

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**

June 3, 2015

3. **News Release**

The Issuer issued a press release on June 4, 2015 via Marketwired.

4. **Summary of Material Change**

The Issuer announced today that it has obtained at its last Annual and Special Meeting of Shareholders held in Montreal on June 3, 2015 the approval of a majority of disinterested shareholders with respect to a proposed amendment removing the conversion restriction affecting the Issuer’s issued and outstanding convertible debentures (collectively, the “Convertible Debentures”).

5. **Full Description of Material Change**

The Issuer announced today that it has obtained at its last Annual and Special Meeting of Shareholders held in Montreal on June 3, 2015 the approval of a majority of disinterested shareholders with respect to a proposed amendment removing the conversion restriction affecting the Convertible Debentures.

This amendment removes the restriction preventing a holder of Convertible Debentures from converting his Convertible Debentures if this would result in: (i) the holder holding ten percent (10%) or more of the then issued and outstanding common shares of the Issuer; or (ii) the holder together with any person with which it is acting jointly or in concert with, collectively, as a group, holding twenty percent (20%) or more of the then issued and outstanding common shares of the Issuer.

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**

June 4, 2015.