

**FORM 51-102F3
MATERIAL CHANGE REPORT**

ITEM 1 Name and Address of Company

GINSMS Inc. (“GINSMS” or the “Issuer”)
215 9th Avenue SW, Suite 1900
Calgary, Alberta
T2P 1K3

ITEM 2 Date of Material Change

October 9, 2012.

ITEM 3 News Release

A news release disclosing the material change described below was disseminated via Marketwire on October 9, 2012.

ITEM 4 Summary of Material Change

GINSMS has received final acceptance from the TSX Venture Exchange Inc. in connection with its acquisition of Inphosoft Group Pte. Ltd. Trading in the common shares of GINSMS is scheduled to resume at the opening of the market on Thursday October 11, 2012.

ITEM 5 Full Description of Material Change

5.1 Full Description of the Material Change

Proposed Acquisition

GINSMS has received final acceptance from the TSX Venture Exchange Inc. in connection with its acquisition of Inphosoft Group Pte. Ltd. Trading in the common shares of GINSMS is scheduled to resume at the opening of the market on Thursday October 11, 2012.

5.2 Disclosure for Restructuring Transactions

Not applicable.

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

Not applicable.

ITEM 7 Omitted Information

No information has been omitted.

ITEM 8 Executive Officer

For additional information with respect to the material change referred to herein, the following person may be contacted:

M. Raymond Richard
Corporate Secretary
GINSMS Inc.
(450) 466-2921

ITEM 9

Date of Report

October 12, 2012.