

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**

January 15, 2015

3. **News Release**

The Issuer issued a press release on January 15, 2015 via Marketwired.

4. **Summary of Material Change**

The Issuer was informed that its Chairman of the Board of Directors, Mr. Jonathan Lai (“**Mr. Lai**”), and major shareholders, Panaco Limited (“**Panaco**”, 100% owned by Mr. Lai) and One Heart International Limited (“**One Heart**”, 100% owned by Mr. Yih Hann Lian (“**Mr. Lian**”)) have entered into Share Purchase Agreements with Xinhua Mobile Limited (“**Xinhua Mobile**”) to sell an aggregate of 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**”) (collectively, the “**Transactions**”).

In addition, the Issuer was informed that as part of the Transactions, One Heart granted to Xinhua Mobile an option to purchase convertible debentures of the Corporation with principal amount of \$6,255,484 currently held by One Heart at price equal to the face value of such convertible debentures (the “**Options**”). The Option is exercisable at any time at the option of Xinhua Mobile until the maturity date of the convertible debentures covered by the Option. All of the Corporation’s currently outstanding convertible debentures are unsecured, mature on September 28, 2015 and may be converted into Common Shares at any time prior to their maturity at a price of \$0.10 per Common Share, subject to certain restrictions.

5. **Full Description of Material Change**

On January 15, 2015, the Issuer was informed that its Chairman of the Board of Directors, Mr. Lai, and major shareholders, Panaco (100% owned by Mr. Lai) and One Heart (100% owned by Mr. Lian) have entered into Share Purchase Agreements with Xinhua Mobile to sell an aggregate of 28,123,320 Common Shares representing 54.57% of all of the issued and outstanding Common Shares.

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 Mothers Board (9399).

Xinhua Mobile will pay an aggregate purchase price of \$6,235,537 or \$0.35 per Common Share in consideration for the sale of 33,433 Common Shares from Mr. Lai and 17,782,387 Common Shares from Panaco. The purchase price will be payable by way of two promissory notes (one issue to Mr. Lai and one issue to Panaco). Each promissory note will be due and payable three months from its issuance and will bear an interest of 18% per annum compounded on a daily basis. In addition, Panaco, as consideration for the sale of the Common Shares, will direct Royal Link Investment Limited (a company in which Mr. Lai holds a five percent ownership interest) to be transferred all of the equity interest in a wholly foreign owned enterprise (WFOE) incorporated in the People's Republic of China called Shanghai Huacai Investment Advisory Company Limited and currently held by an affiliate of Xinhua Mobile.

In addition, Xinhua Mobile will pay an aggregate purchase price of \$1,546,125 or \$0.15 per Common Share in consideration for the sale of 10,307,500 Common Shares from One Heart. The purchase price will be payable by way of a promissory note. The note will be due and payable six months from its issuance and will bear an interest of 9% per annum compounded on a daily basis.

As part of the Transactions, the Corporation was also informed on January 15, 2015 that One Heart granted to Xinhua Mobile an option to purchase convertible debentures of the Corporation with principal amount of \$6,255,484 currently held by One Heart at a price equal to the face value of such convertible debentures (the "**Options**"). The Option is exercisable at any time at the option of Xinhua Mobile until the maturity date of the convertible debentures covered by the Option. All of the Corporation's currently outstanding convertible debentures are unsecured, mature on September 28, 2015 and may be converted into Common Shares 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**

January 16, 2015.