FORM 51–102F3

MATERIAL CHANGE REPORT

UNDER NATIONAL INSTRUMENT 51-102

Item 1 Name and Address of Company

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

Item 2 Date of Material Change

April 11, 2016.

Item 3 News Release

A news release was issued by the Company on April 15, 2016 through the facilities of CNW Group.

Item 4 Summary of Material Change

Effective on April 11, 2016, the Board of Directors (the "**Board**") of the Company appointed David Wong as the Chairman of the Board of Directors and, in addition, approved an advance notice policy (the "**Advance Notice Policy**") which includes, among other things, a provision that requires advance notice be given to the Company in circumstances where nominations of persons for election to the Board are made by shareholders of the Company other than pursuant to: (i) a requisition of a meeting made pursuant to the provisions of the *Business Corporations Act* (British Columbia) (the "Act"); or (ii) a shareholder proposal made pursuant to the provisions of the Act.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

The Company announced that, effective on April 11, 2016, the Board appointed David Wong, the Company's current President and CEO, as the Chairman of the Board of Directors and, in addition, approved an advance notice policy (the "**Advance Notice Policy**").

The Advance Notice Policy includes, among other things, a provision that requires advance notice be given to the Company in circumstances where nominations of persons for election to the Board are made by shareholders of the Company other than pursuant to: (i) a requisition of a meeting made pursuant to the provisions of the *Business Corporations Act* (British Columbia) (the "**Act**"); or (ii) a shareholder proposal made pursuant to the provisions of the Act.

Additionally, the Advance Notice Policy sets a deadline by which holders of record of common shares of the Company must submit director nominations to the Company prior to any annual or special meeting of shareholders, sets forth the information that a shareholder must include in the notice to the Company, and establishes the form in which the shareholder must submit the notice for that notice to be in proper written form.

In the case of an annual meeting of shareholders, notice to the Company must be made not less than 45 days nor more than 65 days prior to the date of the annual meeting. However, in the event that the annual meeting is to be held on a date that is less than 50 days after the date on which the first public announcement of the date of the annual meeting was made, notice may be made not later than the close of business on the tenth day following such public announcement.

In the case of a special meeting of shareholders (which is not also an annual meeting) notice to the Company must be made not later than the close of business on the fifteenth day following the day on which the first public announcement of the date of the special meeting was made.

The Advance Notice Policy is in full force and effect as of the date it was approved.

The full text of the Advance Notice Policy is available under the Company’s profile on SEDAR at www.sedar.com.

A copy of the news release is attached hereto as Schedule “A”.

5.2 Disclosure for Restructuring Transactions

Not applicable.

Item 6 Reliance on subsection 7.1(2) of National Instrument 51–102

Not applicable.

Item 7 Omitted Information

Not applicable.

Item 8 Executive Officer

Corbin Comishin, Chief Financial Officer
Telephone: (250) 352-7667.

Item 9 Date of Report

April 15, 2016.

MIDPOINT HOLDINGS LTD.

Per: *"David Wong"*
David Wong
President and Chief Executive Officer

Schedule "A"

News Release

See the next page.

MIDPOINT HOLDINGS LTD.

The Exchange Tower, 130 King Street West, Suite 3680, Toronto, Ontario, M5X 1B1

NEWS RELEASE

MIDPOINT APPOINTS CHAIRMAN AND APPROVES ADVANCE NOTICE POLICY

Toronto, ON (April 15, 2016) – Midpoint Holdings Ltd. (TSXV: MPT) ("**Midpoint**" or the "**Company**") announces that, effective on April 11, 2016, the Board of Directors (the "**Board**") of the Company appointed David Wong, the Company's current President and CEO, as the Chairman of the Board of Directors and, in addition, approved an advance notice policy (the "**Advance Notice Policy**").

The Advance Notice Policy includes, among other things, a provision that requires advance notice be given to the Company in circumstances where nominations of persons for election to the Board are made by shareholders of the Company other than pursuant to: (i) a requisition of a meeting made pursuant to the provisions of the *Business Corporations Act* (British Columbia) (the "**Act**"); or (ii) a shareholder proposal made pursuant to the provisions of the Act.

Additionally, the Advance Notice Policy sets a deadline by which holders of record of common shares of the Company must submit director nominations to the Company prior to any annual or special meeting of shareholders, sets forth the information that a shareholder must include in the notice to the Company and establishes the form in which the shareholder must submit the notice for that notice to be in proper written form.

In the case of an annual meeting of shareholders, notice to the Company must be made not less than 45 days nor more than 65 days prior to the date of the annual meeting. However, in the event that the annual meeting is to be held on a date that is less than 50 days after the date on which the first public announcement of the date of the annual meeting was made, notice may be made not later than the close of business on the tenth day following such public announcement.

In the case of a special meeting of shareholders (which is not also an annual meeting), notice to the Company must be made not later than the close of business on the fifteenth day following the day on which the first public announcement of the date of the special meeting was made.

The Advance Notice Policy is in full force and effect as of the date it was approved.

The full text of the Advance Notice Policy is available under the Company's profile on SEDAR at www.sedar.com.

Neither the TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.

About Midpoint

Headquartered in London, Midpoint is an FCA authorised payments institution with the world's first authentic peer-to-peer ('P2P') foreign exchange marketplace. SMEs, overseas professionals, property owners, foreign students, individuals and anyone involved in international payments, use Midpoint's US patent protected platform for transparent, multi-party, multi-currency services.

Midpoint is currently handling transactions in 17 countries with the ability to collect and transfer across 72 countries. This highly secure platform provides customers with the most cost-effective FX 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 further information contact: David Wong, President and CEO, at tel: +44 20 7448 3081.

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.