Common Share**") and one-half of one Common Share purchase warrant (each whole warrant, a "**Warrant**"). Each Warrant entitles the holder thereof to purchase one additional Common Share for a period of twenty four (24) months from the closing date at a price of CDN $0.20 per Common Share.

The private placement consisted of a total issuance by the Company of 6,200,000 Units for total gross proceeds of $620,000 representing an over-subscription of $20,000.

The second tranche of the Offering constituted a related party transaction within the meaning of TSX Venture Exchange Policy 5.9 and Multilateral Instrument 61-101 ("**MI 61-101**") as insiders of the Company subscribed for an aggregate of 100,000 Units. The Company is relying on the exemptions from the valuation and minority shareholder approval requirements of MI 61-101 contained in sections 5.5(a) and 5.7(1)(a) of MI 61-101, as the fair market value of the participation in the Offering by insiders does not exceed 25% of the market capitalization of the Company, as determined in accordance with MI 61-101. The Company did not file a material change report in respect of the related party transaction at least 21 days before the closing of the first tranche of the private placement, which the Company deems reasonable in the circumstances so as to be able to avail itself of the proceeds of the private placement and complete the Offering in an expeditious manner.

For Additional Information Contact:

Midpoint Holdings Ltd.
The Exchange Tower
130 King Street West, Suite 3680
Toronto, ON M5X 1B1
www.midpoint.com

John G. Booth, Chairman & CEO
+44 (020) 7448 3082

Marc Henderson, Director
(416) 214 9910

*Neither the TSXV nor its Regulation Services Provider (as that term is defined in the policies of the TSXV) accepts responsibility for the adequacy or accuracy of this release and has neither approved nor disapproved of the contents of this press release.*

*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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