

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 24, 2015

3. News Release

The Issuer issued a press release on September 24, 2015 via Marketwired.

4. Summary of Material Change

On September 24, 2015 the Issuer received a notice of conversion from each of its convertible debentures holders. As a result, all outstanding convertible debentures of the Issuer (the “Convertible Debentures”) having an aggregate principal amount of C\$9,109,267 have been converted into 91,092,670 common shares of the Issuer, at the conversion price of C\$0.10 per common share.

Full Description of Material Change

On September 24, 2015 the Issuer received a notice of conversion from each of its convertible debentures holders. As a result, all outstanding Convertible Debentures of the Issuer having an aggregate principal amount of C\$9,109,267 have been converted into 91,092,670 common shares of the Issuer, at the conversion price of C\$0.10 per common share.

As part of the conversion, Xinhua Mobile Limited (“XMobile”) has converted Convertible Debentures having an aggregate principal amount of C\$6,255,484 into 62,554,840 common shares of the Issuer and Inphosoft Pte. Limited (“IPL”) has converted Convertible Debentures having an aggregate principal amount of C\$2,853,783 into 28,537,830 common shares of the Issuer. 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 C\$0.10 per common share.

After the conversion, XMobile, together with its current ownership of 28,123,320 common shares or 54.57% of all issued and outstanding common shares of the Issuer, now owns 90,678,160 common shares of Issuer or 63.58% of all issued and outstanding common shares of the Issuer while IPL now owns 28,537,830 common shares of the Issuer or 20.01% of all issued and outstanding common shares of the Issuer.

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

Not applicable.

6. **Omitted Information**

Not applicable.

7. **Executive Officer**

The senior officer who can answer questions regarding this report is Mr. Joel Chin, Chief Executive Officer. Tel.: +6564411029.

8. **Date of Report**

October 2nd, 2015.