

MATERIAL CHANGE REPORT

1. Name and Address of Company

GINSMS Inc. (the “**Issuer**” or the “**Corporation**”)
700 9th Avenue S.W.
Suite 3000
Calgary, Alberta, T2P 3V4
Canada

2. Date of Material Change

April 10, 2017

3. News Release

The Issuer issued a press release on April 11, 2017 via Marketwired.

4. Summary of Material Change

The Issuer announced on April 11 that it has completed its non-brokered private placement with its controlling shareholder, Xinhua Mobile Limited (“**Xinhua Mobile**”). The private placement resulted in the Corporation raising US\$700,000 and issuing 7,163,692 common shares to Xinhua Mobile at a subscription price of C\$0.13 per common share (the “**Private Placement**”).

5. Full Description of Material Change

The Issuer announced on April 11 that it has completed its non-brokered private placement with its controlling shareholder, Xinhua Mobile. The private placement resulted in the Corporation raising US\$700,000 and issuing 7,163,692 common shares to Xinhua Mobile at a subscription price of C\$0.13 per common share.

The proceeds from the Private Placement will increase GINSMS’ current working capital and will be used towards the Corporation’s strategy to expand A2P messaging business segment in existing markets such as Indonesia, Malaysia, Taiwan and China, and to support its software products and service business segment. In particular, the proceeds from the proposed Private Placement will be used to finance up to December 2017 the Corporation suppliers’ costs of approximately US\$200,000, software development costs of approximately US\$50,000, marketing costs of approximately US\$100,000, staff salaries of approximately US\$150,000, and professional fees and others of approximately US\$200,000.

Following the closing of the Private Placement, the Issuer now has 149,793,861 common shares issued and outstanding. Xinhua Mobile now owns 97,841,852 common shares or 65.32% of all issued and outstanding common shares of the Corporation.

In connection with the Private Placement, Mr. Joel Chin, GINSMS’ Chief Executive Officer, and Inphosoft Pte. Limited, a company in which Mr. Chin is a shareholder and a director, agreed to: (i) lower the interest rate from 24% per

annum to 12% per annum on several Issuer loans having principal and interests amounts outstanding of C\$3,033,757 and C\$791,770 as of February 28, 2017, respectively, with effect from March 1, 2017; (ii) extend the maturity date of such loans to March 31, 2018; and (iii) extend the maturity date on the Corporation's C\$400,000 promissory note issued to Inphosoft Pte. Limited to March 31, 2018.

In addition, Xinhua Mobile has also agreed to: (i) lower the interest rate of the Issuer loan having principal and interests amounts outstanding of C\$271,079 as of February 28, 2017 from 28% per annum to 12% per annum with effect from March 1, 2017; and (ii) extend the maturity date of such loan to March 31, 2018.

6. **Reliance on subsection 7.1(2) of National Instrument 52-102**

Not applicable.

7. **Omitted Information**

Not applicable.

8. **Executive Officer**

The senior officer who can answer questions regarding this report is Mr. Joel Chin, Chief Executive Officer. Tel.: +65-6441-1029.

9. **Date of Report**

April 11, 2017.