No securities regulatory authority has expressed an opinion about these securities and it is an offence to claim otherwise. This prospectus constitutes a public offering of these securities only in those jurisdictions where they may be lawfully offered for sale and therein only by persons authorized to sell such securities. These securities have not been and will not be registered under the United States Securities Act of 1933, as amended (the "U.S. Securities Act"), or applicable state securities laws, and may not be offered or sold within the United States unless an exemption from such registration requirements is available under the U.S. Securities Act and applicable state securities laws. This prospectus does not constitute an offer to sell or a solicitation to buy any of these securities within the United States. See "Plan of Distribution".

PROSPECTUS

Initial Public Offering **November 12, 2009**

GINSMS INC.

Minimum Offering: $1,200,000 or 8,000,000 Units
Maximum Offering: $2,025,000 or 13,500,000 Units

This offering (the "**Offering**") of units ("**Units**") of GINSMS Inc. ("**GINSMS**" or the "**Corporation**") consists of up to 13,500,000 Units to be issued by the Corporation. Each Unit consists of one common share in the capital of the Corporation (a "**Common Share**") and one-half of one common share purchase warrant. Each whole common share purchase warrant (a "**Warrant**") shall permit the holder thereof to purchase one Common Share at an exercise price of $0.20 per Common Share for a period of twenty-four months from the Closing Date (as hereinafter defined).

This Offering is being conducted on a best efforts basis by CTI Capital Securities Inc. (the "**Agent**") in the Provinces of Alberta, British Columbia and Ontario and consists of a minimum of 8,000,000 Units (the "**Minimum Offering**") and a maximum of 13,500,000 Units (the "**Maximum Offering**") at a price of $0.15 per Unit (the "**Offering Price**") for total gross proceeds to the Corporation of a minimum of $1,200,000 and up to a maximum of $2,025,000. The Offering Price was determined by negotiation between the Corporation and the Agent. This prospectus qualifies the distribution of up to 13,500,000 Common Shares and up to 6,750,000 Warrants. See "Plan of Distribution".

There is currently no market through which these securities may be sold and purchasers may not be able to resell securities purchased under this prospectus. This may affect the pricing of securities in the secondary market, the transparency and availability of trading prices, the liquidity of the securities, and the extent of issuer regulation. **An investment in the Units is speculative. Prospective investors should consider certain risk factors in connection with an investment in the Units. See "Risk Factors".**

$0.15 PER UNIT

	Price to the Public[1]	Commission to Agent[2]	Net Proceeds to the Corporation[3]
Per Unit	$0.15	$0.015	$0.135
Minimum Offering	$1,200,000	$120,000	$1,080,000
Maximum Offering	$2,025,000	$202,500	$1,822,500

Notes:

(1) The price and terms of these securities were fixed by negotiation between the Corporation and the Agent.

(2) In consideration of the services rendered by the Agent in connection with the Offering, the Corporation has agreed to pay a cash commission (the "**Agent's Commission**") to the Agent equal to 10% of the gross proceeds raised in the Offering.

(3) These amounts are after deducting the Agent's Commission, but before deducting the expenses of the Offering, estimated to be $480,343, including a corporate finance fee of $40,000 and a $24,596 legal retainer that have already been paid to the Agent. The balance of $415,747 will be paid from the available working capital as at the date of this prospectus and the proceeds of the Offering. See "Use of Proceeds".

This prospectus also qualifies the issue by the Corporation of non-transferable Broker Warrants (the "**Broker Warrants**") to the Agent. The Corporation will issue to the Agent, Broker Warrants entitling the Agent to purchase that number of Common Shares that is equal to 8% of the aggregate number of Common Shares sold pursuant to the Offering. Each Broker Warrant will be exercisable into one Common Share at an exercise price of $0.15 at any time prior to the date which is twenty-four months from the Closing Date (as defined herein). See "Plan of Distribution".

The following table sets forth the securities granted to the Agent in connection with this Offering:

Agent's Position	Maximum Number of Securities Available Assuming Minimum Offering	Maximum Number of Securities Available Assuming Maximum Offering	Exercise Period / Acquisition Date	Exercise Price or Average Acquisition Price
Broker Warrants	640,000	1,080,000	24 months following the Closing Date	$0.15

The Broker Warrants and the Common Shares issuable upon exercise of the Broker Warrants are qualified for distribution under this prospectus. See "Plan of Distribution".

In the opinion of Heenan Blaikie LLP, counsel to the Corporation, the securities comprising the Units are eligible investments under certain statutes. See "Eligibility for Investment".

The Agent conditionally offers the Units hereunder on a best efforts basis, if, as and when issued and delivered by the Corporation in accordance with the conditions contained in the Agency Agreement (as defined herein) and subject to the approval of certain legal matters for the Corporation by Heenan Blaikie LLP and on behalf of the Agent by Miller Thomson LLP. See "Plan of Distribution".

Subscriptions for Units offered hereunder will be received subject to rejection or allotment in whole or in part and the right is reserved to close the subscription books at any time without notice. It is expected that the closing of the Offering will take place on January 15, 2010 or on such other date or dates as the Corporation and the Agent may agree, but no later than February 10, 2010 (the "**Closing Date**"). Notwithstanding the above, the Offering will be discontinued in the event that a Closing in respect of the Minimum Offering has not occurred on or prior to the date that is 90 days from the issuance of a receipt for the final prospectus relating to this Offering, unless each of the persons or companies who have subscribed within such period consents to the continuation of the Offering. Units will only be issued through the book-based system, accordingly a purchaser will receive only a customer confirmation from the registered dealer through whom the Units are purchased. CDS Clearing and Depository Services Inc., or its nominee, which as of the date of this prospectus is CDS & Co., or a successor thereto ("**CDS**") will record the participants in the CDS depository service holding securities operated by or on behalf of CDS who hold securities on behalf of owners who have purchased or transferred Units in accordance with the book-based system. Confirmation of the acceptance of a subscription will be forwarded to the purchaser upon acceptance by the Agent. See "Plan of Distribution".

Until such time as a Closing has occurred in respect of the Minimum Offering, all subscription funds received by the Agent will be promptly delivered to and held by the Agent, pending Closing of the Minimum Offering. If the Minimum Offering has not been subscribed for prior to the expiry of the 90 day period (from the date of receipt from the final prospectus), the Agent shall promptly return the proceeds of subscriptions to the subscribers without interest or deduction unless such subscribers have otherwise instructed the Agent.

Should Closing occur in respect of the Minimum Offering, one or more additional Closings, if necessary, may occur until the earlier of the Maximum Offering being subscribed or such later date as the Agent and the Corporation may agree upon, but no later than February 10, 2010.

Investment in the Units should be considered highly speculative due to various factors, including the nature of the Corporation's business and the present stage of its development. An investment in the Units should only be made by persons who can afford the total loss of their investment. There is no market through which these securities may be sold and purchasers may not be able to resell securities purchased under this prospectus. This may affect the pricing of the securities in the secondary market, the transparency and availability of trading prices, the liquidity of the securities, and the extent of issuer regulation. Additionally, several of the directors and officers of the Corporation named herein reside outside Canada. Substantially all of the assets of these persons, and the Corporation, are located outside of Canada. As a result, it may not be possible for investors to effect services of process within Canada on the directors or officers of the Corporation. It may also not be possible to enforce against certain of the Corporation's directors and officers named herein, judgments obtained in Canadian courts predicated upon the civil liability provisions of applicable securities laws in Canada. See "Risk Factors".

As at the date of this prospectus, GINSMS does not have any of its securities listed or quoted, has not applied to list or quote any of its securities, and does not intend to apply to list or quote any of its securities, on the Toronto Stock Exchange, a U.S. marketplace, or a marketplace outside Canada and the United States of America other than the Alternative Investment Market of the London Stock Exchange or the PLUS Markets operated by the PLUS Markets Group plc.

The TSX Venture Exchange Inc. (“**TSXV**”) has conditionally accepted the listing of the issued and outstanding Common Shares of the Corporation, the Common Shares comprised in the Units, the Common Shares issuable upon exercise of the Warrants and the Common Shares issuable upon exercise of the Broker Warrants on the TSXV under the symbol “GOK”. Listing will be subject to the Corporation fulfilling all the listing requirements of the TSX, including distribution of these securities to a minimum number of public holders.

CTI Capital Securities Inc.
1635 – 1, Place Ville-Marie
Montréal, (Québec) H3B 2BC
Tel: (514) 861-3500
Fax: (514) 861-3230

NOTE REGARDING FORWARD LOOKING STATEMENTS

This prospectus contains forward-looking statements which reflect management's expectations regarding the Corporation's future growth, results of operations, performance and business prospects and opportunities. Often, but not always, forward-looking statements can be identified by the use of words such as "**plans**", "**expects**", "**is expected**", "**budget**", "**scheduled**", "**estimates**", "**forecasts**", "**intends**", "**anticipates**", or "**believes**" or variations (including negative variations) of such words and phrases, or statements that certain actions, events or results "**may**", "**could**", "**would**", "**might**" or "**will**" be taken, occur or be achieved. These statements reflect management's current beliefs and are based on information currently available to management. Forward-looking statements involve significant risks, uncertainties and assumptions.

In particular, forward-looking statements include:

- the Corporation's belief that other operators in the industry are expected to launch their trial services in 2009;
- the Corporation's belief that the availability of 3G services in China will boost the demand for data related services;
- The Corporation's belief that its HUB technology offers the best alternative for efficient and low-cost delivery of SMS as it allows businesses and organizations to reach mobile telephone users via its current SMS platform without having to build a new web-based gateway;
- management's belief, moving forward, that the Corporation's gross profits and margin will increase given that one of the Corporation's subsidiaries has recently signed a more economical outsourced operation and maintenance contract with a new technical support provider following the acquisition by the Corporation's subsidiary of an IOSMS system in August 2008;
- management's belief that it is able to maintain a stable pricing for customers; and
- management's belief that GET is able to generate sufficient amounts of cash to fulfill the working capital requirements of its present operations,

all of which statements can be found under the "General Development of the Business" section of this prospectus.

These forward-looking statements are not historical facts, but reflect management's current expectations and assumptions regarding future results or events. Particularly, these forward-looking statements are based on management's estimate of future events based on technological advances relating to the Corporation's services, current market conditions and past experiences of management in relation to how certain contracts will affect revenues. A number of factors could cause actual results to differ materially from the results discussed in the forward-looking statements, including, but not limited to, general business, economic, competitive, political and social uncertainties, the actual results of operations, competition and changes in the industry in which the Corporation operates and other risks factors discussed in the section entitled "Risk Factors" in this prospectus. Although the Corporation has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in forward-looking statements, there may be other factors that cause actions, events or results to differ from those anticipated, estimated or intended. Although the forward-looking statements contained in this prospectus are based upon what management believes to be reasonable assumptions, the Corporation cannot assure prospective purchasers that actual results will be consistent with these forward-looking statements. These forward-looking statements are made as of the date of this prospectus and the Corporation assumes no obligation to update or revise them to reflect new events or circumstances except as may be required by law. Accordingly, readers should not place undue reliance on the forward-looking statements.

GAAP AND NON-GAAP MEASURES

Unless otherwise indicated and as hereinafter provided, all financial statement data in this prospectus has been prepared using Canadian generally accepted accounting principles ("**GAAP**"). The Corporation's consolidated financial statements included in this prospectus have been prepared in accordance with Canadian GAAP, as applied to its consolidated financial statements. This prospectus makes reference to certain non-GAAP measures. These non-GAAP measures are not recognized measures under Canadian GAAP, do not have a standardized meaning prescribed by Canadian GAAP and are therefore unlikely to be comparable to similar measures presented by other companies. Rather, these measures are provided as additional information to complement those Canadian GAAP measures by providing further understanding of the Corporation's results of operations from management's perspective. Accordingly, they should not be considered in isolation nor as a substitute for analysis of the Corporation's financial information reported under Canadian GAAP. The Corporation uses non-GAAP measures including EBITDA to provide investors with a supplemental measure of the Corporation's operating performance and thus highlight trends in the Corporation's core business that may not otherwise be apparent when relying solely on Canadian GAAP financial measures. The Corporation also believes that securities analysts, investors and other interested parties frequently use non-GAAP measures in the evaluation of issuers. The Corporation's management also uses non-GAAP measures in order to facilitate operating performance comparisons from period to period, prepare annual operating budgets and assess the Corporation's ability to meet its future capital expenditure and working capital requirements. Please refer to the "Management's Discussion and Analysis of Financial Condition and Results of Operations" section of this prospectus for the definition and reconciliation of EBITDA used and presented by the Corporation to the most directly comparable GAAP measures. See "Management's Discussion and Analysis of Financial Condition and Results of Operations".

CURRENCY AND EXCHANGE RATE INFORMATION

Unless otherwise indicated, all references to "$" or "dollars" in this prospectus refer to Canadian dollars. In this prospectus, references to HKD are to the Hong Kong Dollar. The noon rate of exchange as of November 12, 2009, as reported by the Bank of Canada for conversion of Canadian dollars into Hong Kong Dollars, was $1.00 equals $7.37 HKD.

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SUMMARY

The following is a summary of the principal features of this offering and should be read together with the more detailed information and financial data and statements contained elsewhere in this prospectus. This summary is qualified in its entirety by the more detailed financial information contained herein and readers are directed to carefully review this prospectus in its entirety. All dollar amounts referenced, unless otherwise indicated, are expressed in Canadian dollars.

The Corporation:

The Corporation was incorporated under the name "GINSMS Inc." pursuant to the CBCA on March 20, 2009. The Corporation's registered office is located at 1200, 425 – 1st Street S.W., Calgary, Alberta, T2P 3L8 and its head office is located at 14/F Hang Lung House, 184 – 192 Queen's Road Central, Hong Kong.

Business of the Corporation:

The Corporation is the parent company of GIN International Ltd. ("**GIN**"), through its wholly-owned subsidiary, Global Edge Technology Ltd. ("**GET**"). GIN is a technology services company focused on providing inter-operator short messaging services ("**IOSMS**") to mobile telecom operators in Hong Kong. GIN was founded in 2002 and received a public non-exclusive telecommunications service license (**"PNETS"**) from the Office of the Telecommunications Authority of Hong Kong ("**OFTA**"), the governing body for the telecommunications sector in Hong Kong so that it can provide IOSMS in Hong Kong. IOSMS is a short message services ("**SMS**") gateway providing connection between all mobile and fixed line operators. The gateway identifies the recipient's operator ID and delivers the message to the corresponding operator's SMS gateway. IOSMS' function is to identify and deliver an SMS correctly. GIN has agreements with various telecommunications operators in Hong Kong. These operators are charged a fee based on traffic relayed through GIN's IOSMS gateway. See "General Development of the Business".

The Offering:

A minimum of 8,000,000 Units and a maximum of 13,500,000 Units are being offered under this prospectus at a price of $0.15 per Unit in the provinces of Alberta, British Columbia and Ontario. Each Unit consists of one Common Share and one-half of one Warrant. Each Warrant shall permit the holder thereof to purchase one Common Share at an exercise price of $0.20 per Common Share for a period of twenty-four (24) months from the Closing Date. The Agent is also entitled to Broker Warrants, which entitle the Agent to purchase that number of Common Shares that is equal to 8% of the total number of Common Shares sold under this Offering at a price of $0.15 per Common Share, exercisable for a period of twenty-four (24) months from the Closing Date. The Common Shares, the Warrants, the Broker Warrants and the Common Shares issuable upon the exercise of the Warrants and Broker Warrants, are qualified by this prospectus. See "Plan of Distribution".

Available Funds and Use of Proceeds:

The net proceeds to the Corporation from the Offering, after the payment of all costs in respect of the Offering (including the Agent's Commission), are estimated to be $599,657 in the case of the Minimum Offering and $1,342,157 in the case of the Maximum Offering. As at October 31, 2009, the Corporation also has a net working capital of $285,558. Contemporaneously with Closing, directors and officers of the Corporation will collectively subscribe for 233,334 Common Shares of the Corporation for total gross proceeds of $35,000. The table below sets forth the calculation of the amount of the Corporation's expected available funds after the completion of the Offering.

	Minimum Offering	Maximum Offering
Estimated net proceeds[(1)]	$599,657	$1,342,157
Estimated net working capital	$285,558	$285,558
Estimated proceeds from subscriptions by directors & officers	$35,000	$35,000
Total Available Funds	**$920,215**	**$1,662,715**

Note:

1. The Corporation expects to fund its general and administrative expenses from anticipated revenue.

The proposed principal uses of the available funds are as follows:

	Minimum Offering	Maximum Offering
New personnel and business development costs for enhancement of customer services for IOSMS business	$50,000	$150,000
Business development costs for China related SMS services	$100,000	$200,000
Hardware and software for new SMS and value-added services ("VAS") gateways	$400,000	$800,000
New personnel and costs for developing international SMS and VAS business	$50,000	$150,000
Unallocated Working Capital	$320,215	$362,715
Total	**$920,215**	**$1,662,715**

See "Available Funds and Use of Proceeds".

Directors and Officers:

The directors of the Corporation are Man Kon (Jonathan) Lai, Raymond Richard, Benedict Leung, Paul Law and Chun Tat (Leo) Ho.

Kwok Kin Suen is the Chief Executive Officer of the Corporation and Koon Fai (Faith) Lam is the Chief Financial Officer. Raymond Richard is the Corporate Secretary. See "Directors and Senior Officers".

Risk Factors:

An investment in Units is suitable for only those investors who are willing to risk a loss of their entire investment and who can afford to lose their entire investment. Subscribers should consult their own professional advisors to assess the income tax, legal and other aspects of an investment in the Units.

The Units are considered to be highly speculative due to the nature of the Corporation's business and its stage of development. The Corporation has applied to list its Common Shares on the TSXV but there is no guarantee that its Common Shares will be listed on the TSXV and subscribers may not be able to resell their Common Shares purchased under this prospectus. The Corporation has no present intention to pay any dividend on its Common Shares. Subscribers must rely upon the ability, expertise, judgment, discretion, integrity and good faith of the directors and management of the Corporation in conducting the business of the Corporation. In addition to the risks faced by the Corporation in connection with its operations, the Corporation faces significant competition as well as political, economical, and legal risks associated

with having its business operations outside of Canada. See "Risk Factors".

Summary Financial Information

The selected financial information set out below is based on and derived from the pro forma consolidated financial statements of the Corporation as at June 30, 2009, the consolidated unaudited balance sheet of the Corporation as at June 30, 2009, the audited balance sheet of the Corporation as at March 31, 2009 and the audited statement of cash flow of the Corporation from incorporation to March 31, 2009, and the audited consolidated financial statements of GET for Fiscal 2009, 2008 and 2007. These statements are prepared in accordance with Canadian GAAP, and should be read in conjunction with "Selected Financial Information" and "Management's Discussion and Analysis" and the financial statements and the accompanying notes which are included elsewhere in this prospectus.

Summary of Financial Information for GINSMS

	Consolidated As at June 30, 2009 (unaudited)	**As at March 31, 2009 (audited)**
Total Assets	$1,046,745	$187,571
Total Liabilities	$610,334	$187,556
Shareholders' Equity	$436,411	$15

Summary of Financial Information for GET

	For the Year Ended March 31, 2009 (audited)	For the Year Ended March 31, 2008 (audited)	For the Year Ended March 31, 2007 (audited)
Sales	$928,221	$797,524	$1,081,494
Earnings from operations	$306,795	$282,403	$ 424,941
Net Earnings (Loss)	$(236,145)	$255,875	$ 8,226
Total Assets	$845,089	$768,188	$ 463,940
Total Liabilities	$410,014	$197,155	$ 107,495
Shareholders' Equity	$435,075	$571,033	$ 356,445

Summary of Pro Forma Consolidated Financial Statements for the Period Ended June 30, 2009 for GINSMS

	Consolidated	Pro Forma Adjustment Based on Minimum Offering	Pro Forma Consolidated
Sales	$204,255	-	$204,255
Earnings from Operations	$34,179	-	$34,179
Net Earnings (Loss)	$34,179	-	$34,179
Net Earnings (Loss) per Share	nil	-	nil
Total Assets	$1,046,745	$474,137	$1,520,882
Total Liabilities	$610,334	$(346,626)	$263,708
Shareholders' Equity	$436,411	$820,763	$1,257,174

GLOSSARY

In this prospectus, unless the context otherwise requires, the following words and phrases shall have the meanings set forth below:

“Acquisition” means the Corporation’s acquisition of all of the issued and outstanding securities of GET pursuant to the Share Purchase Agreement.

