

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: January 22, 2021

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, 2019 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.

Due to the public health restrictions implemented to combat the spread of the COVID-19 pandemic, including restriction on mass gatherings implemented by provincial governments and taking into account the health and safety of our employees, shareholders, service providers and other stakeholders, the Corporation is requesting all shareholders to refrain from attending the Meeting in person and, instead, to vote by proxy, by mail, by telephone or on the internet, rather than attending the Meeting in person to vote. Further restrictions with regard to the Meeting may be implemented by the Corporation as required in accordance with applicable laws and to comply with public health restrictions. At the Meeting, the Corporation may adopt screening or other measures for identifying COVID-19 symptoms or risk factors as may be recommended or required by applicable health authorities. These measure may include requiring registered shareholders or duly appointed proxy holders still wishing to attend the Meeting in person to sign a confirmation letter at the Meeting that they are not confirmed cases of COVID-19 or a close contact of a confirmed case of COVID-19, they are not experiencing cold or flu-like symptoms, including fever, cough, difficulty breathing, muscle aches, fatigue, headache, sore throat or runny nose, and that they have not travelled outside of Canada for a period of two weeks preceding the Meeting date. The Corporation reserves the right to refuse admission to a shareholder or proxyholder who poses a health risk. The Corporation will limit attendees as required by the mass gathering restrictions implemented by the government of Quebec at the time of the Meeting. In addition, any attendees will be required to practice social distancing at the Meeting. In order to permit shareholders and proxyholders to listen to the Meeting without having to attend in person, a conference call number has been made available. Please dial 1-855-453-6968 and enter access code 2728169. This call will be listen-only and shareholders and duly appointed proxyholders will not be able to vote or speak at, or otherwise, participate in the Meeting via the conference call.

As the COVID-19 outbreak continues to be a rapidly evolving situation, and in light of changing public health restrictions and recommendations related to COVID-19, there may be change to the date, time and location of the Meeting, or the Corporation may adjourn or postpone the Meeting. The Corporation will continue to monitor and review provincial and federal governmental guidance in order to assess and implement measures to reduce the risk of spreading the COVID-19 virus at the Meeting. Any such changes will be communicated by news release which will be made available under the Corporation' profile on SEDAR at www.sedar.com.

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
December 30, 2020

BY ORDER OF THE BOARD OF DIRECTORS

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