FORM 51-102F3
MATERIAL CHANGE REPORT

ITEM 1 - Name and Address of Company

Gemini Corporation ("**Gemini**")
Suite 400, 839 - 5th Avenue SW
Calgary, AB T2P 3C8

ITEM 2 - Date of Material Change

January 11, 2016

ITEM 3 - News Release

The news release was issued in Calgary, Alberta on January 11, 2016 through wire services of the CNW Group and filed on the System for Electronic Document Analysis and Retrieval (SEDAR). A copy of the news release is attached as Schedule A.

ITEM 4 - Summary of Material Change

Gemini Corporation (GKX-TSXV) announces that Mr. Doug Lautermilch, President and CEO, has informed the company of his intent to retire in the second quarter of 2016 after completing 6.5 years with the company.

ITEM 5 - Full Description of Material Change

Gemini Corporation (GKX-TSXV) announces that Mr. Doug Lautermilch, President and CEO, has informed the company of his intent to retire in the second quarter of 2016 after completing 6.5 years with the company. Gemini has initiated a formal process to identify a new President and CEO. Mr. Lautermilch will remain in his current role until his replacement has been selected and will remain as an advisor to the company as long as required to ensure a successful transition.

ITEM 6 - Reliance on Subsection 7.1(2) of National Instrument 51-102

Not applicable.

ITEM 7 - Omitted Information

No information has been omitted on the basis that it is confidential.

ITEM 8 – Executive Officer

Robert Brookwell
Executive Vice President & CFO
(403) 258-5401

ITEM 9 - Date of Report

January 18, 2016

SCHEDULE "A"

GEMINI CORPORATION ANNOUNCES RETIREMENT OF PRESIDENT & CEO

Calgary, Alberta – January 11, 2016 – Gemini Corporation (GKX-TSXV) announces that Mr. Doug Lautermilch, President and CEO, has informed the company of his intent to retire in the second quarter of 2016 after completing 6.5 years with the company. Gemini has initiated a formal process to identify a new President and CEO. Mr. Lautermilch will remain in his current role until his replacement has been selected and will remain as an advisor to the company as long as required to ensure a successful transition.

"On behalf of the Board and employees at Gemini, I would like to thank Doug for his strong work ethic, integrity and leadership during his tenure as President and CEO." said Kevin Beingessner, Gemini's Chairman of the Board. "Doug was instrumental in implementing Gemini's Design-Build business model which is backed by strong customer alliances and has positioned us well for success in this challenging market."

About Gemini Corporation

Gemini Corporation is a professional services firm that designs, builds and maintains energy and industrial facilities. We provide regulatory, environmental, engineering, fabrication, installation and maintenance solutions for clients through stand-alone or integrated service delivery models. Our design-build capabilities differentiate Gemini and provide tremendous value-added benefits for clients, such as cost certainty, schedule compression and one point of accountability. The Corporation's principal target markets are midstream oil and gas, oil and gas production, in-situ heavy oil, and oil and gas processing across western Canada.

Shares of Gemini trade on the TSX Venture Exchange under the symbol GKX. For more information about the Corporation and its services, go to www.geminicorp.ca.

Disclaimer

This news release may contain forward looking information that represents Gemini's internal projections, expectations, estimates or beliefs concerning, among other things, future operating results and various components thereof or Gemini's future economic performance. All statements other than the statements of historical fact may be forward-looking statements. In some cases, forward-looking statements can be identified by terminology such as "may", "will", "should", "expects", "projects", "plans", "anticipates", and similar expressions. The projections, estimates and beliefs contained in such forward-looking statements are based on management's assumptions relating to Gemini's performance and competition within the sectors in which it competes, the continuation of the current regulatory and tax regimes in the jurisdictions in which Gemini operates, and necessarily involve known and unknown risks and uncertainties, including risks and assumptions relating to client service demand, field service costs, labour rates, and other factors that may cause actual performance and financial results in future periods to differ materially from any projections of future performance or results expressed or implied by such forward-looking statements. Accordingly, readers are cautioned that events or circumstances could cause results to differ materially from those predicted or suggested. The Corporation does not undertake to update any forward-looking information in this document whether as to new information, future events or otherwise.

For further information, please contact:

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Robert Brookwell, Executive VP and CFO (403) 258-5401, rbrookwell@geminicorp.ca