

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

May 5, 2015

3. News Release

The Issuer issued a press release on May 5, 2015 via Marketwired.

4. Summary of Material Change

On January 15, 2015, One Heart International Limited (“One Heart”), the holder of convertible debentures of the Issuer with a principal amount of \$6,255,484 (the “Convertible Debentures”), granted an option (the “Option”) to Xinhua Mobile Limited (“Xinhua Mobile”) to purchase the Convertible Debentures. The exercise price of the Option is equal to the face value of the Convertible Debentures.

The Issuer has learnt that Xinhua Mobile exercised the Option on May 1, 2015 and entered into a Convertible Debentures Purchase Agreement dated the same date with One Heart to purchase the Convertible Debentures for a total consideration of \$6,255,484. The purchase price was paid by way of a promissory note. The note will be due and payable 6 months from its issuance and will bear an interest of 18% per annum compounded on a daily basis.

5. Full Description of Material Change

On January 15, 2015, One Heart, the holder of Convertible Debentures, granted the Option to Xinhua Mobile. The exercise price of the Option is equal to the face value of the Convertible Debentures.

The Issuer has learnt that Xinhua Mobile exercised the Option on May 1, 2015 and entered into a Convertible Debentures Purchase Agreement dated the same date with One Heart to purchase the Convertible Debentures for a total consideration of \$6,255,484. The purchase price was paid by way of a promissory note. The note will be due and payable 6 months from its issuance and will bear an interest of 18% per annum compounded on a daily basis.

The Convertible Debenture are 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.

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**

May 5, 2015.