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

Item 1 Name and Address of Company

Midpoint Holdings Ltd. (the "Company")
505 Kootenay Street
Nelson, British Columbia V1L 1K9

Item 2 Date of Material Change

January 12, 2017.

Item 3 News Release

The Company disseminated a news release concerning the material change described herein on January 12, 2017 via Stockwatch and Market News and subsequently filed copies on SEDAR at www.sedar.com.

Item 4 Summary of Material Change

The Company announced closing of shares for debt transaction.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

The Company announced that further to its news release dated December 22, 2016, the Company has issued 1,600,000 common shares in the capital of the Company (the "**Shares**") to certain creditor to settle a total of $80,000 in debt.

All of the Shares are subject to a statutory hold period expiring on May 13, 2017 in accordance with applicable securities legislation.

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

January 12, 2017.