

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

ITEM 1 Name and Address of Company

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

ITEM 2 Date of Material Change

April 4, 2013.

ITEM 3 News Release

A news release disclosing the material change described below was disseminated via Marketwire on April 5, 2013.

ITEM 4 Summary of Material Change

The Issuer raised gross proceeds of \$400,000 at a closing of a private placement by issuing 8,000,000 common shares at a price of \$0.05 per share.

ITEM 5 Full Description of Material Change

5.1 Full Description of the Material Change

The Issuer raised gross proceeds of \$400,000 at a closing of a private placement by issuing 8,000,000 common shares at a price of \$0.05 per share. The Issuer will use the proceeds from the private placement for working capital purposes.

The common shares issued by the Issuer at the closing of the private placement are subject to a four-month “hold period” ending on August 5, 2013 under applicable securities legislation and the policies of the TSX Venture Exchange.

Following the closing of the private placement, there are 51,537,499 common shares of the Issuer issued and outstanding.

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

April 12, 2013.