“Agency Agreement” means the agency agreement dated November 12, 2009 between the Corporation and the Agent respecting the Offering.

“Agent” or **“CTI”** means CTI Capital Securities Inc.

“Agent’s Commission” means the cash commission payable to the Agent equal to 10% of the gross proceeds raised in the Offering.

“Broker Warrants” means the non-transferable warrants to be granted to the Agent to purchase that number of Common Shares that is equal to 8% of the Common Shares sold pursuant to the Offering, with each Broker Warrant exercisable at a price of $0.15 per Common Share for a period of twenty-four (24) months from the Closing Date.

“BVI” means the British Virgin Islands.

“CBCA” means the *Canada Business Corporations Act* and all regulations promulgated thereunder, as amended from time to time.

“Closing” means the completion of the Offering.

“Closing Date” means the date of the Closing of the Offering.

“Common Shares” means common shares in the capital of the Corporation.

“Corporate Group” means collectively, the Corporation and the Subsidiaries.

“Corporation” means GINSMS Inc.

“CRA” means the Canada Revenue Agency.

“Equity” or **“Transfer Agent”** means Equity Transfer & Trust Company.

“Escrow Agreement” means the escrow agreement to be entered into among the Corporation, Equity and certain principal shareholders of the Corporation.

“Escrowed Shares” means the 28,623,320 Common Shares held by Equity pursuant to the Escrow Agreement.

“Fiscal” means the financial year ended March 31.

“GAAP” means generally accepted accounting principles.

“GET” means Global Edge Technology Ltd.

“GIN” means GIN International Ltd.

“Hycomm” means Hycomm Wireless Limited, GET’s ultimate parent company prior to the Acquisition.

“IOSMS” means inter-operator short messaging services.

"Listing Date" means the date the Corporation's Common Shares are listed on the TSXV.

"MNOs" means mobile network operators.

"MVNOs" means mobile virtual network operators.

"NP 46-201" means National Policy 46-201 entitled "Escrow for Initial Public Offerings".

"Offering" means the offering of a minimum of 8,000,000 Units and a maximum of 13,500,000 Units at the Offering Price.

"Offering Price" means $0.15 per Unit.

"OFTA" means the Office of Telecommunications Authority of Hong Kong.

"Panaco" means Panaco Limited.

"Plotio Holding" means Plotio Holdings (HK) Limited, a subsidiary of Hycomm.

"Plotio Investment" means Plotio Investment (HK) Limited.

"PNETS" means a public non-exclusive telecommunications service license.

"PRC" means the People's Republic of China.

"Redstone" means Redstone Resources Ltd.

"Regulation S" means Regulation S adopted by the SEC under the U.S. Securities Act.

"Royal Link" means Royal Link Investment Limited.

"SEC" means the United States Securities and Exchange Commission.

"Securities Commissions" means collectively, the Alberta Securities Commission, the British Columbia Securities Commission and the Ontario Securities Commission.

"Share Purchase Agreement" means the share purchase agreement entered into among the Corporation, GET, Redstone, GIN, and each of the Vendors dated effective May 26, 2009 with respect to the Corporation's acquisition of all of the issued and outstanding securities of GET from the Vendors, as amended effective June 10, 2009.

"SMS" means short messaging service.

"Stock Option Plan" means the stock option plan of the Corporation.

"Subsidiaries" means collectively, GET, Redstone, and GIN.

"Tax Act" means the *Income Tax Act* (Canada), R.S.C. 1985, c.1 (5th Supp.) and the regulations thereunder, as amended.

"TSXV" means the TSX Venture Exchange Inc. or any successor thereto.

"Unit" means a unit of the Corporation's securities, with each Unit consisting of one (1) Common Share and one-half of one (1) Warrant.

“United States” means the United States of America, its territories and possessions, any State of the United States, and the District of Columbia.

“U.S. Person” means a “U.S. person” as such term is defined in Regulation S.

“U.S. Securities Act” means United States *Securities Act of 1933*, as amended.

“VAS” means value added services.

“Vendors” mean collectively, Panaco, Royal Link, Wisefit Global Limited, and Best Power Capital Resources Limited.

“Warrant” means a Common Share purchase warrant of the Corporation, with each Warrant exercisable into one (1) Common Share of the Corporation at a price of $0.20 per Common Share for a period of twenty-four (24) months from the Closing Date.

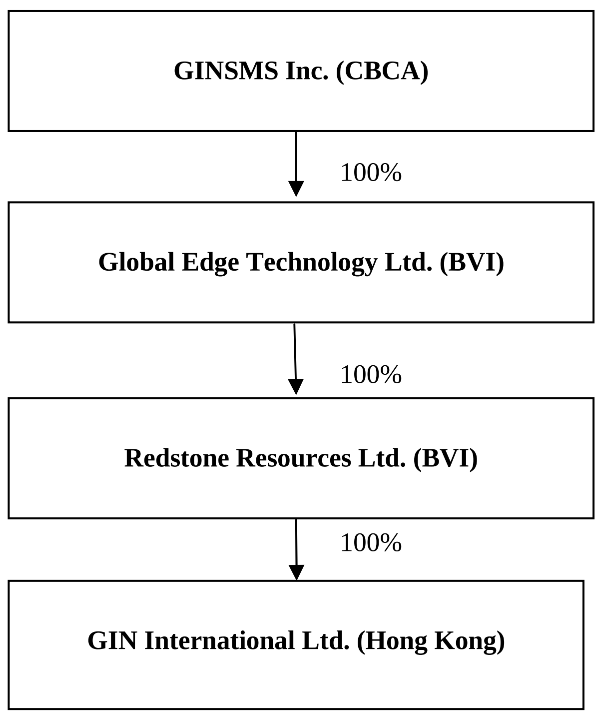
“Warrant Shares” means the Common Shares issuable upon the exercise of the Warrants.

CORPORATE STRUCTURE

The Corporation was incorporated by articles of incorporation on March 20, 2009 under the CBCA. The Corporation's articles were amended on November 12, 2009 to remove the restriction on the transfer of securities. Presently, the Corporation does not have a Canadian head office as it does not carry on any operations in Canada. The Corporation's head office is located at 14/F Hang Lung House, 184-192 Queen's Road Central, Hong Kong. The Corporation's registered office is located at 1200, 425 – 1st Street S.W, Calgary, Alberta.

Pursuant to the Acquisition, the Corporation acquired three (3) direct and indirect subsidiaries – GET, Redstone and GIN. Both GET and Redstone were incorporated on September 18, 2002 under the British Virgin Island *Business Companies Act* and have an office at 14/F Hang Lung House, 184-192 Queen's Road Central, Hong Kong. All of the issued and outstanding securities of GET are held by the Corporation, and all of the issued and outstanding securities of Redstone are held by GET. GIN was incorporated on October 23, 2002 under the Hong Kong *Companies Ordinance*. Its office is also located at 14/F Hang Lung House, 184-192 Queen's Road Central, Hong Kong. All of the issued and outstanding securities of GIN are held by Redstone.

The following shows the corporate structure of the Corporate Group as of the date hereof.



GENERAL DEVELOPMENT OF THE BUSINESS

General Overview

The Corporation was incorporated by articles of incorporation on March 20, 2009 under the CBCA. On June 9, 2009, it completed the Acquisition pursuant to the Share Purchase Agreement whereby it purchased all of the issued and outstanding securities of GET, with an effective date of April 1, 2009, from the Vendors at a deemed price of $4,764,985, via the issuance of 31,766,566 Common Shares at a deemed price of $0.15 per share. The consideration paid for GET was determined after giving consideration to GET's past earnings, comparable price earning ratios of a number of listed technology issuers on the TSXV, the current economic climate, and the projected future growth prospects of the business. See "Three Year History" below. GET is the administrative arm of the Corporate Group, Redstone is a holding company and GIN is the operating entity for the Corporate Group. The Corporation's core business is to provide IOSMS services to mobile operators, a fixed line operator and virtual mobile operators in Hong Kong.

Principal Products and Services

GIN holds a PNETS issued by the OFTA permitting it to provide SMS in Hong Kong. IOSMS is a SMS gateway connecting to mobile operators and a fixed line operator and two MVNOs in Hong Kong. The SMS gateway identifies the recipient's operator ID and delivers the SMS message to the corresponding operator's SMS gateway. IOSMS' key function is to identify and deliver an SMS correctly. The Corporation's customers (the telecom operators) are charged based on the volume of SMS traffic relayed through the IOSMS gateway subject to a minimum monthly fee. The IOSMS system is able to provide inter-operability functions to handle different network protocols.

GIN's customers are all corporate customers in the telecommunications sector with its major customers being MNOs. Other customers include MVNOs and a fixed line operator. GIN has signed two year contracts with the five major MNOs in Hong Kong, being Hutchison Telecommunications (Hong Kong) Limited, China Mobile Peoples Telephone Company Limited, PCCW Mobile HK Limited, CSL Limited and SmarTone Mobile Communications Limited. All of these contracts have relatively similar terms and conditions. The next expiry date for these contracts is February 28, 2010, at which time all of the foregoing MNOs have the option to extend their contracts for an additional period of one year. After that, the contracts are subject to review and negotiations between the parties. GIN also has contracts with two MVNOs in Hong Kong, namely China Unicom International Limited ("**China Unicom**") and China Motion Telecom Limited ("**China Motion**"), and one fixed line operator, namely PCCW-HKT Telephone Limited. The contract with China Unicom was recently renewed for a one year period expiring on September 30, 2010. The contract with China Motion was renewed in August 2009 for a two year term expiring on September 30, 2011.

GIN charges its customers on a usage basis based on the number of messages transmitted subject to a monthly minimum charge. GIN's revenue from its five largest customers, which are all MNOs, accounted for 80.7%, 76.1% and 77.8% of GET's total revenue for Fiscal 2007, 2008 and 2009 respectively.

GIN's pricing strategies are based on market conditions. Its policy is to keep prices sufficiently high without triggering a flight of traffic towards the competition. At the same time, GIN has a low-cost operating structure and does not intend to lose traffic if price becomes a leading factor in preserving customer loyalty. Bundled fees (i.e. monthly minimum charges negotiated between GIN and each customer separately and includes an assortment of different services depending on the needs of the specific customer) were increased in 2008 to guard against idle or minimal usage of operating system capacity. The pricing policy of GIN is set on or above the market price. There is no regulatory restriction on pricing. Prices for SMS are constantly subject to review but management's policy is to prevent speculative pricing and keep prices as stable as possible taking into account market conditions and the competition. The Corporation's business is not subject to any significant seasonal or cyclical variations although SMS traffic tends to increase during holiday periods. Traditionally, December is the highest traffic period and March the lowest.

Performance to Date

GIN has grown its business substantially since inception. SMS traffic through GIN since inception is shown in the following table:

Traffic	Oct 02 to Mar 03	April 03 to Mar 04	April 04 to Mar 05	April 05 to Mar 06	April 06 to Mar 07	April 07 to Mar 08	April 08 to Mar 09	Apr 09 to Jun 09
Number of SMS	42,565,149	49,503,872	44,619,333	102,441,980	147,182,745	115,307,529	138,922,460	26,551,917
Annual growth rate	N/A	16.3%	(9.9%)	129.6%	43.7%	(21.7%)	20.5%	(8.9%)*
Average price per SMS (HK$)	$0.10	$0.10	$0.045	$0.045	$0.045	$0.045	$0.04	$0.04

* As compared to the corresponding quarter the previous year.

As can be seen from the above table, traffic has grown substantially since inception. The drop in traffic in 2004 was the result primarily from the competition generated with the entrance into the Hong Kong market of a second IOSMS operator, namely, CITIC 1616. Also see "General Development of the Business - Industry Conditions and Competition". During Fiscal 2008, SMS traffic declined because of GIN's inability to meet the new requirements of one of its major customers following a system upgrade which such customer had undertaken towards the end of 2007. Setting up new parameters to respond to the new requirements of this customer took several months to implement, resulting in a loss of traffic to GIN's competitor. Although this major customer began rerouting SMS traffic back to GIN in early Fiscal 2008, the total volume that year was still impacted.

GET reported revenue of $1,081,494 for Fiscal 2007, representing an increase from the year before. The increase in Fiscal 2007 revenue is mainly due to the increase in volume of SMS messages as shown on the table above. Revenue for Fiscal 2008 decreased 26.3% to $797,524 mainly from the drop of SMS traffic caused by GIN's inability to meet certain technical requirements imposed by one of GIN's major customers as discussed above. The Corporation's revenue for Fiscal 2009 increased 16.4% to $928,221 as GIN increased bundle fees to all mobile network operators effective on March 1, 2008 and the increase in SMS traffic of 20.5%, despite a decrease of 11.2% in the average price per SMS from HK$0.045 to HK$0.04 during Fiscal 2009.

Regulatory Regime

In Hong Kong, the *Telecommunications Ordinance* provides the legislative framework for the provision of telecommunications services and facilities in the region. The OFTA is the principal telecommunications regulator in Hong Kong and is responsible for administering the *Telecommunications Ordinance*. The OFTA was established in 1993 under the *Telecommunications Ordinance* to administer and enforce the provisions of the *Telecommunications Ordinance*. The OFTA's responsibility and functions also include regulating and licensing telecommunications network services and regulating the telecommunications markets in Hong Kong.

It is unlawful to establish or maintain any means of telecommunications, or possess, use or deal with telecommunications apparatus in Hong Kong without a license. The OFTA has the authority to grant licenses for all means of telecommunications services and facilities in Hong Kong, including the provision of fixed line, public mobile telephone, internet and satellite services. It is also responsible for allocating spectrum, regulating interconnectivity between the various networks in Hong Kong and determining the terms of supply of unbundled network elements between carriers. The OFTA also has the power to make rules relating to the provision of telecommunications network services by licensees and the terms, conditions and rates for interconnection services among operators. Furthermore, the OFTA has the authority to require a licensee to comply with the terms of its license and any applicable legislation, and to suspend or revoke licenses to enforce the *Telecommunications Ordinance* or other rules or regulations to protect the public interest. The licensee must comply with any code of practice concerning technical configuration and operation of the service that may be issued by the OFTA from time to time. The licensee may also be subject to inspection by the OFTA to ensure proper use of the license.

GIN was granted a PNETS in 2002 for the provision of SMS hubbing services. The PNETS is valid for such period as determined and published by the OFTA at the time of the issue of the PNETS. At present, the PNETS is valid for one year and may be renewed at the discretion of the OFTA on an annual basis. The next expiry date for the Corporation's PNETS is December 21, 2009. The PNETS holder is required to pay fees applicable to PNETS license as determined and published by the OFTA from time to time. At present, the annual license fee for the PNETS is HKD $750 and is payable on the issue or renewal of the license.

Industry Conditions and Competition

Global SMS Market Overview

As the global mobile phone penetration rate continues to grow, management observes that the use of SMS is becoming more popular, as the cost of SMS drops. Mobile data revenue is an important growth driver of the total revenue from the mobile telecom industry. Currently, a large portion of such revenue is contributed by SMS.

Hong Kong SMS Market Overview

Hong Kong has one of the most sophisticated and competitive telecom markets in the world. The regulatory authority is pro-competition and pro-consumer. All segments of Hong Kong's telecom policy aim to facilitate the development of the telecom industry and enhance Hong Kong's position as an international telecom hub.

Before 2002, sending SMS directly from one operator to another in Hong Kong was not possible as the six mobile operators´ SMS gateways were not interconnected. OFTA initiated the SMS hub project in 2001. GIN started to provide SMS hub service in Hong Kong in late 2002.

Through acquisitions and mergers, the market in Hong Kong has consolidated into five major MNOs. With the introduction of the portability of mobile numbers in 1999, competition intensified resulting in a strong demand for products that would add value to each MNO's respective offerings. The search for innovative value-added services catering to specific groups or targeting varied segments of the population has added to the complexity of this explosive market providing the Corporation with many opportunities for growth. Hong Kong is unique in that it only has two IOSMS service providers, one being GIN and the other being CITIC 1616. There is a significant barrier to entry into the market as it is not practical for all mobile network operators to certify another new IOSMS gateway given the time required to establish business relationships and the complexity of the technology. To maintain a high quality service, investment in new systems and system upgrades are often needed. The investment is not only about capital for new purchases, but also experienced in-house system customization to meet customers´ needs. As such, management believes that the entry barriers for new entrants into the market are very high.

China SMS and Data Market Overview

The PRC Government has issued three 3G licenses to China Mobile, China Unicom and China Telecom in November 2008. China Mobile trial-launched the first 3G service in Xiamen in March, 2009. Based on unofficial media reports, the other two operators are expected to launch their trial services at some point in 2009. The Corporate Group believes that the availability of 3G services in China will boost the demand for data related services in China and as such, management believes SMS will continue to grow along with other services such as multimedia messaging services, video streaming, and downloading activities.

The Corporation's business plan in China covers both SMS and other data hubbing services.

SMS Hub Service Overview

The growth of SMS message volume has placed pressures on telecom operators in the following areas:

- Quality assurance;
- Technology and operation costs to maintain interoperability with other telecom operators; and
- Time and effort spent in setting up bi-lateral inter-working arrangements between each other.

Due to the existence of different platforms (i.e. GSM, CDMA, PHS, WCDMA, CDMA2000, TD-SCDMA), technologies (i.e. 2G, 2.5G, 3G and 4G) and network protocols (i.e. SMPP, CMPP, UCP, CIMD2) used by different telecom operators, the level of complexities and operational challenges faced by telecom operators will continue to grow as the volume of international and inter-network transmissions increases.

It is difficult for telecom operators to economically maintain direct connections with every telecom operator in the world. A telecom operator only tends to maintain direct connection with other telecom operators where there are significant and frequent amount of bilateral traffic between them.

Therefore, management believes that the role of the hubbing service provider has become increasingly important as each telecom network expands.

A hub service provider offers telecom operators the ability to connect once to a hub to reach all the other operators connected to that hub. Interconnectivity between the operator and the hub saves time, money and effort.

GIN and CITIC 1616 are the only SMS hub service providers in Hong Kong

Operating in one of the leading telecommunications economies in the world, GIN considers that its status as one of only two IOSMS providers in the Hong Kong Special Administrative Region as most strategic as Hong Kong is naturally a key regional telecommunications hub with a world-class infrastructure.

Although a distant second to CITIC 1616 in terms of market share, GIN was the first to offer a centralized hub for SMS in Hong Kong in 2002. In spite of this, its competitor, CITIC 1616, was able to achieve a position of leadership owing to a strong financial position and an ability to provide a broad array of services in some 53 countries.

With upgraded infrastructure and additional financing, management believes that the Corporate Group will be better able to compete in the SMS sector and attract the attention of telecom operators in China. In Honk Kong, due to the size of the market and the popularity of mobile devices, management believes that a third-party platform such as that offered by the Corporate Group is the best way to achieve seamless service integration through messaging protocol conversion and reformatting across a myriad of incompatible networks. In China, management is currently not aware of any such integration, and inter-operator message transmissions are currently largely routed directly from one operator to another through peer-to-peer agreements. Therefore, management believes that the IOSMS platform has the potential to become a routing alternative for telecom operators in China. Penetration of this market can only be achieved via a stable scalable platform backed up by strong financials and a strong management team.

Marketing and Future Objectives

GIN hopes to position itself as a leading SMS and data hubbing service provider to network operators in Hong Kong and China. In order to achieve this position, management has identified three main areas of expansion and further development. The first plan is to strengthen the current IOSMS business in Hong Kong. The objective is to increase GIN's current market share by the end of 2010. The second plan is to establish and continue to expand the international SMS and data hubbing business in China by the end of 2010. See "Available Funds and Use of Proceeds". Finally, GIN also plans to start building a messaging based VAS business in 2010 to increase its revenue. In general, VAS can be referred to as any telecommunication and data transmission services beyond standard voice calls and fax transmissions used by companies or service providers to operate, supplement and promote their main service business and communicate with their customers. Companies or service providers using VAS can be those in any industry and there are no geographic boundaries. SMS messages transmitted by service providers or companies are considered by their customers as VAS. VAS are supplied either in-house by companies or service providers themselves via mobile phone operators or by a third-party VAS provider, such as GINSMS, using a messaging gateway. VAS is used by end users when companies and organizations want to promote their products and services using the features of mobile phones.

