

## MATERIAL CHANGE REPORT

### 1. **Name and Address of Company**

GINSMS Inc. (the “**Issuer**”)  
700 9<sup>th</sup> Avenue S.W.  
Suite 3000  
Calgary, Alberta, T2P 3V4  
Canada

### 2. **Date of Material Change**

October 17, 2022

### 3. **News Release**

The Issuer issued a press release on October 17, 2022 via GlobeNewswire.

### 4. **Summary of Material Change**

The Issuer announced on October 17, 2022 that it has entered into an agreement with Joel Siang Hui Chin (“**Joel Chin**”), a director of the Issuer, for the repayment, by way of a share issuance, of loans (collectively, the “**Loans**”) representing an aggregate principal and interest total amount of CAD 3,732,450.73 granted to the Issuer by Joel Chin (the “**Shares for Debt Transaction**”).

### 5. **Full Description of Material Change**

The Issuer announced on October 17, 2022 that it has entered into an agreement with Joel Chin, a director of the Issuer, for the repayment, by way of share issuance, of the Loans granted to the Issuer by Joel Chin. Consequently, the Issuer will issue to Joel Chin 37,324,507 common shares at a price of CAD 0.10 per common share (the “**Repayment Shares**”) representing 19.95% of all of the issued and outstanding common shares of the Issuer. Following the Shares for Debt Transaction, Joel Chin will retain loans having an aggregate principal amount of CAD 145,785.79 granted to an affiliate of the Corporation. Xinhua Mobile Limited (“**Xinhua Mobile**”), the controlling shareholder of GINSMS, will continue to hold more than 50 % of all of the issued and outstanding common shares of the Corporation following the closing of the proposed Shares for Debt Transaction. More specifically, Xinhua Mobile will hold 52.29% of all of the issued and outstanding common shares of the Corporation.

In addition, as per *Multilateral Instrument 61-101 - Protection of Minority Security Holders in Special Transactions* (“**MI 61-101**”) this transaction is a “Related Party Transaction” and the Issuer will benefit from statutory exemptions from the formal valuation and minority shareholder approval requirements set out respectively under sections 5.5.(b) and 5.7(1)(b) of MI 61-101.

The Shares for Debt Transaction is subject to the approval of the TSX Venture Exchange. Once issued, the Repayment Shares will be subject to a hold period of 4 months.

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**

October 17, 2022.