GINSMS INC.

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

TAKE NOTICE that the Annual and Special Meeting of Shareholders (the "**Meeting**") of GINSMS Inc. (the "**Corporation**") will be held at:

Place:	Miller Thomson LLP 1000, De La Gauchetière Street West, Suite 3700, Montreal (Quebec) H3B 4W5
Date:	August 15, 2018
Time:	10:30 a.m.

The purposes of the Meeting are:

1. To receive and consider the financial statements of the Corporation for the financial year ended December 31, 2017 and the auditors' report thereon;

2. To elect directors;

3. To appoint auditors and authorize the directors to fix their remuneration;

4. To consider, and if deemed advisable, to adopt a resolution in the form annexed as Schedule "A" to the Management Proxy Circular, approving the 2009 Stock Option Plan of the Corporation; and

5. To transact such other business as may properly be brought before the Meeting.

The attached management proxy circular includes supplementary information on the matters to be dealt with at the Meeting and, as such, is an integral part of this Notice.

Since it is desirable that as many shares as possible be represented and voted at the Meeting, we urge any shareholder who is unable to attend the Meeting in person to complete and return the enclosed proxy form in accordance with the instructions contained therein.

DATED at Montreal, Quebec
July 9, 2018

BY ORDER OF THE BOARD OF DIRECTORS

(signed) *Bruno Caron*
Bruno Caron, Corporate Secretary