VAS, as an interactive telephone feature, is a unique and effective way to communicate with people anywhere, at anytime. Simple and user-friendly SMS improves customer management relationships, enhances brand and trademark communications and paves new ways for mass-promotion or special marketing operations. VAS provides an opportunity for companies and service providers to generate new forms of content or application provisions, which offers an environment for interactive, value-added premium services for end-users. VAS such as banking and financial services can use SMS to enable personalized and instant delivery of services and information. VAS requires a high quality SMS gateway to perform and GINSMS believes that its hub technology offers the best alternative for the efficient and low-cost delivery of SMS, as it allows businesses and organizations to reach mobile telephone users through its current SMS platform without having to build a new web-based gateway. Management is hopeful that this new business segment will grow quickly and provide significant revenue to the Corporation.

GINSMS plans to provide VAS and intends to build its messaging gateway using part of the proceeds from the Offering. See "Available Funds and Use of Proceeds". GINSMS aims to provide VAS to companies and service providers in Hong Kong and China, in addition to various preferential countries, such as Canada and the United States. The scope of VAS to be provided by GINSMS includes mainly; bulk SMS services, web to SMS gateway, and SMS payment gateway services, as further described below.

1. Bulk SMS services to be provided by GINSMS allow companies and service providers to easily send SMS to multiple recipients at low cost. GINSMS's bulk SMS services are ideal for sending routine communication such as monthly statements and promotional messages directly to the companies and service providers' customers' mobile phones.

2. Web to SMS gateway offers companies and service providers a hosted messaging platform to SMS-enable any application, website or system. GINSMS can provide immediate capability for companies and service providers to deliver and receive messages to and from any business application, such as sending order confirmation, tracking goods in transit or project status reports, etc.

3. SMS payment gateway services enable companies and service providers to create, amend and report interactive payment transactions between their customers and well-known payment systems. GINSMS provides a turnkey solution or consultation to companies and service providers who offer their customers mobile phone payment alternatives.

In addition to its current head office in Hong Kong, the Corporate Group also plans to setup a branch office in either Beijing or Guangzhou to further develop its SMS business in China. The Corporate Group expects to launch its service for China in-bound traffic by the end of 2010.

GIN's marketing efforts are structured around its management team and the cohesiveness of its efforts in providing a distinguished brand of service which is predicated upon an intimate knowledge of the industry and its customers. GIN's management meets with its customers regularly to improve communication and to better understand customers' needs. All marketing programs and methodologies are designed to provide support to business development efforts with respect to increasing market share of GIN's core SMS hubbing service among existing customers in Hong Kong. Concurrently, VAS are being developed to meet the demand of low-price, yet high-margin high-quality products in a variety of sectors with a focus on banking, retail merchandizing, information and web-based services. GIN is currently in discussions with several groups in the corporate sector to enable their information management with SMS features.

The Corporation's marketing strategy for the coming years includes the constructing of a web-based gateway for SMS-enabling applications using GIN's platform or through agreements with mobile operators in Hong Kong and other countries which will allow it to: (i) seamlessly bundle messages for the secure sending of high-volume messages; (ii) offer the ability to efficiently manage the hosting of a managed platform for businesses such as airlines, banks and financial institutions; and (iii) integrate systems through application programming interface connections such as SMPP and SS7 thereby offering the possibility of smart messaging allowing small- and medium-scale enterprises to instantly market their products via alerts for deals and special offers, provide SMS cards, and offer other services. Niche applications could include the co-branding of low-cost SMS cards with mobile operators.

The Corporate Group will utilize available funds to hire business development managers and conduct marketing and promotional activities with the objective to secure business contracts with a mobile operator in China to capture market share for SMS traffic destined for China from Hong Kong or overseas. See "Available Funds and Use of Proceeds."

Three-Year History

The Corporation was incorporated by articles of incorporation on March 20, 2009 under the CBCA. On June 9, 2009, it acquired all of the issued and outstanding securities of GET, consisting of 833,334 Common Shares, from the Vendors in consideration for the issuance of 31,766,566 Common Shares at a deemed price of $0.15 per Common Share, for an aggregate deemed value of $4,764,985. Pursuant to the Share Purchase Agreement, all assets and liabilities of GET were retained by the Corporation effective April 1, 2009. The transaction was considered to be an exchange of ownership interests between related groups and was accounted for assuming there was continuity of business under Emerging Issues Committee 89 ("**EIC 89**") – exchanges of ownership interests between enterprises under common control. Consequently, under EIC 89, no fair value adjustment was made and the acquisition was reflected at the net book value of GET for a consideration value of $435,075, which was credited to share capital.

EIC 89 also requires that the comparative figures be restated to reflect the financial position and results of operations as if the Corporation had been combined since inception, and therefore, the financial statements of the combined company presented for prior periods will also be restated accordingly.

GET, Redstone and GIN were incorporated in 2002. In 2005, GIN signed IOSMS service contracts with the six MNOs in Hong Kong (which have since consolidated into five MNOs).

On August 23, 2008, GIN acquired a new IOSMS system for USD $315,000. The introduction of the new IOSMS system resulted in a ten-fold increase in capacity. In addition to offering greater scale (supporting at least 350 messages per second compared to 30 messages per second previously), improved monitoring and upgraded report analysis for existing customers, the new system offers the capability to expand in China and take advantage of the huge potential this market provides over the next several years.

On March 10, 2009, GIN began to use the new IOSMS system in parallel with the old IOSMS system. By the end of May 2009, all SMS traffic was routed through the new IOSMS system.

AVAILABLE FUNDS AND USE OF PROCEEDS

The Offering

The net proceeds to the Corporation from this Offering, after deducting the estimated expenses of $480,343 and the Agent's Commission, are estimated to be $599,657 in the case of a Minimum Offering and $1,342,157 in the case of the Maximum Offering. The Corporation also has an estimated net working capital of $285,558 as at October 31, 2009. The Corporation also expects gross proceeds of $35,000 from the subscription of Common Shares from the directors and officers of the Corporation contemporaneously with Closing of the Offering. Collectively, the Corporation estimates that it will have available funds in the amount of $920,215 in the case of the Minimum Offering and $1,662,715 in the case of the Maximum Offering.

The net proceeds of the Offering will be used to meet the Corporation's stated business objective to become a leading SMS and data hubbing service provider to MNOs in Hong Kong and China and to establish an international SMS and VAS business.

Accordingly, the Corporation's use of available funds is estimated as follows:

	Minimum Offering	**Maximum Offering**
New personnel and business development costs for enhancement of customer services for IOSMS business in Hong Kong	$50,000	$150,000
Business development costs for China related SMS services	$100,000	$200,000
Hardware and software for new SMS and VAS gateways	$400,000	$800,000
New personnel and costs for developing international SMS and VAS business	$50,000	$150,000
Unallocated Working Capital	$320,215	$362,715
Total	**$920,215**	**$1,662,715**

GINSMS's principal business objectives include becoming a leading SMS and data hubbing service provider to MNOs in Hong Kong and China and to establish an international SMS and VAS business. The major events that need to occur in order for GINSMS to meet this business objective are as follows:

1. GINSMS will hire a number of business development managers by March 31, 2010 to enhance communications and customer services for MNOs in Hong Kong in hopes of bringing IOSMS traffic and revenue to higher levels. The personnel costs along with costs associated with business development activities, such as traveling, marketing and promotional events are estimated to be in the range of $50,000 to $150,000 for the first 12-month period after the hiring;

2. GINSMS anticipates entering into new service agreements with MNOs in China by the end of Fiscal 2010 to commence operations for the delivery of inbound China SMS services. Costs to accomplish such events consist mainly of business development costs, such as traveling, marketing and promotional events and should range from $100,000 to $200,000;

3. GINSMS intends to use $400,000 to $800,000 from the available funds to acquire computer hardware and software, including network servers, SMS servers, web servers, routers, data storage, customized billing software, customized web applications, customized management software, and other software applications as needed from independent vendors in order to expand the current capabilities to provide value added domestic and international SMS services and related SMS applications for businesses and organizations. GINSMS does not plan to provide VAS through the current IOSMS system. GINSMS will source for these hardware and software vendors after Closing; and

4. GINSMS will hire a number of business development managers by March 31, 2010 to generate sales leads for new customers on international SMS traffic. The personnel costs along with costs associated with business development activities, such as traveling, marketing and promotional events are estimated to be in the range of $50,000 to $150,000 for the first 12-month period after the hiring.

The scope of business activities, hence the potential for growth in revenue, would be subject to the amount of funds available for use. A larger amount of funds available for use would allow GINSMS to hire high quality business development managers and also be able to engage in more business development activities. A larger amount of funds would also permit GINSMS to acquire appropriate hardware and software to cope with revenue growth from enhancement of customer services and development of new business. It is the Corporation's objective to increase GIN's current share in the Hong Kong market by the end of 2010.

In the event of a Minimum Offering, of the foregoing major events, the Corporation's ability to acquire new hardware and software for the planned SMS and VAS gateways, as well as the development of the IOSMS business in Hong Kong and the SMS business in Hong Kong and internationally will be most impacted. More specifically, the Corporation will need to scale down the number of business development managers it plans to hire, which may slow down GINSMS's ability to bring IOSMS traffic and revenue to higher levels and delay the execution of the marketing and promotional events designed to generate sales leads for new customers on international SMS traffic.

Management expects that all unallocated funds will be added to working capital for any ongoing expenses of the Corporate Group. Other than the costs outlined above, the Corporation does not currently anticipate any other material expenditures during the next 18 months. See "General Development of Business – Marketing and Future Objectives".

General and Administrative Costs

The following table sets forth the estimated aggregate total general and administrative costs that will be incurred in order for the Corporate Group to carry out its proposed business objectives following the completion of the Offering for the next 12 months.

Item	Amount
Office Rent, Insurance, Equipment and Supplies	$30,000
Salary and Bonuses	$200,000
Legal and Accounting	$35,000
Regulatory, Shareholder Information and Transfer Agent	$65,000
Travel and Promotion	$30,000
Miscellaneous	$5,000
TOTAL	$365,000

The Corporation expects to fund its general and administrative expenses from anticipated revenues. Other than the costs outlined above, the Corporation does not currently anticipate any other material expenditures during this period of time. See "General Development of Business – Marketing and Future Objectives".

As of the date of this prospectus, the Corporation cannot specify with certainty all of the particular uses for the net proceeds to be received upon the completion of the Offering, and the amounts it actually spends could vary from the amounts set forth above. The amounts actually allocated and spent will depend upon a number of factors, including the Corporation's ability to execute its business strategy, the results of its expansion program into the Chinese market and potential new ventures. As well, from time to time the Corporation expects to evaluate and execute, as appropriate, potential acquisitions of properties and strategic relationships. Accordingly, management will retain broad discretion to allocate the Corporation's net proceeds of the Offering.

SELECTED FINANCIAL INFORMATION

The following tables set out selected financial information and are based on the pro-forma consolidated financial statements of the Corporation as at June 30, 2009, the unaudited consolidated financial statements of the Corporation for the three month period ended June 30, 2009, the audited balance sheet of the Corporation as at March 31, 2009, and the audited consolidated financial statements of GET for fiscal 2009, 2008 and 2007. These financial statements have been prepared in accordance with Canadian GAAP. All figures are in Canadian dollars. This selected financial information has been derived from the financial statements included elsewhere in this prospectus and should be read in conjunction with the "Management's Discussion and Analysis" and the financial statements and the accompanying notes which are included elsewhere in this prospectus.

For the three-month period ended June 30, 2009, the unaudited financial statements of GINSMS reflect the acquisition of GET and the results of its consolidated operations during the quarter. The financial information of GINSMS as at March 31, 2009 reflects the statements before the acquisition of GET and shows the financial position of the Corporation taking into account the initial costs incurred for the prospectus filing as noted under the item “Deferred Charges”.

Summary of Financial Information for GINSMS

	Consolidated As at June 30, 2009 (unaudited)	As at March 31, 2009 (audited)
Total Assets	$1,046,745	$187,571*
Total Liabilities	$610,334	$187,556
Shareholders’ Equity	$436,411	$15

* Total assets as at March 31, 2009 are essentially represented by the deferred charges incurred for the prospectus filing.

Summary of Financial Information for GET*

	For the Year Ended March 31, 2009 (audited)	For the Year Ended March 31, 2008 (audited)	For the Year Ended March 31, 2007 (audited)
Sales	$928,221	$797,524	$1,081,494
Earnings from operations	$306,795	$282,403	$424,941
Net earnings (loss)	$(236,145)	$255,875	$8,226
Total Assets	$845,089	$768,188	$463,940
Total Liabilities	$410,014	$197,155	$107,495
Shareholders’ Equity	$435,075	$571,033	$356,445

* This summary of financial information of GET is presented to reflect the performance of the predecessor company prior to its acquisition by GINSMS.

Summary of Pro-Forma Consolidated Financial Statements for the three-month period ended June 30, 2009 for GINSMS

	Consolidated	Pro Forma Adjustment Based on Minimum Offering	Pro Forma Consolidated
Sales	$204,255	-	$204,255
Earnings from Operations	$34,179	-	$34,179
Net Earnings (Loss)	$34,179	-	$34,179
Net Earnings (Loss) per Share	$0	-	$0
Total Assets	$1,046,745	$474,137	$1,520,882
Total Liabilities	$610,334	$(346,626)	$263,708
Shareholders’ Equity	$436,411	$820,763	$1,257,174

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following management's discussion and analysis provides information that, in management's opinion is relevant to an assessment and understanding of the Corporation's operations and financial considerations. This discussion should be read in conjunction with the unaudited consolidated financial statements of the Corporation for the three month period ended June 30, 2009, the audited balance sheet as at March 31, 2009 and statement of cash flow for the period ended March 31, 2009, the audited consolidated financial statements of GET for Fiscal 2007, 2008 and 2009, and the pro-forma financial statements included elsewhere in this prospectus.

GINSMS Management's Discussion and Analysis for the Three Month Period Ended June 30, 2009

Overall Performance and Results of Operations

Current Quarter Highlights

- Installation of a new IOSMS system, achieving a 10-fold increase in capacity.
- Resumption of SMS traffic volume of key customers to historical levels due to the shift to the new IOSMS system.

Financial Highlights	Three-month periods ended June 30 (Unaudited)	
	GINSMS	GET
	2009	2008
	$	$
Revenues	204,255	204,636
Gross margin	99,091	113,953
Gross margin (%)	48.5%	55.7%
EBITDA[1]	58,683	67,233
EBITDA (%)	28.7%	32.9%
Net earnings	34,179	64,212
Net earnings (%)	16.7%	31.4%
Total assets	1,046,745	800,138
Property, plant and equipment	345,435	7,608
Shareholders' Equity	436,411	620,787

1. EBITDA is a non-GAAP measure related to cash earnings and is defined for these purposes as net earnings before income taxes, interest, depreciation and amortization. This metric should not be considered in isolation or as a substitute for net earnings which is also reported herein but is made relevant by the fact that there is a substantial difference in depreciation of capital assets from one period to another, distorting the comparability of net earnings.

The first quarter was characterized by the introduction of GINSMS's new operating system which performed in line with expectations by providing enhanced and better performing services to customers, including higher speed SMS transmissions, improved monitoring and more comprehensive reporting of data. However, despite a ten-fold increase in capacity, the new operating system handled 8.9% less traffic during this three-month transition period due to the interruption caused by the transition to the new system which, given the task at hand, management believes was handled most efficiently.

Overall sales were virtually unchanged at $204,255, compared to the first quarter's sales of GET in the previous year when it amounted to $204,636. The top customers generated 84.5% of sales compared to 81.2%. Dollar volume from one of the top five customers of the Corporation was stabilized at a near historical volume in June 2009 following a substantial drop during the same period in 2008 before the announcement of some changes in the parameters by the said customer for the transmission of SMS traffic.

The overall performance was mitigated by the effect the additions to fixed assets had on the result through substantial additional depreciation charges and increased cost of sales (see "Results of Operations" for more details).

Results of Operations

The following quarterly information has been presented on the same basis as the audited consolidated financial statements, and all necessary adjustments have been included in the amounts stated below to present fairly the unaudited quarterly results when read in conjunction with GINSMS's audited consolidated financial statements and the notes thereto.

Quarterly data of GET to March 31, 2009 and successor parent Canadian company starting in the Q1 of 2010	**Fiscal 2008**			**Fiscal 2009**				**F 2010**
	Q2	**Q3**	**Q4**	**Q1**	**Q2**	**Q3**	**Q4**	**Q1**
	30-Sep-07	31-Dec-07	30-Mar-08	30-Jun-08	30-Sep-08	31-Dec-08	31-Mar-09	30-Jun-09
	-------Global Edge Technology-------			-------------Global Edge Technology----------				GINSMS
Sales	$198,975	$187,018	$190,214	$204,636	$221,981	$246,687	$254,916	$204,255
Operating Expenses	120,991	122,321	137,987	138,408	146,397	172,509	164,111	170,077
Net earnings before forgiveness of debt and income taxes	77,984	64,697	52,227	66,228	75,584	74,178	90,805	34,179
Forgiveness of debt	0	0	(3,070)	0	0	0	494,439	0
Income Taxes	8,201	6,804	5,482	2,016	2,300	2,258	41,927	0
Net earnings	69,783	57,893	49,815	64,212	73,284	71,920	(445,561)	34,179

GIN charges its customers based on the number of IOSMS sent, subject to monthly minimum bundle fees. On March 1, 2008, GIN reduced its charge per SMS and increased bundle fees (i.e. monthly minimum charges) to protect against idle or minimal usage system capacity. Although GIN's business is not subject to any significant seasonal or cyclical variations, traffic tends to increase during holiday periods.

Sales for the quarter ended June 30, 2009 were $204,255, down slightly from the same quarter of the previous year. Revenue-bearing IOSMS traffic was down by 8.9% to 26.6 million, reflecting a period of transition and adjustment following the implementation of a new, more efficient, operating system.

Cost of sales consists mainly of the following components:

1. database subscription fees to allow GET to update subscribers of mobile network operators;
2. lease line rental fees to connect with mobile network operators;
3. fees for data centre facilities to host and manage the IOSMS system; and
4. fees for the technical service provider which supports the operations and maintenance of the IOSMS system.

For the first quarter this year, cost of sales was $105,163 compared to $90,683 during the same quarter the previous year. The increase essentially reflects higher costs associated with the deployment of GINSMS's new IOSMS operating system. As a result, gross margin as a percentage of sales declined from 55.7% during the quarter ended June 30, 2008 to 48.5% in the quarter ended June 30, 2009. Management believes, moving forward, that gross profits and margins will increase given that GIN has signed a more economical outsourced operation and maintenance contract with a new technical support provider following the acquisition of the new IOSMS system in August 2008.

Depreciation of capital assets jumped from $1,005 in the first quarter of the fiscal year ended June 30, 2008 to $24,504 in the first quarter of this year. The acquisition of the new operating system and related equipment added some $337,827 in fixed assets to the balance sheet. These assets are depreciated over four years at the linear rate of 25% per year.

Selling, general and administrative expenses were down from $46,725 or 22.8% of sales in the three months ended June 30, 2008 to $40,409 or 19.8% of sales. The drop is related to lower consultancy and marketing fees partially offset by higher salaries and wages caused by the hiring of a new manager.

EBITDA, which is represented by net earnings before interest, taxes, amortization and depreciation, amounted to $58,683 or 28.7% of sales during the first quarter ended June 30, 2009, compared to $67,233 or 32.9% of sales during the first quarter ended June 30, 2008. This metric is relevant because of the substantial difference in depreciation this quarter as compared to the quarter of the previous year.

