



NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

TO BE HELD ON JUNE 27, 2024

AND

MANAGEMENT PROXY CIRCULAR

Dated: May 30, 2024

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 West, Suite 3700, Montreal (Quebec) H3B 4W5

Date: June 27, 2024

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, 2023 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.

This year, the Corporation will hold the Meeting in a virtual only format in order to maximize shareholder attendance. The Meeting will be conducted via Visio conference, where all shareholders, regardless of their geographic location will have an equal opportunity to participate. Shareholders and proxy holders who wish to participate may use the following link: <https://millerthomson.webex.com/join/bcaron> and enter the access code 2303 345 5981. Alternatively, shareholders may call the following Canada toll-free number +1-416-915-6528, access code 2303 345 5981 or, if using a mobile device, +1-416-915-6528, 23033455981##. Shareholders will not be able to attend the Meeting in person.

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 to complete and return the enclosed proxy form in accordance with the instructions contained therein.

DATED at Montreal, Quebec
May 30, 2024

BY ORDER OF THE BOARD OF DIRECTORS

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