

## **MATERIAL CHANGE REPORT**

### 1. **Name and Address of Company**

GINSMS Inc. (the “**Issuer**”)  
700 9<sup>th</sup> Avenue S.W.  
Suite 3000  
Calgary, Alberta, T2P 3V4  
Canada

### 2. **Date of Material Change**

March 31, 2017

### 3. **News Release**

The Issuer issued a press release on March 31, 2017 via Marketwired.

### 4. **Summary of Material Change**

The Issuer announced on March 31, 2017 that it has entered into an agreement to complete an unbrokered private placement of with its controlling shareholder, Xinhua Mobile Limited (“**Xinhua Mobile**”). The contemplated private placement would result in the Issuer raising US\$700,000 or C\$931,280 using prior day’s Bank of Canada published exchange rate and issuing 7,163,692 common shares to Xinhua Mobile at a subscription price of C\$0.13 per common share (the “**Private Placement**”).

### 5. **Full Description of Material Change**

The Issuer announced on March 31, 2017 that it has entered into an agreement to complete the Private Placement with Xinhua Mobile, by issuing 7,163,692 common shares at a subscription price of C\$0.13 per common share.

The proceeds from the proposed Private Placement will increase the Issuer’s current working capital and will be used towards the Issuer’s strategy to expand A2P messaging business segment in existing markets such as Indonesia, Malaysia, Taiwan and China, and to support its software products and service business segment. In particular, the proceeds from the proposed Private Placement will be used to finance up to December 2017 the Issuer’s suppliers’ costs of approximately US\$200,000, software development costs of approximately US\$50,000, marketing costs of approximately US\$100,000, staff salaries of approximately US\$150,000, and professional fees and others of approximately US\$200,000.

Following the closing of the proposed Private Placement, the Issuer will have 149,793,861 common shares issued and outstanding. Xinhua Mobile together with its current ownership of 90,678,160 common shares or 63.58% of all issued and outstanding common shares of the Issuer, will own 97,841,852 common shares or 65.32% of all issued and outstanding common shares of the Issuer.

In connection with the Private Placement, Mr. Joel Chin, GINSMS' Chief Executive Officer, and Inphosoft Pte. Limited, a company in which Mr. Chin is a shareholder and a director, agreed to: (i) lower the interest rate from 24% per annum to 12% per annum on several loans of the Issuer having principal and interests amounts outstanding of C\$3,033,757 and C\$791,770 as of February 28, 2017, respectively, with effect from March 1, 2017; (ii) extend the maturity date of such loans to March 31, 2018; and (iii) extend the maturity date on the Issuer's C\$400,000 promissory note issued to Inphosoft Pte. Limited to March 31, 2018.

In addition, Xinhua Mobile has also agreed to: (i) lower the interest rate of GINSMS loan having principal and interests amounts outstanding of C\$271,079 as of February 28, 2017 from 28% per annum to 12% per annum with effect from March 1, 2017; and (ii) extend the maturity date of such loan to March 31, 2018.

The board of directors of the Issuer reviewed and considered the proposed Private Placement with Xinhua Mobile and unanimously approve its terms and conditions.

The Private Placement with Xinhua Mobile constitutes a related party transaction under Part 5 of Multilateral Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions* (“**NI 61-101**”). The Private Placement is exempt from the formal valuation and minority approval requirements contained in Part 5 of NI 61-101 as the total aggregate proceeds of the private placement represent less than 25% of the Issuer's market capitalization calculated as of the last business day of March 30, 2017.

The closing of the Private Placement is conditional upon the obtaining of the customary regulatory approval for such transaction including the conditional approval of the TSX Venture Exchange.

Closing of the Private Placement is expected to occur less than 21 days from the date of filing of the material change report required under Canadian securities laws in respect of the proposed private placement. The Issuer believes that this timing is reasonable considering that the private placement is required in order to provide it with sufficient working capital and to further expand its business.

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.: +65-6441-1029.

9. **Date of Report**

March 31, 2017.