Net earnings for the quarter amounted $34,179 or 16.7% of sales, compared to $64,212 or 31.4% of sales for the same quarter the previous year. GIN recognized a loss on foreign currency translation of $32,858 in the three months ended June 30, 2009 compared to a loss of $14,458 in the three months ended June 30, 2008 resulting in a total comprehensive income of $1,321, compared to $49,754 during the similar quarter of the previous year.

Segment Information

The Corporation is organized by and operates in one segment, the provision of IOSMS to mobile telecom operators in Hong Kong, and all its revenue, earnings and assets are attributable to that segment. These services are provided using GIN's hub technology platform which offers efficient and low-cost delivery of SMS.

The Corporation, however, plans to expand its activity to include VAS which could provide the basis for segmented information disclosure in the future. The Corporation also plans to penetrate the market for inbound traffic in China from Hong Kong and other countries which would also allow for the breakdown of information by geographic area. At the moment, however, GIN offers only IOSMS and only in Hong Kong.

Liquidity and Capital Resources

Except for the amount due to a shareholder of the Corporation for expenses paid by such shareholder on behalf of the Corporation in connection with the Offering, the Corporation is in a good financial position and has no debt. At June 30, 2009, the Corporation had cash on hand of $49,607, compared to $56,419 at March 31, 2009 and $123,627 at June 30, 2008 under GET. Cash balances have generally decreased as the Corporation has added substantially to capital assets which were paid using cash resources and internally generated funds.

As depicted in the following table, cash flow from operations during the first quarter ended June 30, 2009 aggregated to a deficit of $161,687, compared to $57,303 in the corresponding quarter of the previous year.

	Quarter ending			
		June 30 2009		June 30 2008
Beginning Cash	$	56,419	$	112,324
Net Earnings	$	34,179	$	64,211
Depreciation	$	24,504	$	1,005
Changes in non-cash Working Capital	$	(220,370)	$	(7,913)
Cash Flow from Operations	$	(161,687)	$	57,303
Investing Activities			$	(42,995)
Financing Activities	$	159,070		
Effect of exchange rate on cash	$	(4,195)	$	(3,005)
	$	(6,812)	$	11,303
Ending Cash	$	49,607	$	123,627
Total Cash (Used) Provided	$	(6,812)	$	11,303

During the first quarter this year, changes in non-cash working capital were the largest usage of cash at $161,687. The major reason for the increase in the use of cash from operations was related to deferred costs incurred in the amount of $159,070 related to the Offering which was financed by a loan from a shareholder. After taking into account unrealized foreign exchange gains, the two main items accounting for the change relative to year-end was a decline in accounts payable of $99,976 which was offset, in part, by a decline in accounts receivable of $72,502. The other items reflecting the change in working capital are an increase in prepaid expenses of $17,130 representing amounts paid in advance to our service providers for the operation and the maintenance of IOSMS system and an increase in income taxes payable relative to the profit generated for the financial year ended March 31, 2009.

Also, affecting cash during the first quarter of 2010 is an increase in cash flow from operations before non-cash working capital changes of $58,683, reflecting the sum of net earning of $34,179 and depreciation of $24,504. Depreciation was much larger than that of the previous quarter of Fiscal 2009 because of GIN's investment in new capital assets and the fact that capital assets at June 30, 2008 were virtually fully depreciated for accounting purposes.

Both the level of accounts receivable and that of accounts payable would be considerably lower when taking into account the arrangement which exists with a customer which allows for an offset between accounts receivable and accounts payable in connection with reciprocal SMS transmission between China and Hong Kong.

Despite recording a net income of $34,179 during the first quarter this year, working capital (defined as the difference between current assets and current liabilities) at June 30, 2009 declined from a deficit of $108,054 at year-end to a deficit of $214,912. This is due to the expenses incurred by the Corporation in connection with this Offering. During the latest interim period, these expenses amounted to $159,070 and were added to current liabilities under the heading "Due to Shareholder". This brings the total amount of deferred charges related to the Offering to $346,626. Not taking into account the costs of the Offering incurred during the last two quarters and the year ended March 31, 2009, the Corporation's working capital would have increased by $52,212 to $131,714 at June 30, 2009.

The Corporation has recorded future income tax liabilities of $40,738 as at June 30, 2009 which compares to $44,032 at year-end March 31, 2009. The recognition of the tax liability is due to tax timing differences in the treatment of newly acquired assets between the method used to carry the amount of these assets for accounting purposes, as compared to the method used for tax purposes.

Notwithstanding its plans to raise funds through this Offering to expand into VAS and to grow into other markets such as China and other parts of Asia and overseas, and the requirement for additional capital resources in this regard, the above information shows that the Corporation has sufficient capital resources to meet its operating requirements. The Corporation has no material capital expenditure commitments for Fiscal 2010. Note that GINSMS is not subject to any liquidity risks associated with any financial instruments and any balance sheet items that might affect liquidity. The Corporation does not have any long term debt, capital lease obligations, operating lease obligations, purchase obligations, or other long term obligations except for the lease of its office space, data lines and data centre facilities to host the IOSMS system totalling approximately $22,000 per month.

Off-Balance Sheet Arrangements

GINSMS does not utilize off-balance sheet arrangements.

Transactions with Related Parties

On January 1, 2009, GET entered into a rental agreement for premises with Plotio Investment which is a company owned by a family member of a director of the Corporation. This transaction is in the normal course of operations and is measured at the exchange amount, which is the amount of the consideration established and agreed to by the related parties.

Critical Accounting Estimates

The preparation of financial statements in conformity with Canadian GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingencies at the date of the financial statements and the reported amounts of revenues and expenses during the year on a regular basis and with the information available. Management reviews its estimates including: financial instruments; useful life of property and equipment and recoverability of its accounts receivable, calculation of the fair value of warrants and recoverability of future income assets. Actual results could differ from these estimates.

Changes in Accounting Policies Including Initial Adoption

In February 2008, the CICA Accounting Standards Board ("**AcSB**") confirmed that the use of International Financial Reporting Standards ("**IFRS**") will be required effective January 1, 2011 for public companies in Canada. IFRS will replace Canadian GAAP for public companies.

With the Corporation's year end being March 31, 2009, the ultimate date for the translation of financial statements to IFRS based on the AcSB's decision in February 2008 to replace Canadian GAAP by 2011 for publicly accountable profit-oriented enterprises, is April 1, 2011. However, because of the need to provide comparable figures with the previous year, the management of the Corporation has decided to start producing financial statements based on IFRS starting April 1, 2010. The Corporation has started to consider an IFRS transition project and once the Offering is completed, will commence with a formal and detailed project plan, which will consider the various finance, taxation, treasury, legal, human resources, IT and operations aspects of the project.

The Corporation has determined that the key elements of this IFRS changeover on the Corporation will be in the following areas:

- share capital including stock options and warrant valuations
- general IFRS disclosure requirements
- foreign currency translation
- capital assets, depreciation on assets

Financial Instruments

Financial instruments of GINSMS consist of cash and equivalents, account receivables, accounts payables and accrued liabilities. GINSMS limits exposure to credit loss by placing its cash and cash equivalents with high credit quality financial institutions. The carrying amounts of cash and equivalents, account receivables, accounts payable and accrued liabilities approximate their values due to the short-term nature of these instruments. The functional currency of GINSMS is the Hong Kong Dollar. In accordance with the Canadian GAAP, the consolidated financial statements of GINSMS, which are prepared using the functional currency, have been translated into Canadian dollars.

Assets and liabilities are translated at exchange rates applicable at the balance sheet dates, revenue and expenses are translated at the average exchange rates applicable during the period covered by the financial statements and capital and statutory capital reserve are translated at historical exchange rates. The increase of the Canadian dollars against HKD during the first quarter ended June 30, 2009 resulted in a foreign currency translation adjustment in the amount of $32,858. The amount is not included in determining net income but is included in foreign exchange adjustment to other comprehensive income, a component of shareholders' equity of the consolidated financial statements.

Proposed Transactions

On November 12, 2009, the Corporation entered into the Agency Agreement with the Agent, and the Agent agreed to act as agent for the Corporation regarding the Offering. See "Plan of Distribution". Other than as described under "Use of Proceeds", the Corporation does not have any commitments for material expenditures over either the near or long term and none are presently contemplated over normal operating requirements. The Agent's Commission and the estimated costs of the Offering amount to $480,343, of which a $40,000 corporate finance fee and $24,596 legal retainer have already been paid to the Agent. The balance of $415,747 will be paid from the available working capital as at the date of this prospectus and the proceeds from the Offering.

GINSMS Management's Discussion and Analysis for the Year Ended March 31, 2009

Overall Performance and Results of Operations

The Corporation was incorporated on March 20, 2009 and has not commenced operations or carried on any business as of the date hereof except for the Acquisition. In connection with the Offering, the corporation has incurred expenses of $187,556 owed to a shareholder of the Corporation as of March 31, 2009. The amount due to said shareholder is unsecured, non interest-bearing and is payable on demand.

Liquidity and Capital Resources

The Corporation's financial instruments consist of cash.

Off-Balance Sheet Arrangements

The Corporation does not have any off-balance sheet items that may affect the Corporation's overall financial position.

Related Party Transactions

During fiscal 2009, the Corporation paid consulting fees to companies controlled by officers and directors of the Corporation in the amount of $27,615. These transactions are in the normal course of operations and are measured at the exchange amount, which is the amount of the consideration established and agreed to by the related parties.

Outstanding Share Data

The Corporation is authorized to issue an unlimited number of common shares and an unlimited number of preferred Shares. As of March 31, 2009, the Corporation had 100 common shares issued and outstanding.

Risks and Uncertainties

The risks associated with the Corporation and the potential effect of such risks on future operating results and financial position of the Corporation are set out in detail under the heading "Risk Factors" contained in this prospectus.

Subsequent Events

On May 13, 2009, the Corporation adopted a stock option plan which provides that the Board of Directors of the Corporation may from time to time, in its discretion and in accordance with applicable laws and stock exchange requirements, grant to directors, officers, employees and consultants of the Corporation and its subsidiaries, non-transferrable options to purchase Common Shares, provided that the aggregate number of Common Shares reserved for issuance does not exceed 10% of the total issued and outstanding Common Shares. See "Options to Purchase Securities"

On June 9, 2009, the Corporation completed the Acquisition via the issuance of 31,766,566 common shares of the Corporation at a deemed value of $0.15 per Common Share for aggregate consideration of $4,764,985. Pursuant to the Share Purchase Agreement, all assets and liabilities of GET were retained by the Corporation effective April 1, 2009. The transaction was considered to be an exchange of ownership interests between related groups and was accounted for assuming continuity of business under EIC 89. Consequently under EIC 89, no fair value adjustment was made and the acquisition was reflected at the net book value of Global for a consideration value of $435,075, which was credited to share capital.

EIC 89 also requires that the comparative figures be restated to reflect the financial position and results of operations, as if the Corporation had been combined since inception, and therefore the financial statements of the combined company presented for prior periods will also be restated accordingly.

GET Management's Discussion and Analysis

Overall Performance

GET had consolidated sales of $1,081,494 for Fiscal 2007 based on the traffic volume of SMS messages of 147,182,745. The gross profit for the year 2007 was 78.8% and the price per SMS message remained unchanged at HKD$0.045 as compared to the previous fiscal year. The earnings from operations for the fiscal year were $424,941. However, GET only reported net earnings of $8,226 as a result of a forgiveness of debt of $416,715 related to an advance due from a related company, Plotio Holding. (Please refer to Note 7 of the accompanying financial statements).

The Corporation had consolidated sales of $797,524 for Fiscal 2008, which represented a decreased in sales from 2007 of 26.3%, which was substantially due to GIN being unable to meet newly imposed requirements of one of its major customers, following a system upgrade that took several months to implement. The gross profit also decreased from 78.8% to 56.8% mainly due to the increased cost of outsourcing and maintenance fees. The earnings from operations for the fiscal year was $282,103 and the net earnings increased to $255,875, despite the decrease in sales and gross profit, as amortization of property and equipment decreased significantly from $235,594 to $5,010. The substantial decline in depreciation is due to the fact that the capital assets at March 31, 2007 were substantially fully-depreciated. There was also a recovery of $3,170 from Plotio Holding versus the prior year's charge for a forgiveness of debt.

The Corporation had consolidated sales of $928,221 for Fiscal 2009, which represented an increase in sales of 16.4% as GIN had increased bundle fees to all mobile network operators as of March 1, 2008 (primarily due to the effort of GIN to mitigate the increases in outsourced operations and maintenance fees related to the migration to the new IOSMS system). The gross profit increased slightly from 56.8% to 57.6% despite a decrease in the price per SMS from HKD0.045 to HKD0.04. Management believes, moving forward, that gross profits will increase as GIN has signed a new outsourced operation and maintenance contract with another technical support provider after the acquisition of the new IOSMS system in August 2008. Earnings from operations for the fiscal year was $306,795 but the Corporation reported a net loss of $236,145 as a result of a forgiveness of debt of $494,349 related to an advance due from a related company, Hycomm (GET's ultimate parent company which spun off its ownership of GET on March 31, 2009) despite a decrease of 11.2% in the average price per SMS from HK$0.045 to HK$0.04 during the year. Please refer to Notes 3 and 7 of the accompanying financial statements for GET.

Total assets for Fiscal 2009 amounted to $845,089, representing an increase of 10.0% from the previous fiscal year. The increase primarily came from an increase in accounts receivable prompted by further growth in revenue and additions to property and equipment following the purchase of a new IOSMS system for US$315,000, allowing GIN to handle the anticipated increase in SMS traffic overall. During Fiscal 2009, an advance to the parent holding company of GIN in the amount of $394,012 was waived and written off by GIN. Total liabilities for Fiscal 2009 amounted to $410,014, representing an increase of 107.9% from the previous fiscal year. The increase is mainly due to increase of 100.8% in accounts payable and accrued liabilities as GET incurred more cost of sales and was paying service vendors at a slower pace amid the migration from the old IOSMS system to the new IOSMS system during March 2009.

Total assets for Fiscal 2008 was $768,188, representing an increase of 65.6% from the previous fiscal year. The increase manifested from advance due from the ultimate holding company of GIN in the amount of $394,012. The amount was subsequently waived and written off by GIN in the following fiscal year. Total liabilities for Fiscal 2008 amounted to $197,155, representing an increase of 83.4% from previous fiscal year. The increase is mainly due to the increases in accounts payable and accrued liabilities, and also income tax payable as GET started to become profitable.

Cash flows from operation activities were $528,354, $469,910 and $349,563 respectively for Fiscal 2007, 2008 and 2009. GET has always been able to generate positive cash flows from operations because the group has been profitable from its operations and in addition accounts receivable has a short collection cycle.

Selected Annual Information

	For the Year Ended March 31, 2009 (audited)	**For the Year Ended March 31, 2008 (audited)**	**For the Year Ended March 31, 2007 (audited)**
Sales	$928,221	$797,524	$1,081,494
Gross Profit	$534,560	$452,711	$851,807
Earnings from operations before income taxes and forgiveness of debt	$306,795	$282,403	$424,941
Earnings from operations	$306,795	$282,403	$424,941
Net earnings (loss)	$(236,145)	$255,875	$8,226
Total Assets	$845,089	$768,188	$463,940
Total Liabilities	$410,014	$197,155	$107,495
Shareholders' Equity	$435,075	$571,033	$356,445
Number of SMS routed	138,922,460	115,307,529	147,182,745

Results of Operations

GIN charges its customers based on the number of IOSMS sent, subject to monthly minimum bundle fees. On March 1, 2008, GIN reduced its charge per SMS from HK$0.045 to HK$0.04 but increased bundle fees by 60%. Since then, there were no changes in charge per SMS and bundle fees. Management believes that it is able to maintain a stable pricing for customers.

Cost of sales consists mainly of the following components:

1) Database subscription fees to allow GET to update subscribers of the mobile network operators

2) Lease line rental fees to connect with mobile network operators

3) Fees for data centre facilities to host and manage the IOSMS systems

4) Fees for a technical service provider to support the operations and maintenance of the IOSMS system

All of the above were based on contractual agreements renewable every 1-2 years and their costs remained fairly stable in relation with revenue except for the increase in cost to support the operations and maintenance of the IOSMS system in 2008.

Selling, general and administrative expenses were $194,426, $168,973 and 216,311 for Fiscal 2007, 2008, 2009 and consisted of mainly employee salaries and consulting fees paid for promotion and marketing. There were no significant changes in the selling, general and administrative expenses during the three year period.

Outsourcing costs for the maintenance of the system are a significant part of the cost of sales. For Fiscal 2008, charges for the operation and maintenance service increased from a monthly rate of $10,000 the previous year to $18,571. The monthly service charge covering the period from October 3, 2009 to October 3, 2010 is further increased to $23,678. The increase in the cost of sales from 21% of sales in 2007 to 43% of sales is due in large part to the increase in charges related to the operation and maintenance service agreement. The other components in the cost of sales remained fairly stable.

Summary of Quarterly Results

	Fiscal Year Ended 31 March 2008				**Fiscal Year Ended 31 March 2009**			
	Q1 Apr 07- Jun 07	**Q2** Jul 07- Sep 07	**Q3** Oct 07- Dec 07	**Q4** Jan 08- Mar 08	**Q1** Apr 08- Jun 08	**Q2** Jul 08- Sep 08	**Q3** Oct 08- Dec 08	**Q4** Jan 09- Mar 09
Sales	$221,417	$198,975	$187,018	$190,114	$204,636	$221,981	$246,687	$254,917
Net earnings (Loss)	$78,383	$69,783	$57,893	$49,816	$64,212	$73,284	$71,920	($445,561)

Quarterly Variations

GIN had not made any changes in pricing in Fiscal 2009. Sales was on upward trend for each quarter of Fiscal 2009 as SMS traffic routed from MNOs increased during the year. GIN's business is not subject to any significant seasonal or cyclical variations but traffic tends to increase during holiday periods. Higher SMS volume and sales are generally expected for the Christmas holiday during the third quarter. The fourth quarter of Fiscal 2009 shows the highest sales during the year as mobile phone users sent more SMS messages during New Year, Chinese New Year and Valentine's Day. The declining trend for quarterly sales in Fiscal 2008 were mainly due to the drop of SMS traffic caused by GIN's inability to meet certain technical requirements imposed by one of GIN's major customers. This major customer began rerouting SMS traffic back to GIN in early 2008.

GET reported net earnings in the first three quarters of Fiscal 2009. Net earnings for the third quarter of Fiscal 2009 were marginally lower than the second quarter as additional costs were incurred to prepare for running the new IOSMS system in parallel with the old IOSMS system. GET recorded a net loss of $455,561 for the fourth quarter of Fiscal 2009. It was primarily due to a one-off charge of $494,439 from forgiveness of advance to GET's ultimate parent company.

On August 23, 2008, GIN acquired a new IOSMS system with greater scale, improved monitoring and upgraded report analysis for existing customers. The new system offers the capability to remain competitive and expand in business. On March 10, 2009, GIN began to use the new IOSMS system in parallel with the old IOSMS system. By March 31, 2009, all SMS traffic was routed through the new IOSMS system. As contractual commitments related to operating the old IOSMS system could not be terminated until the end of May 2009 after the new system was online, the cost of sales for the first and second quarter of Fiscal 2010 were higher. This, together with the depreciation charge of the new IOSMS system, will affect the profit margin of Fiscal 2010.

Liquidity and Capital Resources

GET has been profitable and generated positive net operating cash flows for Fiscal 2007 to 2009. At March 31, 2009, GET has net current assets of $79,487. Management believes that that GET has the ability to generate sufficient amounts of cash to fulfill its working capital requirements for its present operations. At March 31, 2009, GET had cash in the amount of $56,404.

GET is not subject to any liquidity risks associated with any financial instruments and any balance sheet items that might affect liquidity. GET does not have any long term debt, capital lease obligations, operating lease obligations, purchase obligations, or other long term obligations except for the lease of its office space, data lines and data centre facilities to host the IOSMS system totalling approximately $22,000 per month.

There were no commitments for capital expenditures or any obvious requirements for financing.

Off-Balance Sheet Arrangements

GET does not have any off-balance sheet items that may affect GET's overall financial position.

