

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

April 2, 2015

3. News Release

The Issuer issued a press release on April 2, 2015 via Marketwired.

4. Summary of Material Change

The Issuer inform the market that as part of the change of control of the Issuer in favour of Xinhua Mobile Limited announced January 15, 2015, One Heart International Limited (“One Heart”), the current holder of all issued and outstanding convertible debentures of the Issuer (collectively, the “Convertible Debentures”), granted an option (the “Option”) to purchase Convertible Debentures with principal amount of \$6,255,484 to Xinhua Mobile Limited (“Xinhua Mobile”). The exercise price of the Option is equal to the face value of the Convertible Debentures and it is exercisable at any time at the option of Xinhua Mobile until the maturity date of the Convertible Debentures covered by the Option. The Convertible Debentures are unsecured, mature on September 28, 2015 and may be converted into common shares of the Issuer at any time prior to their maturity date at a price of \$0.10 per common share, subject to certain restrictions.

5. Full Description of Material Change

The Issuer inform the market that as part of the change of control of the Issuer in favour of Xinhua Mobile Limited announced January 15, 2015, One Heart International Limited (“One Heart”), the current holder of all issued and outstanding convertible debentures of the Issuer (collectively, the “Convertible Debentures”), granted an option (the “Option”) to purchase Convertible Debentures with principal amount of \$6,255,484 to Xinhua Mobile Limited (“Xinhua Mobile”). The exercise price of the Option is equal to the face value of the Convertible Debentures and it is exercisable at any time at the option of Xinhua Mobile until the maturity date of the Convertible Debentures covered by the Option. The Convertible Debentures are unsecured, mature on September 28, 2015 and may be converted into common shares of the Issuer at any time prior to their maturity date 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**

April 2, 2015.