

**FORM 51-102F3  
MATERIAL CHANGE REPORT  
UNDER NATIONAL INSTRUMENT 51-102**

**Item 1 Name and Address of Company**

Midpoint Holdings Ltd. (the “Company”)  
26 Finsbury Square, London  
United Kingdom, EC2A 1DS

**Item 2 Date of Material Change**

August 12, 2016.

**Item 3 News Release**

The Company disseminated a news release concerning the material change described herein on August 12, 2016 via Stockwatch and Market News and subsequently filed copies on SEDAR at [www.sedar.com](http://www.sedar.com).

**Item 4 Summary of Material Change**

The Company announced appointment of officers and audit committee.

**Item 5 Full Description of Material Change**

**5.1 Full Description of Material Change**

The Company announced that, subsequent to its recently held annual general meeting (the “AGM”), the Board of Directors (the “**Board**”) has now met and confirmed the appointment of the following Company executive officers:

David Wong: Chairman of the Board, President and Chief Executive Officer; and  
Corbin Comishin: Chief Financial Officer;

and the appointment of the following members to the Company’s Audit Committee:

Oliver Berkeley (Chairman);  
Mike Hampson; and  
Dan Drogman.

**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  
26 Finsbury Square  
EC2A 1DS  
London, United Kingdom  
Tel: +44 20 7448 3081

**Item 9          Date of Report**

August 12, 2016.