Related Party Transactions

During Fiscal 2007, 2008, and 2009, GET made (recovered) advances to (from) related entities, Plotio Holding, which is an affiliate of GET, and Hycomm, which was formerly an affiliate of GET. The advances were unsecured, non-interest bearing and with no maturity date. On December 1, 2008, GET, Hycomm and Plotio Holding entered into an agreement to waive the advances due from Hycomm for an amount of $494,439 and from Plotio Holding for an amount of $413,545 in contemplation of Hycomm's disposal of its investment in GET. The amount of $413,545 due from Plotio Holding had been fully provided for in 2007 and 2008.

On January 1, 2009, GET entered into a rental agreement for premises with Plotio Investment which is a company owned by a family member of a director of the Corporation. The amount of rental expense charged by Plotio Investment to GET for the year ended March 31, 2009 was $8,600. This transaction is in the normal course of operations and is measured at the exchange amount, which is the amount of the consideration established and agreed to by the related parties.

Outstanding Share Data

GET is authorized to issue an unlimited number of shares. As of March 31, 2009, GET had 833,334 shares issued and outstanding.

Critical Accounting Estimates

The preparation of financial statements in conformity with Canadian GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingencies at the date of the financial statements and the reported amounts of revenues and expenses during the year on a regular basis and with the information available. Management reviews its estimates including: financial instruments; useful life of property and equipment and recoverability of its accounts receivable, calculation of the fair value of warrants and recoverability of future income assets. Actual results could differ from these estimates.

Financial Instruments and Other Instruments

Financial instruments of GET consist of cash and equivalents, account receivables, accounts payables and accrued liabilities. GET limits exposure to credit loss by placing its cash and cash equivalents with high credit quality financial institutions. The carrying amounts of cash and equivalents, account receivables, accounts payable and accrued liabilities approximate their values due to the short-term nature of these instruments. The functional currency of GET is the Hong Kong Dollar. In accordance with the Canadian GAAP, the consolidated financial statements of GET which are prepared using the functional currency have been translated into Canadian dollars. Assets and liabilities are translated at exchange rates applicable the balance sheet dates, revenue and expenses are translated at the average exchange rates applicable during the period covered by the financial statements and capital and statutory capital reserve are translated at historical exchange rates. The large decline of Canadian dollars against HKD during Fiscal 2009 resulted in a foreign currency translation adjustment in the amount of $100,188. The amount is not included in determining net income but is included in foreign exchange adjustment to other comprehensive income, a component of shareholders' equity of the consolidated financial statements.

Changes in Accounting Policies Including Initial Adoption

With the Corporation's year end being March 31, 2009, the ultimate date for the translation of financial statements to IFRS based on the AcSB's decision in February 2008 to replace Canadian GAAP by 2011 for publicly accountable profit-oriented enterprises, is April 1, 2011. However, because of the need to provide comparable figures with the previous year, the management of the Corporation has decided to start producing financial statements based on IFRS starting April 1, 2010. The Corporation has started to consider an IFRS transition project and once the Offering is completed, will commence with a formal and detailed project plan, which will consider the various finance, taxation, treasury, legal, human resources, IT and operations aspects of the project.

Risks and Uncertainties

The risks associated with GET and the potential effect of such risks on future operating results and financial position of the Corporation are set out in detail under the heading "Risk Factors" contained in this prospectus.

DESCRIPTION OF THE SHARE CAPITAL

The Corporation is authorized to issue an unlimited number of Common Shares and an unlimited number of preferred shares. Upon completion of the Minimum Offering, there will be 40,000,000 Common Shares issued and outstanding and upon completion of the Maximum Offering there will be 45,500,000 Common Shares issued and outstanding. In addition, the Corporation will reserve for issuance up to 6,750,000 Common Shares pursuant to the exercise of Warrants and 1,080,000 Common Shares for the exercise of the Broker Warrants.

The holders of the Common Shares are entitled to dividends, if, as and when declared by the board of directors, to one vote per share at meetings of the shareholders of the Corporation and, upon dissolution, to share equally in such assets of the Corporation as are distributable to the holders of Common Shares.

The Corporation is authorized to issue an unlimited number of preferred shares. The holders of the preferred shares are entitled to preference over the holders of Common Shares with respect to the payment of dividends, dissolution or winding-up or any other return of capital or distribution of assets for the purpose of winding-up the Corporation's affairs. As at the date hereof, there are no preferred shares issued and outstanding.

DIVIDEND POLICY

The Corporation has never declared or paid cash dividends on the Common Shares. The Corporation currently intends to retain any future earnings to fund the development and growth of its business and will pay dividends in the future, if any, as the directors see fit.

CONSOLIDATED CAPITALIZATION

The following table sets forth the consolidated capitalization of the Corporation as at June 30, 2009, and as at such date after giving effect to the Offering. The table should be read in conjunction with the Corporation's financial statements and notes thereto and "Management's Discussion and Analysis of Financial Condition and Results of Operations" contained in this prospectus.

	Outstanding as at June 30, 2009	**Outstanding after giving effect to the Minimum Offering**(1)(3)	**Outstanding after giving effect to the Maximum Offering**(1)(3)
Common shares (authorized – unlimited)	31,766,666 ($435,090)	40,000,000 ($599,657)[4]	45,500,000 ($1,342,157)[4]
Preferred shares (authorized – unlimited)	Nil	Nil	Nil
Warrants[2]	Nil	4,000,000	6,750,000
Broker Warrants	Nil	640,000	1,080,000

	Outstanding as at June 30, 2009	**Outstanding after giving effect to the Minimum Offering(1)(3)**	**Outstanding after giving effect to the Maximum Offering(1)(3)**
Current Liabilities[3]	$569,596	$222,970	$222,970
Long Term Debt[3]	Nil	Nil	Nil

Notes:

(1) Contemporaneously with Closing, the directors and officers of the Corporation will each subscribe for 33,333 or 33,334 ($5,000) Common Shares of the Corporation, for an aggregate of 233,334 Common Shares ($35,000) on a private placement basis in accordance with applicable securities laws.

(2) For the purposes of this table, all proceeds of the Offering have been allocated to the Common Shares and none have been allocated to the Warrants.

(3) Based on the pro-forma balance sheet of the Corporation as at June 30, 2009.

(4) On June 9, 2009, 31,766,566 Common Shares were issued pursuant to the Acquisition. See "Prior Sales".

(5) The dollar value represents net proceeds to the Corporation after the deduction of Agent's Commission, professional fees and other related expenses incurred by the Corporation and estimated net proceeds from the Offering. See "Plan of Distribution".

OPTIONS TO PURCHASE SECURITIES

On May 13, 2009, the Board of Directors adopted the Stock Option Plan which provides that the Board of Directors may from time to time, in its discretion, and in accordance with any applicable stock exchange requirements, grant to directors, officers, employees and consultants of the Corporation or its subsidiaries, non-transferable options to purchase Common Shares, provided that the number of Common Shares reserved for issuance under the Stock Option Plan shall not exceed 10% of the issued and outstanding Common Shares exercisable for a period of up to five years. In addition, the number of Common Shares reserved for issuance to any one person shall not exceed five percent (5%) of the issued and outstanding Common Shares.

The Board of Directors determines the price per Common Share and the number of Common Shares which may be allotted to each director, officer, employee and consultant and all other terms and conditions of the option, subject to the rules of any applicable stock exchange. Options must be exercised within ninety (90) days of termination of employment or cessation of position with the Corporation, provided that if the cessation of office, directorship, consulting arrangement or employment was by reason of death, the option may be exercised within six months after such death, subject to the expiry date of such option. Options granted to executive officers and non executive directors will be subject to the terms of the Escrow Agreement.

No options have been granted by the Corporation as of the date hereof and the Corporation does not intend to grant options to its directors or officers at this time or shortly after the Closing of the Offering. However, provided the Corporation is successful in its business plan and revenues begin to increase, the Corporation intends to examine the possibility of granting options to its directors and officers prior to the end of its current fiscal year on March 31, 2010.

PRIOR SALES OF COMMON SHARES

No Common Shares, or securities convertible into Common Shares, have been issued by the Corporation since incorporation except as set out in the following table.

Date of Issuance or Sale	**Number of Common Shares**	**Price per Common Share**	**Proceeds**	**Nature of Consideration Received**
June 9, 2009	31,766,566 Common Shares	$0.15 (deemed)	$4,764,985 (deemed)	All of the issued and outstanding securities of GET
March 20, 2009	100 Common Shares	$0.15	$15	Cash

Contemporaneously with Closing, the directors and officers of the Corporation will each subscribe for 33,333 or 33,334 ($5,000) Common Shares of the Corporation, for an aggregate of 233,334 Common Shares ($35,000) on a private placement basis in accordance with applicable securities laws.

RESALE RESTRICTIONS

Escrowed Securities

In accordance with NP 46-201 and pursuant to the Escrow Agreement, a total of 28,623,320 Common Shares (the "**Escrowed Shares**") will be deposited into escrow with Equity on Closing. Of the 28,623,320 Common Shares, 19,059,925 Common Shares are held by Panaco (of which Mr. Man Kon (Jonathan) Lai is the sole director and shareholder), 33,433 will be held by Mr. Lai directly, and 9,529,962 are held by Royal Link. The Escrow Agreement provides that the Escrowed Shares may not be traded in, dealt with in any manner whatsoever or released, nor may the Corporation, its transfer agent or the escrow holders make any transfer or record any trading of the shares without the consent of the securities regulators of the jurisdiction in which the Corporation is a reporting issuer or the stock exchange upon which the Common Shares may be listed or trade. The complete text of the Escrow Agreement will be available for inspection at the registered office of the Corporation at 1200, 425 – 1st Street S.W., Calgary, AB, T2P 3L8 and will be available on SEDAR at www.sedar.com.

Class of Security	No. Shares Held in Escrow	Percentage of Class upon Completion of Minimum Offering	Percentage of Class upon Completion of Maximum Offering
Common Shares	28,623,320	71.56%	62.91%

The Escrowed Shares shall not be released unless listing of the Corporation's shares is completed by the Corporation. As the Corporation is defined as an "emerging issuer" as defined in NP 46-201, the original number of all Escrowed Shares of the Corporation may be released as to 10% on the date on which the Corporation's shares are listed on a Canadian stock exchange (the "**Listing Date**") and as to 15% every six months after the initial release so that all Escrowed Shares will have been released three years after the Listing Date. A stock exchange may approve an accelerated release schedule if the Corporation, after the Listing Date, establishes itself as an "established issuer" as defined in NP 46-201.

The Escrow Agreement restricts the sale, assignment, hypothecation and transfer of all Escrowed Shares except as set out in Part 4 of the Escrow Agreement. The Escrow Agreement permits a transfer of Escrowed Shares to directors, senior officers or other principals of the Corporation as defined therein. In the event of the bankruptcy or death of a holder of Escrowed Shares, Equity may transmit such holders' Escrowed Shares to the trustee in bankruptcy, executor, administrator or such other person as is legally entitled to become the registered owner of the Escrowed Shares. The Escrow Agreement allows the holders to transfer Escrowed Shares to other parties upon a realization of pledged, mortgaged or charged escrow shares or into the escrow holders' Registered Retirement Savings Plans, Registered Retirement Income Funds, Tax-Free Savings Accounts or similar registered plans, subject to Equity receiving satisfactory supporting documentation in accordance with the Escrow Agreement.

Seed capital shares and other Common Shares issued pursuant to the Acquisition (all shares issued prior to the Offering which are not subject to Escrow Agreement) may be subject to additional seed share resale restrictions pursuant to applicable securities laws.

PRINCIPAL SHAREHOLDERS

Except as disclosed below, to the best of the knowledge of the directors and executive officers of the Corporation, no shareholder either currently or immediately after giving effect to the Offering will be the direct or indirect beneficial owners of, or will exercise control or direction over 10% or more of the Common Shares.

Principal Shareholder	Number of Common Shares	Type of Ownership	Percentage of Class	Percentage of Class after Giving Effect to the Minimum Offering	Percentage of Class after Giving Effect to the Maximum Offering
Man Kon (Jonathan) Lai[(1)] (Hong Kong)	19,093,358	Legal and beneficial	60.00%	47.73%[(2)]	41.96%[(3)]
Royal Link[(4)] (Hong Kong)	9,529,962	Legal	30.00%	23.82%[(5)]	20.94%[(6)]

Notes:

(1) Mr. Man Kon (Jonathan) Lai, the Chairman and a director of the Corporation, is the sole shareholder and director of Panaco, which owns 19,059,925 Common Shares pursuant to the Acquisition. Mr. Lai also subscribed for and received 100 Common Shares of the Corporation prior to the Acquisition and it is expected that Mr. Lai, along with other directors and officers of the Corporation, will subscribe for 33,333 Common Shares of the Corporation upon Closing on a private placement basis in accordance with applicable securities laws.

(2) On a fully-diluted basis, Mr. Lai will control 42.77% of the issued and outstanding Common Shares of the Corporation assuming the Minimum Offering.

(3) On a fully-diluted basis, Mr. Lai will control 35.80% of the issued and outstanding Common Shares of the Corporation assuming the Maximum Offering.

(4) Mr. Kam Hoi (Thomas) Ip, a Hong Kong resident, is the legal and beneficial holder of 95% of the issued and outstanding securities of Royal Link. Mr. Man Kon (Jonathan) Lai, the Chairman and a director of the Corporation, controls the other 5% of the issued and outstanding securities of Royal Link. Mr. Ip and Mr. Lai are the only two directors of Royal Link.

(5) On a fully-diluted basis, Royal Link will control 21.35% of the issued and outstanding Common Shares of the Corporation assuming the Minimum Offering.

(6) On a fully-diluted basis, Royal Link will control 17.87% of the issued and outstanding Common Shares of the Corporation assuming the Maximum Offering.

DIRECTORS AND SENIOR OFFICERS

The following table sets forth the name, municipality of residence, position held with the Corporation, principal occupation and number of shares beneficially owned by each person who is a director and/or an executive officer of the Corporation.

Name and Municipality of Residence	Position with the Corporation	Principal Occupation Over the Last 5 Years	Shares Held[(1)]	Percentage of Class after Giving Effect to the Minimum Offering[(1)]	Percentage of Class after Giving Effect to the Maximum Offering[(1)]
Man Kon (Jonathan) Lai[(2)] Hong Kong	Director (Chairman) since incorporation	Chairman of GIN International Limited	19,093,358	47.73%	41.96%
Raymond Richard[(3)(4)] St. Lambert, QC	Director and Corporate Secretary since incorporation	President of Consultants G. Raymond Richard Inc.	33,333	0.08%	0.07%
Benedict Leung[(3)(4)] Toronto, ON	Director since May 16, 2009	Managing Partner of Leung & Corporation Chartered Accountants	33,333	0.08%	0.07%
Paul Fung Yuen Law[(3)(4)] Hong Kong	Director since May 16, 2009	Managing Director of Brainlink Investments International Limited	33,333	0.08%	0.07%
Chun Tat (Leo) Ho[(4)] Hong Kong	Director since May 16, 2009	Executive of World Express International (HK) Ltd., a Hong Kong based logistics company. Prior thereto, marketing executive with TVBI Company Limited.	33,333	0.08%	0.07%

Name and Municipality of Residence	Position with the Corporation	Principal Occupation Over the Last 5 Years	Shares Held(1)	Percentage of Class after Giving Effect to the Minimum Offering(1)	Percentage of Class after Giving Effect to the Maximum Offering(1)
Kwok Kin Suen Hong Kong	CEO since May 16, 2009	CEO of GIN, Executive Director of Lead Cash Beijing Solution Co., Ltd., a company involved in the manufacturing of ATM machines. Prior thereto, Chief Executive Officer of Nextech China Limited a technology company	33,334	0.08%	0.07%
Koon Fai (Faith) Lam Hong Kong	CFO since May 16, 2009	CFO of GIN, controller of Hycomm Wireless Limited, a technology company listed on the Hong Kong stock exchange	33,334	0.08%	0.07%

Notes:

(1) Contemporaneously with Closing, the directors and officers of the Corporation will each subscribe for 33,333 or 33,334 ($5,000) Common Shares of the Corporation, for an aggregate of 233,334 Common Shares ($35,000) on a private placement basis in accordance with applicable securities laws.

(2) Mr. Lai is the sole director and shareholder of Panaco, which holds 19,059,925 of the Common Shares of the Corporation and Mr. Lai also controls 5% of the issued and outstanding securities of Royal Link. See "Principal Shareholders" above.

(3) Members of Audit Committee.

(4) Members of Compensation Committee.

The directors and executive officers of the Corporation will beneficially own, control or direct, directly or indirectly, 19,293,358 Common Shares, representing 48.23% and 42.40% of the issued and outstanding Common Shares after giving effect to the Minimum Offering or the Maximum Offering, respectively.

Man Kon (Jonathan) Lai – Director (Chairman)

Mr. Jonathan Lai, 33, is primarily responsible for the Corporation's strategic management in the area of sales and marketing. Mr. Lai graduated from Monash University in Australia with a Bachelors Degree in Business Management on November 23, 2000 and a Masters Degree in Business Systems on November 16, 2003. A self-employed businessman since completing his post-graduate studies in the fall of 2003, Mr. Lai has been a director of GIN International Limited since January 2009. From May 24, 2005 to December 27, 2007, Mr. Lai was a director of HyComm Wireless Limited, a Hong Kong listed company and former shareholder of GET. Since January 2006, Mr. Lai has been a director of Plotio Property Management Co. Ltd. It is expected that Mr. Lai will devote more than 10% of his time to the business and affairs of the Corporate Group.

Raymond Richard – Director and Corporate Secretary

Mr. Raymond Richard, 66, has been the President of his consulting firm, Consultants G. Raymond Richard Inc., since 1986. As such, he has acquired wide-range experience in dealing with, advising, and representing a large variety of publicly traded corporate customers and in the preparation of comprehensive financially-oriented corporate reports intended for North American rating agencies and financial institutions. Currently, Mr. Richard also acts as a representative for a U.S. based manufacturer and distributor of monitoring and compressed air treatment systems and related equipment for the telecommunication and manufacturing industries. Previously, as Vice-President and Director of Canadian Bond Rating Service (now part of Standard & Poor's) for a period of more than ten years, Mr. Richard helped in the development of the first bond rating service in Canada. Mr. Richard holds a Bachelors of Science Degree and a Masters of Commercial Science Degree from Laval University. From December 1, 2001 to March 31, 2003, Mr. Richard was a director of T S Telecom Limited, a company that was listed on the TSX Venture Exchange. It is expected that Mr. Richard will devote more than 10% of his time to the business and affairs of the Corporate Group.

Benedict Leung – Director

Mr. Benedict Leung, 49, has been the Chief Financial Officer since May 2005 of Red Dragon Resources Corp., a company listed on the TSX Venture Exchange and is also a Managing Partner of Leung & Corporation Chartered Accountants in Toronto. Mr. Leung is currently the President of the Richmond Hill and Markham Chinese Business Association. Mr. Leung holds a Bachelors Degree in Commerce from the University of Toronto and received his Chartered Accountant designation in Ontario in 1990. He can speak fluent Chinese and English and he frequently travels between Canada and China for business development. Mr. Leung was a Director and Chief Financial Officer of iFuture.com Inc. between April 2003 and April 2005, and the Chief Financial Officer of MTW Solution Online Inc. from March 2000 to July 2000, which were both listed on the TSX Venture Exchange. It is expected that Mr. Leung will devote such time as necessary to the business and affairs of the Corporate Group.

Paul Law – Director

Mr. Paul Law, 47, is the Chief Financial Officer of Boyuan Construction Group Inc., a position that he has held since April 2009. Prior to April 2009, Mr. Law was a Managing Director of Brainlink Investments International Limited, a consulting firm in Hong Kong which provides advisory services in initial public offerings, acquisitions and investor relations. Mr. Law was a Vice President of Prudential Bache Securities (HK) Limited between 2000 and 2001 and had served as Chief Financial Officer – Asia, and subsequently General Manager responsible for Greater China operations of National Australia Bank from 1997 to 1999. Prior to that, Mr. Law had served in various managerial roles at Standard Chartered Bank and Citibank in Hong Kong, and an auditor for Price Waterhouse both in Hong Kong and Canada. Mr. Law holds a Masters of Business Administrations Degree in Finance from the University of British Columbia and a Bachelor Degree in Chemical Engineering, with a minor in Finance from McGill University. He is a member of the Institute of Chartered Accountants of British Columbia, the Hong Kong Securities Institute, the Hong Kong Government District Consultative Board and a non-practicing member of the Hong Kong Institute of Certified Public Accountants. Mr. Law is fluent in both English and Chinese. It is expected that Mr. Law will devote such time as necessary to the business and affairs of the Corporate Group.

