

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

September 8th, 2015

3. News Release

The Issuer issued a press release on September 8th, 2015 via Marketwired.

4. Summary of Material Change

On September 8, 2015 the Issuer was informed that its former Chairman of the Board of Directors, Mr. Jonathan Lai (“Mr. Lai”) and Mr. Lian Yih Hann (“Mr. Lian”) closed the transactions by which Mr. Lai and a company controlled by Mr. Lai, Panaco Limited, and a company controlled by Mr. Lian, One Heart International Limited (“One Heart”), sold to Xinhua Mobile Limited (“Xinhua Mobile”) 28,123,320 common shares of the Corporation representing 54.57% of all of the issued and outstanding common shares of the Corporation (collectively the “Common Shares”).

The aggregate purchase price of the sale of 17,815,820 Common Shares from Mr. Lai and Panaco was \$6,235,537 or \$0.35 per Common Share and the sale of 10,307,500 Common Shares from One Heart was \$1,546,125 or \$0.15 per Common Share. The purchase price was paid by way of three promissory notes and all of the equity interest in a People’s Republic of China subsidiary of Xinhua Group.

In addition, the Issuer was also informed that One Heart, the holder of the Corporation convertible debentures for a principal amount of \$6,255,484 (the “Convertible Debentures”) convertible into 62,554,840 common shares of the Corporation, representing, 68.67% of the total outstanding convertible debentures, closed the transaction by which One Heart sold the Convertible Debentures to Xinhua Mobile for an aggregate consideration of \$6,255,484 paid by way of a promissory note. Each Convertible Debenture is unsecured, mature on September 28, 2015 and may be converted into common shares of the Corporation at any time prior to their maturity at a price of \$0.10 per common shares.

5. Full Description of Material Change

The Issuer announced on September 8, 2015 an update to its press releases dated January 15, 2015 titled “Principal Shareholders sell Common Shares Representing 54.57% Shares of GINSMS Inc.” and dated April 2, 2015 titled

“Grant of an Option on Convertible Debentures of GINSMS by One Heart International Limited to Xinhua Mobile Limited”.

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Xinhua Mobile is a 100% owned subsidiary of Xinhua Holdings Limited (“Xinhua Holdings”, together with its subsidiaries “Xinhua Group”). Xinhua Group is a multi-disciplinary group headquartered in Hong Kong and doing businesses in China and the rest of Asia, including Japan. Mr. Lian is the CEO of Xinhua Holdings. Xinhua Holdings’ securities are listed on the Tokyo Stock Exchange’s (“TSE”) Second Section (9399).

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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**

September 11, 2015.