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

Item 1 Name and Address of Company

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

Item 2 Date of Material Change

September 15, 2017.

Item 3 News Release

The Company disseminated a news release concerning the material change described herein on September 18, 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 the results of the Company’s annual general meeting held on September 15, 2017, in Vancouver, British Columbia.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

The Company announced the results of the Company’s annual general meeting (the “**AGM**”) held on September 15, 2017, in Vancouver, British Columbia.

The Company reported that, at its AGM, the shareholders voted to elect David Wong, Corbin Comishin, Michael Hampson, Dan Drogman and Ron S. Geffner as directors of the Company for the ensuing year. In addition, at the AGM the shareholders also approved the re-appointment of MNP LLP, Chartered Professional Accountants, as the Company’s auditors, and authorized the directors to fix the auditors’ remuneration, together with the continuation of the Company’s current Share Option Plan.

A total of 55,188,292 common shares (63.69% of the 86,649,859 issued and outstanding common shares of the Company entitled to vote as of August 1, 2017; the record date for the AGM) were present in person or by proxy, constituted a quorum for the transaction of business and were voted at the AGM. The proposal items submitted at the AGM were passed as described below. Percentages indicated below reflect the percentage of the total number of common shares voted at the AGM with respect to that proposal item.

Proposal 1. To set the number of directors at five. The votes cast for and the number of withheld votes for this proposal were as follows:

For		Against	
43,394,014	78.65%	11,776,778	21.35%

There were 17,500 non-votes with respect to this proposal. Non-votes were counted for the purposes of determining the presence or absence of a quorum but had no other effect on this proposal for the Company.

Proposal 2. To elect five directors of the Company for the ensuing year. The votes cast for each of the director nominees, and the number of withheld votes for each of the same, were as follows:

Nominee	For		Withheld	
David Wong	42,010,514	76.15%	13,160,238	23.85%
Corbin Comishin	42,010,514	76.15%	13,160,238	23.85%
Michael Hampson	42,010,514	80.33%	10,285,278	19.67%
Dan Drogman	45,220,738	83.48%	9,950,054	16.52%
John Booth	15,055,773	27.29%	40,115,019	72.71%
Ron S. Geffner	41,115,019	84.45%	7,573,495	15.55%

There were 17,500 non-votes with respect to this proposal for four of the nominees and 2,817,500 and 1,107,500 non-votes, respectively, for the other two nominees. Non-votes were counted for the purposes of determining the presence or absence of a quorum but had no other effect on the election of directors for the Company.

Proposal 3. To ratify the appointment of MNP LLP, Chartered Professional Accountants, as the Company's auditors until the close of business at the next annual meeting of shareholders and at a remuneration to be fixed by the directors. The votes cast for and the number of withheld votes for this proposal were as follows:

For		Withheld	
55,188,292	100%	Nil	N/A

Proposal 4. To ratify that the Company's 10% rolling Share Option Plan, dated for reference August 31, 2011, is approved until the next annual general meeting of the Company. The votes cast for or against this proposal were as follows:

For		Against	
40,595,014	73.58%	14,575,778	26.42%

There were 17,500 non-votes with respect to this proposal. Non-votes were counted for the purposes of determining the presence or absence of a quorum but had no other effect on the approval of the Company's Share Option Plan.

For more information on these proposals please refer to the Company's AGM Management Proxy Circular which is available on SEDAR (www.sedar.com).

Shortly following the AGM the Board of Directors (the "**Board**") will meet and is expected to re- appoint the Company's current executive officers and appoint the members of the Company's various Board Committees.

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

September 19, 2017.