Chun Tat (Leo) Ho – Director

Mr. Leo Ho, 35, has over nine years of experience in sales and marketing. Mr. Ho is currently an executive officer of World Express International (HK) Limited, a Hong Kong based logistics company, a position that he has held since February 2009. From July to November 2008, Mr. Ho was a senior marketing officer for Honest Motors Limited. Prior thereto, he was the marketing executive for TVBI Company Limited from December 2004 to July 2008. Mr. Ho was an account manager for Zone Limited from December 2003 to December 2004. Mr. Ho holds a Bachelor of Science Degree in Mathematics and Economics from the University of Alberta. It is expected that Mr. Ho will devote such time as necessary to the business and affairs of the Corporate Group.

Kwok Kin Suen – Chief Executive Officer

Mr. Kin Suen, 32, is in charge of corporate strategy, planning and management for the Corporation. Mr. Suen has 14 years experience in internet technology and the telecommunication industry. He has been a director of Beijing Lead Cash Solution Co., Ltd., a company involved in the manufacturing of ATM machines, since October 2007. From October 2006 to June 2008, Mr. Suen was the chief executive officer of Nextech China Limited, a technology company. Prior thereto, Mr. Suen was a chief executive officer for Memo Technology Limited from October 2003 to December 2005. Mr. Suen is a fellow member of The Hong Kong Institute of Directors and Hong Kong United of Youth. It is expected that Mr. Suen will devote more than 50% of his time to the business and affairs of the Corporate Group and will be an employee of the Corporate Group.

Koon Fai (Faith) Lam – Chief Financial Officer

Mr. Faith Lam, 40, commenced his career in auditing in 1994 by joining Deloitte Touche in Hong Kong. From 1999 to 2008, Mr. Lam was the financial controller of Hycomm Wireless Limited, a company listed on the main board of the Stock Exchange of Hong Kong that was a former shareholder of GET. Mr. Lam graduated from Hong Kong Shue Yan College majoring in Accounting. He is a Certified Public Accountant of the Hong Kong Institute of Certified Public Accountants and a fellow member of The Association of Chartered Certified Accountants. Since

January 2008, Mr. Lam has been acting as the financial controller of China Heath Care Corporation, a company listed on the OTCBB. It is expected that Mr. Lam will devote more than 20% of his time to the business and affairs of the Corporate Group and will be an employee of the Corporate Group.

Penalties and Sanctions

No proposed director, officer, promoter of the Corporation, or a securityholder anticipated to hold sufficient securities of the Corporation to affect materially the control of the Corporation, has been subject to any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority, or been subject to any other penalties or sanctions imposed by a court or regulatory body including a self-regulatory body that would be likely to be considered important to a reasonable securityholder making a decision about the Offering.

Corporate Cease Trade Orders or Bankruptcies

No proposed director, officer, promoter of the Corporation, or a securityholder anticipated to hold sufficient securities of the Corporation to affect materially the control of the Corporation, within 10 years before the date of this prospectus, has been, a director, officer or promoter of any person or company that, while that person was acting in that capacity, was the subject of a cease trade or similar order, or an order that denied the other issuer access to any exemptions under applicable securities law, for a period of more than 30 consecutive days, or became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets.

Personal Bankruptcies

No director, officer or shareholder holding a sufficient number of securities of the Corporation to affect materially the control of the Corporation, or a personal holding company of any such person has, within the past ten years, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or was subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of such person.

Conflicts of Interest

There are potential conflicts of interest to which the directors, officers and promoters of the Corporation will be subject with respect to the operations of the Corporate Group. Certain directors and/or officers serve as directors and/or officers of other companies or have significant shareholdings in other companies. Situations may arise where the directors, officers and promoters of the Corporate Group will be engaged in direct competition with the Corporate Group. Any conflicts of interest will be subject to and governed by the law applicable to directors and officers conflicts of interest, including the procedures prescribed by the CBCA. The CBCA requires that directors and officers of the Corporation, who are also directors or officers of a party which enters into a material contract with the Corporation or otherwise have a material interest in a material contract entered into by the Corporation, must disclose their interest and, in certain instances, refrain from voting on any resolution of the Corporation's directors to approve the contract.

CORPORATE GOVERNANCE

Corporate governance relates to the activities of the Board of Directors, the members of which are elected by and are accountable to the shareholders, and takes into account the role of the individual members of management who are appointed by the Board of Directors and who are charged with the day to day management of the Corporation. The Board of Directors is committed to sound corporate governance practices, which are both in the interest of its shareholders and contribute to effective and efficient decision making.

Pursuant to National Instrument 41-101 *General Prospectus Requirements*, the Corporation is required to disclose its corporate governance practices in accordance with National Instrument 58-101 *Disclosure of Corporate Governance Practices* ("**NI 58-101**"), as summarized below.

1. Board of Directors

The Board of Directors is currently comprised of five members, of which Paul Law, Raymond Richard, Benedict Leung and Leo Ho are the independent directors of the Corporation. Mr. Law, Mr. Richard, Mr. Leung and Mr. Ho have no ongoing interest or relationship with the Corporation other than serving as directors.

The Board of Directors is responsible for determining whether a director is an independent director. Jonathan Lai is not an independent director because of his position as Chairman of the Corporation.

NI 58-101 suggests that the Board of Directors of a public company should be constituted with a majority of individuals who qualify as "independent" directors. An "independent" director is a director who has no direct or indirect material relationship with the Corporation. A material relationship is a relationship which could, in the view of the Board of Directors, reasonably interfere with the exercise of a director's independent judgement. The Board of Directors is comprised of a majority of independent directors. The following directors of the Corporation are directors and officers of other reporting issuers:

Name	Reporting Issuer	Stock Exchange
Paul Fung Yuen Law	Boyuan Construction Group Inc.	TSXV
Benedict Leung	Red Dragon Resources Corp. Manor Global Inc.	TSXV NEX

The independent directors of the Corporation do not hold regularly scheduled meetings at which non-independent directors and members of management are not in attendance. The independent directors may consider holding regularly scheduled meetings (or holding in camera sessions at regular Board meetings) at which non-independent directors and members of management are not in attendance.

Currently, the Board of Directors is satisfied that it exercises its responsibilities for independent oversight of management. The ability to establish ad hoc committees comprised solely of independent directors provides the Board with the ability to meet independently of management whenever deemed necessary or appropriate and the chair of each such ad hoc committee provides the leadership for such committee.

2. Board Mandate

The Board of Directors has a written mandate. The Board is responsible for the supervision of the management of the Corporation and must act in the best interests of the Corporation and the shareholders. The Board of Directors acts in accordance with the CBCA, the Articles and By-laws of the Corporation, and the specific terms of reference as laid out for each committee and the Board as a whole. The Board has responsibility for adopting a strategic planning process and reviewing and approving the Corporation's strategic plan developed and proposed by management and monitoring performance against the plan. The Board is responsible for developing and adopting policies and procedures to identify the principal business risks of the Corporation and ensure that appropriate systems are implemented to manage these risks. The Board is also responsible for developing and adopting policies and procedures to ensure the integrity of the internal controls and management information systems of the Corporation. Matters that require Board approval include, among other things: (i) the approval of the quarterly and annual financial statements and MD&A; (ii) the issuance of securities; (iii) significant acquisitions; (iv) annual capital and operating plans and budgets; and (v) the compensation of members of the senior management team.

3. Position Descriptions

The Board of Directors has not, to date, developed formal, documented position descriptions for the Chairman or the Chief Executive Officer. The Board is currently of the view that the respective corporate governance role of the

Board and management, as represented by the Chairman and the Chief Executive Officer, are clear and that the limits to the responsibility and authority of the Chairman and the Chief Executive Officer are reasonably well understood and therefore the Board has not developed written position descriptions for the Chairman or the Chief Executive Officer.

Currently, the Corporation has no written description for its committee chair positions; however, there is an informal understanding as to what the roles and responsibilities of each committee chair position are, and both the Board and each committee delineates those roles and responsibilities as deemed necessary.

4. Orientation and Continuing Education

The Board provides an overview of the Corporation's business activities, systems and business plan to all new directors. New director candidates have free access to any of the Corporation's employees or senior management in order to conduct their own due diligence and will be briefed on the strategic plans, short, medium and long term corporate objectives, business risks and mitigation strategies, corporate governance guidelines and existing policies of the Corporation.

5. Ethical Business Conduct

The Board of Directors has adopted a written code of business ethics and conduct (the "**Code**"). The Code reflects the Corporation's commitment to maintain high standards of integrity and accountability in conducting its business while at the same time grow its business and volume. The Code requires directors and officers to disclose any potential conflicts of interest in writing to the Board of Directors for review in accordance with applicable law and in any event, on a quarterly basis.

The Board of Directors monitors and ensures compliance with the guidelines set out in the Code including compliance in all material respects, with all applicable financial reporting and accounting requirements applicable to the Corporation. Waivers from the Code will generally only be granted in appropriate circumstances upon full review and consideration of a request from a waiver, on a case-by-case basis.

6. Nomination of Directors

The Board has not appointed a nominating committee. The Board of Directors determines new nominees to the Board, although no formal process has been adopted. The nominees are generally the result of recruitment efforts by the Board members, including both formal and informal discussions among the Board members and officers.

7. Compensation

The Corporation's compensation committee (the "**Compensation Committee**") determines the Corporation's compensation policies and guidelines for supervisory and management roles and determines all forms of compensation for key officers and directors.

8. Other Board Committees

The Corporation has established the Audit Committee and the Compensation Committee. There are no other committees of the Board of Directors.

9. Assessments

The Board of Directors has not implemented a process for assessing its effectiveness. As a result of the Corporation's size, its stage of development and the limited number of individuals on the Board, the Board considers a formal assessment process to be inappropriate at this time. The Board plans to continue evaluating its own effectiveness on an ad hoc basis.

The Board of Directors does not formally assess the performance or contribution of individual Board members or committee members.

AUDIT COMMITTEE

Under National Instrument 52-110 *Audit Committees* ("**NI 52-110**"), the Corporation is required to have an audit committee.

1. Audit Committee Charter and Terms of Reference

Mandate

The primary function of the audit committee (the "**Audit Committee**") is to assist the Board in fulfilling its financial oversight responsibilities by reviewing the financial reports and other financial information provided by the Corporation to regulatory authorities and shareholders, the Corporation's systems of internal controls regarding finance and accounting, and the Corporation's auditing, accounting and financial reporting processes. Consistent with this function, the Audit Committee will encourage continuous improvement of, and should foster adherence to, the Corporation's policies, procedures and practices at all levels. The Audit Committee's primary duties and responsibilities are to:

- Serve as an independent and objective party to monitor the Corporation's financial reporting and internal control system and review the Corporation's financial statements.
- Review and recommend to the Board with respect to the compensation of the Corporation's external auditors.
- Review and appraise the performance of the Corporation's external auditors.
- Provide an open avenue of communication among the Corporation's auditors, financial and senior management and the Board.

Composition

The composition of the Audit Committee shall be as required under the policies of the TSX Venture Exchange. At least one member of the Audit Committee shall have accounting or related financial management expertise. All members of the Audit Committee that are not financially literate will work towards becoming financially literate to obtain a working familiarity with basic finance and accounting practices. For the purposes of this Charter, the definition of "financially literate" is the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can presumably be expected to be raised by the Corporation's financial statements.

The members of the Audit Committee shall be appointed initially by the Board and subsequently appointed or re-appointed following each annual shareholders' meeting, provided that any member may be removed or replaced at any time by the Board and shall, in any event, cease to be a member of the Audit Committee upon ceasing to be a member of the Board.

Where a vacancy occurs at any time in the membership of the Audit Committee, it may be filled by the Board. The Board shall appoint the Chairman of the Audit Committee. The role of the Chairman is to act as leader of the Committee to manage and co-ordinate the meetings and activities of the Audit Committee and to oversee the execution by the Audit Committee of its duties and responsibilities. If the Chairman of the Audit Committee is not present at any meeting of the Audit Committee, one of the other members of the Audit Committee present at the meeting shall be chosen by the Audit Committee to preside.

Meetings

The Audit Committee shall meet at least twice annually, or more frequently as circumstances dictate. As part of its job to foster open communication, the Audit Committee will meet at least annually with management and the external auditors in separate sessions. The Chairman may call additional meetings as required. In addition, a meeting may be called by the Board Chairman, the President or any member of the Audit Committee.

Audit Committee meetings may be held in person, by video conference, by means of telephone, by means of other electronic or other communication facility that permits each person to communicate with each other during the meeting or by a combination of any of the foregoing.

The minutes of the Audit Committee meetings shall accurately record the decisions reached and shall be distributed to the Audit Committee members with copies to the Board, the Chief Financial Officer or such other officer acting in that capacity, and the external auditor.

Notice of Meeting

Notice of the time and place of every meeting may be given orally, or in writing, or by facsimile to each member of the Audit Committee at least 48 hours prior to the time fixed for such meeting.

A member may in any manner waive notice of the meeting. Attendance of a member at a meeting shall constitute waiver of notice of the meeting except where a member attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting was not lawfully called.

Quorum

A majority of Audit Committee members, present in person, by video conference, by telephone, by other electronic or communication facility or by a combination thereof, shall constitute a quorum.

Responsibilities and Duties

To fulfill its responsibilities and duties, the Audit Committee shall:

Documents/Reports Review

1. Review and update this Charter annually.

2. Review the Corporation's financial statements, management discussion and analysis and any annual and interim earnings, press releases before the Corporation publicly discloses this information and any reports or other financial information (including quarterly financial statements), which are submitted to any governmental body, or to the public, including any certification, report, opinion, or review rendered by the external auditors.

External Auditors

3. Require the external auditors to report directly to the Audit Committee.

4. Review annually the performance of the external auditors who shall be ultimately accountable to the Board and the Audit Committee as representatives of the shareholders of the Corporation.

5. Obtain annually, a formal written statement of external auditors setting forth all relationships between the external auditors and the Corporation and confirming their independence from the Corporation.

6. Review and discuss with the external auditors any disclosed relationships or services that may impact the objectivity and independence of the external auditors.

7. Take, or recommend that the full Board take, appropriate action to oversee the independence of the external auditors.

8. Recommend to the Board the selection and, where applicable, the replacement of the external auditors nominated annually for shareholder approval and the compensation of the external auditors.

9. Review with management and the external auditors the terms of the external auditors' engagement letter.

10. At each meeting, consult with the external auditors, without the presence of management, about the quality of the Corporation's accounting principles, internal controls and the completeness and accuracy of the Corporation's financial statements.

11. Review and approve the Corporation's hiring policies regarding partners, employees and former partners and employees of the present and former external auditors of the Corporation.

12. Review with management and the external auditors the audit plan for the year-end financial statements and intended template for such statements.

13. Review and pre-approve all audit and audit-related services and the fees and other compensation related thereto, and any non-audit services, provided by the Corporation's external auditors. The pre-approval requirement is waived with respect to the provision of non-audit services if:

    a) the aggregate amount of all such non-audit services provided to the Corporation constitutes not more than five percent (5%) of the total amount of revenues paid by the Corporation to its external auditors during the fiscal year in which the non-audit services are provided;

    b) such services were not recognized by the Corporation at the time of the engagement to be non-audit services; and

    c) such services are promptly brought to the attention of the Audit Committee by the Corporation and approved prior to the completion of the audit by the Audit Committee or by one or more members of the Audit Committee who are members of the Board to whom authority to grant such approvals has been delegated by the Audit Committee.

14. Provided the pre-approval of the non-audit services is presented to the Audit Committee's first scheduled meeting following such approval, such authority may be delegated by the Audit Committee to one or more independent members of the Audit Committee.

Financial Reporting Process

15. In consultation with the external auditors, review with management the integrity of the Corporation's financial reporting process, both internal and external.

16. Consider the external auditors' judgments about the quality and appropriateness of the Corporation's accounting principles as applied in its financial reporting.

17. Consider and approve, if appropriate, changes to the Corporation's auditing and accounting principles and practices as suggested by the external auditors and management.

18. Review significant judgments made by management in the preparation of the financial statements and the view of the external auditors as to appropriateness of such judgments.

19. Following completion of the annual audit, review separately with management and the external auditors any significant difficulties encountered during the course of the audit, including any restrictions on the scope of work or access to required information.

20. Review any significant disagreement among management and the external auditors regarding financial reporting.

21. Review with the external auditors and management the extent to which changes and improvements in financial or accounting practices have been implemented.

22. Review the certification process.

23. Establish procedures for:

   a) the receipt, retention and treatment of complaints received by the Corporation regarding accounting, internal accounting controls, or auditing matters; and

   b) the confidential, anonymous submission by employees of the Corporation of concerns regarding questionable accounting or auditing matters.

Other

24. Review any related-party transactions.

2. Authority

The Audit Committee may:

   a) engage independent outside counsel and other advisors as it determines necessary to carry out its duties;

   b) set and pay the compensation for any advisors employed by the Audit Committee; and

   c) communicate directly with the internal and external auditors.

The Audit Committee shall have unrestricted access to the Corporation's personnel and documents and will be provided with the resources necessary to carry out its responsibilities.

3. Audit Committee Composition

The following are the members of the Audit Committee, as at the date hereof:

Raymond Richard	Not Independent[1]	Financially literate[1]
Benedict Leung	Independent[1]	Financially literate[1]
Paul Fung Yuen Law	Independent[1]	Financially literate[1]

Note:
(1) As defined by NI 52-110. Mr. Richard is not considered independent because he is also an officer (Corporate Secretary) of the Corporation.

Currently, the Board is satisfied that it exercises its responsibilities for independent oversight of management. The ability to establish ad hoc committees comprised of a majority of independent directors provides the Board with the ability to meet independently of management whenever deemed necessary or appropriate and the chair of each such ad hoc committee provides leadership for such committee.

4. Audit Committee Oversight

As at the date hereof, the Audit Committee has not made a recommendation to the Board to nominate or compensate an external auditor.

5. Relevant Education and Experience

It is expected that all of the members of the Audit Committee will be either directly involved in the preparation of the financial statements, filing of the quarterly and annual financial statements, dealing with the auditors, or as a member of the Audit Committee. All members have the ability to read, analyze, and understand the complexities surrounding the issuance of financial statements. The following sets out the education and experience of each member of the Audit Committee relevant to the performance of his duties as a member of the Audit Committee.

Mr. Raymond Richard has extensive experience in dealing with public issuers. Through his consulting company, Mr. Richard has been frequently involved in the review and preparation of financially-oriented corporate reports for a wide array of publicly traded companies. Mr. Benedict Leung is a Chartered Accountant, and has been the CFO of a number of public companies. Mr. Leung is currently the CFO of a publicly traded company listed on the TSX Venture Exchange. Mr. Paul Law has extensive experience in the investment industry and has served managerial roles in a number of banks in Hong Kong. Mr. Law holds a Masters of Business Administrations degree in Finance from the University of British Columbia and is a Certified Public Accountant. Mr. Law has also been the Chief Financial Officer of Boyuan Construction Group Inc., a TSXV-listed company, since April 2009.

6. Reliance on Certain Exemptions

At no time since the commencement of the Corporation's most recently completed financial year has the Corporation relied on the exemption in Section 2.4 of NI 52-110 (De Minimis Non-audit Services), or an exemption from NI 52-110, in whole or in part, granted under Part 8 of NI 52-110. However, the Corporation is relying upon the exemption in Section 6.1 of NI 52-110, the exemption for Exchange issuers in relation to the requirement that every audit committee member be independent.

7. Pre-Approval Policies and Procedures

The Audit Committee had adopted specific policies and procedures for the engagement of non-audit services as described above under the heading "*Audit Committee Charter and Terms of Reference - External Auditors*".

