

MATERIAL CHANGE REPORT

1. **Name and Address of Company**

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

2. **Date of Material Change**

March 31, 2014

3. **News Release**

The Issuer issued a press release on March 31, 2014 via Marketwired.

4. **Summary of Material Change**

The Issuer was informed that Mr. Jonathan Lai, its Chairman of the Board of Directors, through a company called Panaco Limited, and another company in which Mr. Lai holds a five percent interest, Royal Link Investment Limited, has entered into a Share Purchase Agreement with One Heart International Limited (“**One Heart**”) to sell 10,307,500 common shares of the Issuer representing 20 % of all of the issued and outstanding common shares of the Issuer (the “**Common Shares**”) for an aggregate purchase price of \$1,546,125 or \$0.15 per Common Share.

In addition, the Issuer was informed that Inphosoft Pte. Ltd (“**IPL**”) has entered into an Escrow Purchase Agreement for the sale of convertible debentures of the Issuer with a principal amount of \$6,255,484 (the “**Convertible Debentures**”) to One Heart for an aggregate consideration of \$6,255,484.

5. **Full Description of Material Change**

On March 31, 2014, the Issuer was informed that its Chairman of the Board of Directors, Mr. Jonathan Lai, through a company called Panaco Limited, and another company in which Mr. Lai holds a five percent ownership interest, Royal Link Investment Limited, had entered into a Share Purchase Agreement with One Heart to sell 10,307,500 Common Shares representing 20 % of all of the Common Shares of the Corporation.

One Heart is controlled by Mr. Yih Hann Lian, the co-founder and a former Chairman and director of Inphosoft Group Pte. Ltd. (“**IGPL**”), now a wholly-owned subsidiary of the Issuer. One Heart will pay an aggregate purchase price of \$1,546,125 or \$0.15 per Common Share in consideration for the sale of the Common Shares. The purchase price will be payable by way of two promissory notes. Each note will be due and payable three months from its issuance and will bear an interest of 18% per annum. The transfer of the Common Shares to One Heart is subject to TSX Venture Exchange (“**TSXV**”) and shareholders’ approval. In the event that One Heart is unable to obtain such approvals, One Heart has

the rights to direct Mr. Lai to transfer the Common Shares to third parties to be designated by One Heart in amounts that will not result in the creation of a new control person and where such transfers would not require TSXV and shareholders' approval.

In addition, the Corporation was also informed on March 31, 2014 that IPL had entered into an Escrow Purchase Agreement for the sale of Convertible Debentures with a principal amount of \$6,255,484 to One Heart for an aggregate consideration of \$6,255,484. IPL is the current holder of all of the Issuer's Convertible Debentures issued on September 28, 2012 for a principal amount of \$9,109,267 in connection with the acquisition of IGPL by the Issuer.

The purchase price for the Convertible Debentures will be payable by way of a promissory note with terms and conditions identical to the promissory notes issued in payment of the Common Shares. Each Convertible Debenture is unsecured, mature on September 28, 2015 and may be converted into Common Shares of the Issuer at any time prior to their maturity at a price of \$0.10 per Common Share, subject to certain restrictions. The sale of the Convertible Debentures is conditional upon continued satisfaction of the escrow provisions currently affecting the Convertible Debentures under Policy 5.4 – Escrow Vendor Consideration and Resale Restrictions of the TSXV. The transfer of the Convertible Debentures is subject to TSXV approval. However, One Heart has the right to direct IPL to sell part or whole of the Convertible Debentures that have been released from escrow and which are freely transferable to parties designated by One Heart.

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.: +6564411029.

9. **Date of Report**

April 4, 2014.