

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 15th, 2015

3. **News Release**

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

4. **Summary of Material Change**

The Issuer announced on September 15, 2015 that it will immediately cancel all 300,000 stock options of the Corporation granted to its two non-executive directors in exchange for an annual remuneration.

5. **Full Description of Material Change**

The Issuer announced on September 15, 2015 that it will immediately cancel all 300,000 stock options of the Corporation granted to its two non-executive directors. In exchange for their stock options each non-executive director of the Corporation will be receiving an annual remuneration set for fiscal 2016 at C\$20,000.

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 15, 2015.