8. External Auditor Service Fees

The aggregate fees billed by the Corporation's external auditors in the last three financial years for audit and other fees are as follows:

Financial Year Ending	Audit Fees	Audit Related Fees	Tax Fees	All Other Fees
2009	$7,822	Nil	Nil	$1,433
2008	$7,264	Nil	Nil	Nil
2007	$6,002	Nil	Nil	Nil

EXECUTIVE COMPENSATION

As the Corporation was not incorporated until March 20, 2009, no compensation was paid to any of its executive officers during the most recently completed financial year.

No compensation was made to GET's Chief Executive Officer and Chief Financial Officer (the "**Named Executive Officers**") for the last three completed fiscal years. No other executive officer or any members of the Corporate Group had total annual salary and bonus in the last financial year that exceeded $150,000.

Mr. Raymond Richard, the Corporation's Corporate Secretary and a Director of the Corporation, and Mr. Koon Fai (Faith) Lam, Chief Financial Officer of the Corporation have been paid in aggregate $5,000 and $7,227, respectively, by Royal Link for services rendered to the Corporation in connection with the Offering. It is expected that such amounts will be repaid by the Corporation to Royal Link upon Closing of the Offering out of the proceeds of the Offering.

Upon Closing of the Offering, the Corporation currently intends that the following compensation will be paid to its Named Executive Officers:

Name and Principal Position	Proposed Annual Compensation
Kwok Kin Suen (Chief Executive Officer)	$24,000
Koon Fai (Faith) Lam (Chief Financial Officer)	$12,000
Man Kon (Jonathan) Lai (Director and Chairman)	$24,000
Raymond Richard (Corporate Secretary)	$12,000

Options Granted During the Most Recently Completed Fiscal Year

No options were granted by the Corporation in Fiscal 2009. So as not to negatively impact earnings per share while revenues remain modest, the Corporation does not intend to grant options to its directors or officers at this time or shortly after the Closing of the Offering. However, provided the Corporation is successful in its business plan and revenues begin to increase, the Corporation intends to examine the possibility of granting options to its directors and officers prior to the end of its current fiscal year on March 31, 2010.

Employment and Management Contracts

The Corporation currently has two employees. Currently, the Corporation does not have any employment, management or consulting agreements in place.

Compensation of Directors

The Corporation does not pay cash retainers to the members of its Board of Directors. However, directors are eligible to receive options pursuant to the Corporation's Stock Option Plan. Directors are entitled to be reimbursed for any out-of-pocket expenses incurred while acting in their capacity as a director of the Corporation.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

None of the Corporation's directors or officers or any of their respective associates or affiliates has, during the financial year ended March 31, 2009, and since that date, been indebted to the Corporation, or has any indebtedness to another entity which is the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Corporation.

INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

Other than as described below and/or elsewhere in this prospectus including the compensation agreements and other agreements and transactions which are described in the section entitled "Directors and Senior Officers", none of the directors or executive officers of the Corporation and no associate or affiliate of the foregoing persons has or has had any material interest, direct or indirect, in any transaction within the past three years or in any proposed transaction that has materially affected or will materially affect the Corporation or any of its subsidiaries.

Mr. Man Kon (Jonathan) Lai, the Chairman and a Director of the Corporation, is also a director of Royal Link, a Vendor in the Acquisition, and owns 5% of the shares of Royal Link. At the time of the Acquisition, Mr. Lai disclosed his interest in Royal Link to the other members of the Board of the Directors of the Corporation and abstained from voting on approving the Acquisition. Subsequent to the Acquisition, Mr. Lai also purchased all of the issued and outstanding securities of Panaco, a shareholder of the Corporation pursuant to the Acquisition. As a result, upon Closing of the Offering, it is expected that Mr. Lai will hold 19,093,358 Common Shares, representing 47.73% of the issued and outstanding Common Shares of the Corporation assuming the Minimum Offering and 41.96% of the issued and outstanding Common Shares of the Corporation assuming the Maximum Offering.

The Corporation has also incurred $17,262 in consulting fees paid to Tedge Technology Ltd., a company owned by an affiliate of Mr. Kwok Kin Suen, the Chief Executive Officer of the Corporation.

Mr. Raymond Richard, the Corporation's Corporate Secretary and a Director of the Corporation, and Mr. Koon Fai (Faith) Lam, Chief Financial Officer of the Corporation have been paid in aggregate $5,000 and $7,227, respectively, by Royal Link for services rendered to the Corporation in connection with the Offering. It is expected that such amounts will be repaid by the Corporation to Royal Link upon Closing of the Offering out of the proceeds of the Offering.

PLAN OF DISTRIBUTION

Current Offering

Pursuant to the Agency Agreement, the Corporation has appointed the Agent as its agent to offer the Units for sale, subject to the terms and conditions of the Agency Agreement. The Agent will receive a cash commission equal to 10% of the gross proceeds of the Offering. In addition, the Agent will receive a number of non-transferable Broker Warrants equal to 8% of the total number of Common Shares sold pursuant to the Offering. The Broker Warrants will be exercisable at the Offering Price for a period of twenty-four months from the Closing Date of the Offering. The Broker Warrants are qualified for distribution by this prospectus. The Corporation has already paid the Agent a corporate finance fee of $40,000 and will pay the reasonable fees and disbursements of counsel to the Agent incurred in connection with this Offering plus applicable taxes and disbursements as well as any reasonable expenses that the Agent incurs in connection to the Offering. While the Agent has agreed to use its best efforts to sell the Units, it is not obligated to purchase any Units. The Agency Agreement provides that the obligations of the Agent pursuant to the Agency Agreement may be terminated at its discretion on the basis of its assessment of the state of the financial markets or upon the occurrence of certain stated events. The Offering Price has been determined by negotiation among the Corporation and the Agent.

Subscriptions for Units will be received subject to rejection or allotment in whole or in part and the right is reserved to close the subscription books at any time without notice. Subscription funds will be returned to subscribers without interest or deduction should the Offering not close. All funds received from the sale of the Units will be deposited and held in trust by the Agent pursuant to the terms of the Agency Agreement. None of the funds held in trust will be released until all closing conditions have been satisfied, including the issuance of a receipt from the securities regulatory authorities for the final prospectus in respect of the Offering, failing which all subscription proceeds from the Offering will be returned to subscribers without interest or deduction.

Pursuant to policy statements of certain securities commissions and the Universal Market Integrity Rules, the Agent may not, throughout the period of distribution, bid for or purchase Common Shares. The foregoing restriction is subject to exceptions, on the condition that the bid or purchase is not engaged in for the purpose of creating actual or apparent active trading in, or raising the price of, the Common Shares. These include certain exceptions for market stabilization and passive market-making activities and a bid or purchase made for and on behalf of a customer where the order was not solicited during the period of distribution or was unsolicited. In accordance with the aforementioned exceptions, in connection with the Offering, the Agent may effect transactions which stabilize or maintain the market price of the Common Shares at levels other than those that might otherwise prevail in the open market. Such transactions, if commenced, may be discontinued at any time.

Except as otherwise required by law or in accordance with certain regulatory requirements, it is anticipated that the Units will be issued under the book-based system. At the Closing, certificates representing all the Units will be issued in registered form to the applicable participants (the "**CDS Participants**") in the CDS depository service, which includes securities brokers and dealers, banks and trust companies. It is anticipated that such CDS Participants will deposit such certificates with CDS in connection with the book-based system and global certificates representing Units will be issued in the name of CDS or its nominee for the Common Shares and Warrants held through the book-based system. Subscribers will therefore not be entitled to a certificate or other instrument from the Corporation or the Corporation's transfer agent evidencing that person's interest in or ownership of Common Shares or Warrants, nor, to the extent applicable, will such holder be shown on the records maintained by CDS, except through an agent who is a CDS Participant. However, subscribers participating in the book-based system may, through the applicable CDS Participant, request that such Common Shares and Warrants be issued to such holder as soon as reasonably practicable.

The Corporation has received conditional approval from the TSXV. Listing is subject to the Corporation fulfilling all of the requirements of the TSXV, including distribution of these securities to a minimum number of public holders.

Neither the Common Shares nor the Warrants have been and will not be registered under the U.S. Securities Act and, subject to certain exceptions, may not be offered or sold within the United States or to, or for the account or benefit of, U.S. Persons. The Agent has agreed that it will not offer or sell the Units within the United States. This prospectus does not constitute an offer to sell or a solicitation of an offer to buy any of the Units in the United States. In addition, until 40 days after the commencement of the offering of Units pursuant to this prospectus, an offer or sale of Units within the United States by any dealer or agent (whether or not participating in the Offering) may violate the registration requirements of the U.S. Securities Act if such offer or sale is made other than in accordance with Rule 144A.

The Agent may offer selling group participation, in the normal course of the brokerage business, to selling groups of other licensed broker dealers, brokers and investment dealers, who may or may not be offered part of the commissions or other compensation derived from this Offering.

Except as disclosed in this prospectus, the Corporation has not made nor will it make any payments in cash, securities or other consideration to a promoter, finder or any other person or company in connection with this Offering. The directors, officers and other insiders of the Corporation may participate in this Offering.

Pursuant to the Agency Agreement, the Corporation will agree to indemnify the Agent, their affiliates, directors, officers, employees and agents against certain liabilities.

As at the date of this prospectus, GINSMS does not have any of its securities listed or quoted, has not applied to list or quote any of its securities, and does not intend to apply to list or quote any of its securities, on the Toronto Stock Exchange, a U.S. marketplace, or a marketplace outside Canada and the United States of America other than the Alternative Investment Market of the London Stock Exchange or the PLUS Markets operated by the PLUS Markets Group plc.

The Corporation has applied to list its issued and outstanding Common Shares, the Common Shares comprised in the Units, the Common Shares issuable upon exercise of the Warrants and the Common Shares issuable upon exercise of the Broker Warrants, on the TSXV. Listing will be subject to the Corporation fulfilling all the listing requirements of the TSXV, including distribution of these securities to a minimum number of public holders.

RISK FACTORS

The Corporation, and thus the securities of the Corporation, should be considered a highly speculative investment and investors should carefully consider all of the information disclosed in this prospectus prior to making an investment in the Corporation. In addition to the other information presented in this prospectus, the following risk factors should be given special consideration when evaluating an investment in any of the Corporation's securities.

Dependence on Major Customers

The Corporate Group depends on major customers for a significant portion of its business and the loss of any of such customers could materially and adversely affect the Corporate Group, and hence the Corporation's business and financial position. A significant portion of GIN's revenue has been and is expected to continue to be, derived from a limited number of customers. Most of these customers are major operators of telecom services in the Asia Pacific region. There can be no assurance that GIN's major customers will continue to use GIN's services. In the event that any of these customers cease to use the services of GIN and GIN fails to replace such customer(s), the Corporation's business and financial position may be materially and adversely affected.

System Failures, Delays and Other Problems

System failures, delays and other problems could harm the Corporation's reputation and business, cause the Corporate Group to lose customers and expose GIN to customer liability. GIN's system architecture is integral to its ability to process a high volume of transactions in a timely and effective manner. GIN may experience failures or interruptions of its systems and services, or other problems in connection with its operations as a result of, amongst others things:

- damage to or failure of its computer software or hardware or its infrastructure and connections;
- data processing errors by its systems;
- computer viruses or software defects;
- physical or electronic break-ins, sabotage, intentional acts of vandalism and similar events; and
- the failure of GIN to adapt to rapid technological changes in the telecom industry. If GIN cannot adequately ensure that its network services perform consistently at a high level or otherwise fails to meet its customers' expectations:
    - it may experience damage to its reputation, which may adversely affect its ability to attract or retain customers for its existing services, and may also make it more difficult for GIN to market its existing or future services;
    - it may suffer significant damage or expose itself to customer liability claims, under its contracts or otherwise, including the requirement to pay penalties relating to service level requirements in its contracts;
    - its operating expenses or capital expenditures may increase as a result of corrective actions that GIN must perform;
    - GIN's customers may reduce their use of GIN's services; or
    - one or more of its significant contracts may be terminated early, or may not be renewed.

These or other consequences would adversely affect the Corporation's revenue and performance.

Increasing Competition

Increasing competition may have an adverse effect on the Corporation's business and operation results. The market for communications services is extremely competitive and rapidly changing. The Corporate Group faces competition from other providers of connectivity and value-added services, some of which are larger and may be better funded than the Corporate Group. In addition, certain telecom hubs based in Hong Kong and a few other Asian countries providing competing services have strong connections with Chinese telecom operators or are otherwise affiliated with other telecom operators. Moreover, the Corporate Group is aware that some other companies are focusing significant resources in developing and marketing services that will compete with those of the Corporate Group. Although the Corporate Group is not a basic telecom service provider, it competes in some areas against telecom operators, communications software companies and system integrators which provide systems and services used by telecom operators to manage their networks and internal operations relating to inter-operator connections and other telecom transactions. In addition, competition also exists between certain of GIN's Mobile VAS and the software developed in-house by its customers. Certain competitors may be able to respond to new or emerging changes in technology or customers' requirements more quickly than the Corporate Group. A number of the Corporation's current and potential competitors, such as CITIC 1616 and other major telecom operators in Hong Kong, Singapore and Taiwan may have greater name recognition and/or more extensive customer bases than GIN. Increasing competition could result in fewer customer orders, reduced revenue, reduced sales margins and loss of market share, any one of which could harm the business of the Corporate Group. Finally, customers may internally deploy services and technologies which may reduce or eliminate their demand for such services and technologies from third party providers including GIN and further increase competitive pricing pressure.

Security and Privacy Breaches

Security or privacy breaches may result in an interruption of service or a reduced quality of service, which could increase GIN's costs or result in a reduction in the use of GIN's services by its customers. GIN's systems may be vulnerable to physical break-ins, computer viruses, attacks by computer hackers or similar disruptive problems. If unauthorized users gain access to GIN's databases, they may be able to steal, publish, delete or modify sensitive information that is stored or transmitted on GIN's networks and which GIN is required by its contracts to keep confidential. A security or privacy breach could result in an interruption of service or a reduced quality of service. Confidential information internal to GIN may also be disclosed to unauthorized personnel who may use such information in a manner adverse to the interests of GIN. Hackers may attempt to "flood" the network, thereby preventing legitimate network traffic or to disrupt the connection between two machines, thereby preventing access to a service or preventing a particular individual from accessing a service. The VoIP network may also be exposed to intruders' attacks or other unauthorized access, resulting in call hijacking, eavesdropping, resource exhaustion and the making of free telephone calls. The Corporate Group may therefore be required to make significant expenditures in connection with corresponding corrective or preventive measures. In addition, a security or privacy breach may harm GIN's reputation and cause its customers to reduce their use of GIN's services, which could harm the Corporation's revenue and business prospects. In addition, GIN's revenue may be adversely affected by un-captured usage, in the event that GIN's system is "hacked" into, resulting in transmissions that may not be detected by its billing system. Further, the increase in traffic as a result of such unauthorized "hacking" may slow or overload GIN's transmission network, thereby adversely affecting the overall quality of services which GIN provides to its paying customers. GIN's exposure to telecom security concerns is heightened as Hong Kong and Chinese laws relating to liability under such circumstances are relatively new. In addition, GIN does not carry "errors and omissions" or other insurance covering losses or liabilities caused by computer viruses or security breaches, which under such circumstances could mitigate damages that GIN may suffer. If GIN incurs any such losses or liabilities, the Corporation's operating results, financial condition, business and prospects may be adversely affected.

Dependence on Third-Party Software and Equipment

The failure of third-party software and equipment which GIN uses in its systems may cause interruptions or failures of its systems. In addition to the use of the internet and certain telecom networks maintained by broker carriers and other third parties for the transmission of voice and/or data traffic, GIN also incorporates hardware, software and equipment developed by third parties into its systems. As a result, GIN's ability to provide interoperability services depends in part on the continued performance and support of these third-party products. If these products experience failures or contain defects, and the third parties supplying these products fail to provide adequate remedial support, this may result in the interruption or unsatisfactory performance of GIN's systems or services.

Adequacy of Network Resilience, Network Diversity and Backup Systems

Inadequate network resilience, network diversity and backup systems may result in service disruptions. Any failure of GIN's backup systems or any insufficiency in GIN's redundancy capacity may disrupt GIN's operations. GIN regularly reviews its network and assesses its vulnerability to such outside factors. However, there can be no assurance that GIN's existing alternative routes and cable diversity will provide adequate backup for all of the kinds of service interruptions that may occur. Moreover, even with these contingency measures, service disruptions could last for a considerable period of time before complete service can be restored. This may cause customers to reduce their use of GIN's services, which could harm the Corporation's revenue and business prospects.

Loss of Significant Information

Loss of significant information may adversely affect the Corporation's business. In cases of a failure of GIN's data storage system, GIN may lose critical network or billing data, source code, proprietary production system designs or important email correspondence with its customers and suppliers.

Insurance Coverage

Property "all risks" insurance and public liability insurance do not cover cyber risks and data loss. The property "all risks" insurance and public liability insurance taken out by GIN do not cover certain damages or losses, and contain a number of liability exclusion clauses, including exclusions for:

- damage or loss relating to the use or misuse of the Internet or similar facility, such as:
    - unauthorized access;
    - unauthorized use;
- damage to or loss of data or software, in particular any detrimental change in data, software or computer programs that is caused by a deletion, corruption or deformation of the original structure, and any business interruption losses resulting from such damage or loss; and
- damage or loss resulting from an impairment in the function, availability, range of use or accessibility of data software or computer programs, and any business interruption loss resulting from such damage or loss.

As such, GIN may not be adequately indemnified or compensated for if it sustains any such loss or damage, which in turn may adversely affect the financial position of the Corporate Group.

Capacity Limits

Capacity limits on GIN's network and application platforms may be difficult to project and GIN may not be able to expand or upgrade its systems to meet increasing demand. GIN's business requires it to handle a large number of SMS transactions simultaneously. In order to manage growth in the number of such SMS transactions successfully, GIN needs to enhance its operational, management, financial, and information systems and controls continuously and effectively. Although GIN just recently upgraded its IOSMS platform, it is difficult to predict when the capacity limits on GIN's network and application platforms will be reached, given that the usage requirement of GIN's services depends on the demand from the telecom operators as well as the choices of telecom operators on which hubbing service provider to use. If GIN does not expand or upgrade its hardware and software quickly enough, it may not have sufficient capacity to handle the increasing traffic and this would limit the growth of its operations and improvement of its performance.

Rapid Technological Changes

Rapid technological changes may increase competition and render the Corporation's technologies, products or services obsolete or cause the Corporate Group to lose market share. The telecom industry is subject to rapid and significant changes in technology, frequent new service introductions and evolving industry standards. Such changes may adversely affect GIN's revenue. There can be no assurance that GIN can improve the features, functionality, reliability and responsiveness of its interoperability, infrastructure and other services to meet the changing demands of its customers towards new communications technologies. Similarly, the technologies that GIN employs may become obsolete or subject to intense competition from new technologies in the future. If GIN fails to develop, or obtain timely access to, new technologies, or if it fails to obtain the necessary licences for the provision of services using these new technologies, GIN may lose its customers and market share, and its results of operations would be adversely affected.

Market Acceptance at Desired Pricing Levels

The Corporation's failure to achieve or sustain market acceptance at desired pricing levels may impact its ability to maintain profitability or positive cash flow. The Corporation's competitors and customers may cause the Corporate Group to reduce the prices it charges for its services which in turn could adversely affect the Corporation's profitability and cash flow. The primary sources of pricing pressure include:

- competitors offering competing services at reduced prices, or bundling and pricing services in a manner which makes it difficult for the Corporate Group to compete;
- customers with a significant volume of transactions may have enhanced leverage in pricing negotiations with the Corporate Group; and

- if the prices of GIN's services are too high, potential customers may find it economically more advantageous to handle certain functions in-house instead of using GIN's services.

GIN may not be able to offset the effects of all or any price reductions.

Decline in Volume of Transactions

A decline in the volume of transactions GIN handles may have an adverse effect on the Corporation's operations results. Although GIN charges a minimum fee, GIN earns revenue mostly on a usage basis. As such, GIN is not protected against the potential adverse effect on its revenue as a result of a decrease in the transaction volumes provided by its customers. In addition, if telecom operators develop internal systems to address their business needs or establish direct links with their counterparts, or if the cost of using GIN's services makes it uneconomical for a telecom operator to use GIN's services, GIN may experience a reduction in its business volume.

Key Members of the Management Team

The loss of any key members of the management team may impair the Corporation's ability to identify and secure new contracts with customers or otherwise manage its business effectively. The Corporation's success depends, in part, on the continued contributions of its senior management. Most of them are well experienced in the telecom industry with in depth knowledge of various aspects of telecom business development.

Success of Expansion into Chinese Markets

The Corporate Group may not be successful in expanding into the Chinese markets and this could adversely affect the Corporation's prospects and results. The strategy of the Corporate Group involves the growth of its operations in China. Operations and business expansion plans in China are subject to additional risks, such as differences in legal, regulatory and licensing requirements, patent protection, potentially adverse tax consequences, fluctuations in currency exchange rates, differences in legal burdens in complying with foreign laws and regulations and changes in political and economic conditions. There can be no assurance that GIN will be able to receive or retain licenses or authorizations that may be required for GIN to provide its services in China. In addition, the Corporate Group cannot ensure that it will be able to anticipate and manage all these risks and other risks associated with its expansion into Chinese markets, and the deployment of human and financial resources in pursuing such expansion may have a material and adverse impact on the Corporate Group.

Credit Risk of Accounts Receivable

The Corporate Group is subject to credit risk in respect of its accounts receivable. GIN provides credit periods to its customers, which are calculated from the dates the invoices are issued by GIN to the dates of payment by the customers. Although GIN implements credit control policies and measures, GIN cannot assure that these measures are adequate in protecting GIN against material credit risks. GIN may provide services to customers who do not provide sufficient deposits, advance payments or bank guarantees for GIN's services. Moreover, should GIN's customers be unable to pay in full for any reason, the Corporation's profit and cash flow will be adversely affected. Any delay in the payment by customers may also adversely affect the Corporation's operations and financial position. The Corporate Group may have to sustain legal costs in pursuing unsettled invoices, a process which is time-consuming and may be affected by a variety of factors including any counterclaim from such non-paying customers. Even if the Corporate Group obtains favourable judgments, enforcement of such judgments may take time and may not always be successful.

Consolidation of GIN's Customers

Consolidation among GIN's customers may cause GIN to lose transaction volume. As a hub-based service provider, the business of GIN is derived from exchange of voice and data transmission between telecom operators. Consolidations, mergers and acquisition activities among telecom operators typically reduce their need for interconnection services. Therefore, these types of corporate activities may cause GIN to lose transmission volume or may cause GIN to reduce per-transmission prices for its services.

Dependence on Required Licenses

IOSMS is in a highly regulated business and it requires licenses from the TA, without which GIN would be unable to operate. GIN is subject to the rules and regulations of the TA, which regulates the telecom industry in Hong Kong, and OFTA, which assists the TA in enforcing and administering the *Telecommunications Ordinance*. The TA's authority includes regulating and licensing telecom facilities and managing the radio frequency spectrum. If the TA determines that GIN has violated Hong Kong's telecom laws or regulations or the conditions of its licenses, the TA may suspend or cancel GIN's licenses or take other action detrimental to GIN. GIN is also subject to various other rules, laws and ordinances applicable to companies operating in Hong Kong, including, for example, laws relating to obscenity and privacy. If GIN is found to be in violation of these laws, it may face judgments or consequences detrimental to its business. In addition, the PNETS granted by OFTA to GIN are normally valid for one year, subject to renewal at the discretion of OFTA and compliance of all terms and conditions of the licenses. In the event that OFTA refuses to renew any of the existing licenses of GIN, GIN's ability to offer its services will be adversely affected. The Chief Executive in Council may also cancel or suspend licenses if it considers that it is in the public's interest to do so. Moreover, if the TA changes its existing regulations or policies such as those governing interconnection or competition, including the requirement on GIN to obtain separate or further licences for its existing operations or services, or to obtain licenses in respect of its future operations or services based on new communication technologies, the Corporation's results of operations, financial condition, business and prospects could be adversely affected. GIN may also incur extra costs in order to comply with technical specifications or other conditions resulting from any enacted or proposed changes in the applicable laws and regulations. As a result, the Corporation's financial condition, results of operations and/or prospects may be adversely affected. The business of the Corporation's customers is also subject to regulations. As a result, such regulations could indirectly affect the Corporation's business. As communications technologies and the telecom industry continue to evolve, the regulations governing the telecom industry may change. If this were to occur, the demand for the Corporation's services could change in ways that GIN cannot easily predict and may result in a decline in the Corporation's revenue.

Hong Kong's Economy and Politics

The state of Hong Kong's economy and politics may adversely affect the Corporation's performance and financial condition. The Corporation's primary facilities and operations are located in Hong Kong. Hong Kong is a special administrative region of the People's Republic of China with its own government and legislature. Under the *Basic Law* of Hong Kong, Hong Kong is entitled to a high degree of autonomy granted by the People's Republic of China under the principle of "one country, two systems". However, there is no assurance that Hong Kong will continue to enjoy its current level of autonomy from the People's Republic of China. If it does not, this could have a material adverse effect on the Corporation's business, results of operations and financial condition. The Hong Kong economy has experienced considerable volatility in the last decade. Hong Kong's primary economic sectors, such as real estate, retail and finance, are volatile. Although the economy has experienced growth since 2005, it is not certain whether such growth will be sustained. As GIN's operations are principally conducted in Hong Kong, its financial position and results of operations are and will be affected by the state of Hong Kong's economy, which in turn is subject to many different factors that are beyond the control of the Corporate Group. In particular, the economy of Hong Kong is significantly affected by the developments in China, the Asia-Pacific region and the United States. China's economy may experience negative economic developments, and other regional economies may also deteriorate. In any such circumstances, Hong Kong's economy and hence GIN's operating results, financial condition, business and prospects would be adversely affected. The Corporate Group also bears risks which involve matters arising out of evolving laws and policies in Hong Kong, any future imposition of special taxes or similar charges, and the risk that changes can occur in the government of Hong Kong and a new government may void or change the laws and regulations that the Corporation is relying on.

Conflicts of Interest

Certain directors and officers of the Corporation are also directors, officers, or shareholders of other companies that may operate in the same sectors as the Corporate Group. Such associations may give rise to conflicts of interest from time to time. The directors of the Corporation are required by law to act honestly and in good faith with a view to the best interests of the Corporation and to disclose any interest which they may have in any project or opportunity of the Corporation. If a conflict of interest arises at a meeting of the board of directors, any director in a conflict is required under the CBCA to disclose his interest and to abstain from voting on such matter.

Residency of Directors, Officers and Others

Several of the directors and officers of the Corporation named herein reside outside Canada. Substantially all of the assets of these persons, and the Corporation, are located outside of Canada. As a result, it may not be possible for investors to effect services of process within Canada on the directors or officers named above. It may also not be possible to enforce against certain of the Corporation's directors and officers, and certain experts named herein, judgments obtained in Canadian courts predicated upon the civil liability provisions of applicable securities laws in Canada.

Enforcement of Judgments

As Hong Kong legal entities, some of the Corporation's subsidiaries are subject to Hong Kong company law and regulations. Hong Kong company law in general and, in particular, provisions for the protection of shareholder's rights and access to information are less developed than those applicable to companies in other countries. Substantially all of the Corporation's assets, through its subsidiaries, are located in Hong Kong. Hong Kong does not have a treaty with Canada providing for the reciprocal recognition and enforcement of judgments of courts and as such, recognition and enforcement in Hong Kong of judgments of a Canadian court in relation to any matter not subject to a binding arbitration provision may be difficult or impossible. Although the rights of minority shareholders in the Corporation would be protected in Canada, judgments rendered against the Corporation and/or its subsidiaries would likely not be enforceable in Hong Kong.

Mr. Man Kon (Jonathan) Lai the promoter of the Corporation resides outside of Canada. Although Mr. Lai has appointed Heenan Blaikie LLP as his agent for service of process in Canada it may not be possible for investors to enforce judgements obtained in Canada against Mr. Lai.

As BVI legal entities, some of the Corporation's subsidiaries are subject to BVI company law and regulations. BVI company law in general and, in particular, provisions for the protection of shareholder's rights and access to information are less developed than those applicable to companies in other countries. Substantially all of the Corporation's assets, through its subsidiaries, are located in BVI. BVI does not have a treaty with Canada providing for the reciprocal recognition and enforcement of judgments of courts and as such, recognition and enforcement in BVI of judgments of a Canadian court in relation to any matter not subject to a binding arbitration provision may be difficult or impossible. Although the rights of minority shareholders in the Corporation would be protected in Canada, judgments rendered against the Corporation and/or its subsidiaries would likely not be enforceable in BVI.

Control by Management

After successful completion of the Offering, management will have control of the Corporation through its aggregate Common Share ownership and will have the right to perpetuate their status as officers and directors and therefore conduct the business and affairs of the Corporation.

Market for Securities

There is currently no market for the securities offered by the Corporation and there can be no assurance that an active market will develop or be sustained after the Offering. The lack of an active public market could have a material adverse effect on the price of the Common Shares. The price of the Common Shares to the public and the commission to the Agent was established by negotiation between the Corporation and the Agent, and may not be indicative of fair market value or future market prices. The market price of a publicly-traded stock is affected by many variables not directly related to the corporate performance of the Corporation, including the market in which it is traded, the strength of the general economy, the availability and attractiveness of alternative investments, and the breadth of the public market for the Common Shares. The effect of these and other factors on the future market price of the Common Shares cannot be predicted.

Possible Future Dilution

The market price of the Common Shares is likely to be highly volatile and may be significantly affected by factors such as actual or anticipated fluctuations in GIN's operating results, announcements of technological innovations, new contracts by GIN, its competitors or their customers, government regulatory action, general market conditions and other factors. In addition, should the Corporation contemplate a further public or private offering of GIN, investors purchasing shares in this Offering will incur immediate and substantial dilution upon completion of such an offering.

ELIGIBILITY FOR INVESTMENT

In the opinion of Heenan Blaikie LLP, counsel to the Corporation, based on the provisions of the *Income Tax Act* (Canada) (the "**Tax Act**"), the regulations thereunder (the "**Regulations**"), provided the Common Shares are listed on a designated stock exchange (which includes the TSX and TSXV), the Common Shares, if issued on the date hereof, would be qualified investments under the Tax Act and the Regulations thereunder for trusts governed by registered retirement savings plans, registered retirement income funds, deferred profit sharing plans, registered education savings plans, registered disability savings plans and tax-free savings accounts (a "**TFSA**") (each, a "**Registered Plan**"). The Warrants would be qualified investments for Registered Plans provided the Corporation is not a "connected person" under a Registered Plan. A "connected person" is defined in the Regulations, in relation to a Registered Plan, as a person who is an annuitant, a beneficiary, an employer or a subscriber under, or a holder of, the Registered Plan as well as any other person who does not deal at arm's length with that person.

Common Shares, and Warrants will not be a "prohibited investment" for a particular trust governed by a TFSA provided the holder deals at arm's length with the Corporation and does not have a "significant interest" (within the meaning of the Tax Act) in the Corporation or a person or partnership with which the Corporation does not deal at arm's length for purposes of the Tax Act. Holders of trusts governed by a TFSA should consult their own tax advisors to ensure the Common Shares, and Warrants would not be a prohibited investment in their particular circumstances.

EXPERTS

The legal matters relating to the securities offered hereby will be passed upon by Heenan Blaikie LLP on behalf of the Corporation and by Miller Thomson LLP on behalf of the Agent. Partners of Heenan Blaikie LLP, and partners of Miller Thomson LLP, do not own any of the issued and outstanding Common Shares as of the date of this prospectus. The auditors of the Corporation are Horwath Leebosh Appel LLP, Chartered Accountants, who has confirmed that it is independent in accordance with the auditor's rules of professional conduct of Ordre des comptables agréés du Québec.

LEGAL PROCEEDINGS

There are no legal proceedings or regulatory actions involving the Corporation, its Subsidiaries or its assets as of the date of this prospectus which management of the Corporation believes are material to the Corporation, nor are any such proceedings or actions known by the Corporation to be contemplated.

AUDITORS

The auditors of the Corporation are Horwath Leebosh Appel LLP, Chartered Accountants, at 1 Westmount Square, Suite 900, Westmount, Quebec, H3Z 2P9, who have advised the Corporation that they are independent in accordance with the Code of Ethics of the Ordres des comptables agréés du Québec.

REGISTRAR AND TRANSFER AGENT

The registrar and transfer agent of the Common Shares of the Corporation is Equity Transfer & Trust Company, 505-3rd Street SW, Suite 850, Calgary, Alberta T2P 3E6.

PROMOTER

Mr. Man Kon (Jonathan) Lai is a promoter of the Corporation by reason of his initiative in forming and establishing the Corporation and taking the steps necessary for the public distribution of the Units. The promoter will not receive any benefits, directly or indirectly, from the issuance of Units offered hereunder.

MATERIAL CONTRACTS

The following are the material contracts of the Corporation within the two years before the date of this prospectus, other than contracts entered into in the ordinary course of business that are either outstanding as at the date of this prospectus, or are to be entered into as a result of the Offering:

1. the Share Purchase Agreement, discussed under “General Development of the Business”;

2. the Agency Agreement, discussed under “Plan of Distribution”;

3. the registrar and transfer agency agreement dated November 12, 2009 between the Corporation and Equity Transfer & Trust Company;

4. the Warrant Indenture to be entered into between the Corporation and Equity Transfer & Trust Company; and

5. the Escrow Agreement, discussed under “Resale Restrictions”.

The material contracts described above may be inspected at the offices of the Corporation’s solicitors, Heenan Blaikie LLP, 1200, 425 – 1st Street S.W., Calgary, Alberta during normal business hours during the period of the distribution of the securities being distributed hereunder and for a period of 30 days thereafter. The material contracts are also available on SEDAR at www.sedar.com.

LEGAL MATTERS

Certain legal matters relating to the distribution of the Common Shares and Warrants will be passed upon by Heenan Blaikie LLP, on behalf of the Corporation, and by Miller Thomson LLP, on behalf of the Agent.

PURCHASERS’ STATUTORY RIGHTS

Securities legislation in certain of the provinces and territories of Canada provides purchasers with the right to withdraw from an agreement to purchase securities. This right may be exercised within two business days after receipt or deemed receipt of a prospectus and any amendment. In several of the provinces and territories, securities legislation further provides a purchaser with remedies for rescission or, in some jurisdictions, damages if the prospectus or any amendment contains a misrepresentation or is not delivered to the purchaser, provided that such remedies are exercised by the purchaser within the time limit prescribed by the securities legislation of the purchaser’s province or territory. **The purchaser should refer to any applicable provisions of the securities legislation of the purchaser’s province or territory for the particulars of these rights or consult with a legal adviser.**

GINSMS INC. FINANCIAL STATEMENTS

GINSMS INC.

FINANCIAL STATEMENTS

AS AT MARCH 31, 2009

GINSMS INC.

MARCH 31, 2009

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Horwath Leebosh Appel SENCRL/LLP

Horwath Leebosh Appel
Comptables agréés / Chartered Accountants
Membre / Member Crowe Horwath International

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AUDITORS' REPORT

To the Directors of:
GINSMS Inc.

We have audited the balance sheet of GINSMS Inc. as at March 31, 2009 and the statement of cash flows for the period from March 20, 2009 (date of incorporation) to March 31, 2009. These financial statements are the responsibility of the Corporation's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with Canadian generally accepted auditing standards. Those standards require that we plan and perform an audit to obtain reasonable assurance whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation.

In our opinion, these financial statements present fairly, in all material respects, the financial position of the Corporation as at March 31, 2009 and its cash flows for the period from March 20, 2009 (date of incorporation) to March 31, 2009 in accordance with Canadian generally accepted accounting principles.

Horwath Leebosh Appel LLP [1]

Montreal, Quebec
June 11, 2009 (except as to note 8 c)
which is dated November 12, 2009).

1 CA auditor permit No. 9347

GINSMS INC.
BALANCE SHEET
AS AT MARCH 31, 2009

ASSETS

Current assets		
Cash on hand	$	15
Deferred charges		187,556
	$	187,571

LIABILITIES AND SHAREHOLDER'S EQUITY

Liabilities		
Due to shareholder (Note 3)	$	187,556
Shareholder's equity		
Capital stock (Note 4)		15
	$	187,571

Subsequent event (Note 8)

On behalf of the Board:

Signed *"Jonathan Lai"*, Director

Signed *"Raymond Richard"*, Director

See accompanying Notes to Financial Statements

GINSMS INC.

STATEMENT OF CASH FLOWS

FOR THE PERIOD FROM MARCH 20, 2009 TO MARCH 31, 2009

Cash flows from financing activities		
Issuance of shares	$	15
Increase in cash		15
Cash, beginning of period		-
Cash, end of period	$	15
Non-cash financing activities:		
Deferred charges paid by a shareholder	$	187,556

See accompanying Notes to Financial Statements

1. Incorporation

The Corporation was incorporated in Alberta under the Canada Business Corporations Act on March 20, 2009.

2. Significant Accounting Policies

These financial statements have been prepared by management in accordance with Canadian generally accepted accounting principles. The significant accounting policies used in the preparation of the financial statements are described below:

(a) Use of estimates

The preparation of financial statements in conformity with Canadian generally accepted accounting principles requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. These estimations are based on management's knowledge of ongoing events and on future actions the Corporation may undertake. Management reviews its estimates including: financial instruments, determining the recoverability of future tax assets and assumptions related to fair value of warrants. Actual results could differ from those estimates and the change may be significant.

(b) Financial instruments

The Corporation carries various financial instruments. Unless otherwise noted, it is management's opinion that the Corporation is not exposed to significant interest, currency or credit risks arising from these financial instruments. The fair values of these financial instruments approximate their carrying values, unless otherwise noted.

(c) Foreign exchange translation

Transactions in foreign currencies are accounted for in accordance with the temporal method. Foreign currency balances are translated at year-end exchange rates for monetary items and at historical rates for non-monetary items. Revenues and expenses are translated using average exchange rates prevailing at the time of the transaction. All exchange gains and losses are charged to earnings.

(d) Deferred charges

Deferred charges include initial costs incurred for the prospectus filing discussed in Note 8, such as agent, legal and audit fees. These costs will be applied against share capital as share issue expenses upon completion of the prospectus filing or expensed if the prospectus filing is not completed.

2. Significant Accounting Policies (cont'd)

(e) Future income taxes

The Company follows the asset and liability method for accounting for income taxes. Under the asset and liability method, future income tax assets and liabilities are recognized based on differences between the financial statement carrying values and their respective income tax basis. Future income tax assets and liabilities are measured using enacted income tax rates expected to apply to taxable income in the years in which temporary differences are expected to be recovered or settled. The effect on future income tax assets and liabilities of a change in tax rates is included in operations in the period that includes the enactment date. To the extent that it is not considered to be more likely than not that a future income tax asset will be realized, a valuation allowance is provided.

(f) Stock-based compensation

The Company has a stock option plan as described in Note 8 a). The Company accounts for share purchase options whereby the fair value of options granted to employees and non-employees is charged to operations over the period of vesting. The fair value of each option granted is estimated on the date of the grant using the Black-Scholes option-pricing model. Any consideration paid upon exercise of stock options is credited to share capital. Option pricing models require the input of highly subjective assumptions, including the expected price volatility. Changes in these assumptions can materially affect the fair value estimate.

(g) New accounting pronouncements

Recent accounting pronouncements that have been issued but are not yet effective, and have a potential implication for the Corporation, are as follows:

(i) Convergence with International Financial Reporting Standards

Canada's Accounting Standards Board has ratified a strategic plan which will result in Canadian generally accepted accounting principles being evolved and converged with International Financial Reporting Standards ("IFRS"), to be effective for interim and annual financial statements relating to fiscal years beginning on or after January 1, 2011. The Corporation is currently evaluating the impact of adopting IFRS on these financial statements.

2. Significant Accounting Policies (cont'd)

(g) New accounting pronouncements (cont'd)

ii) Business combinations, Consolidated financial statements and Non-controlling interests

In January 2009, the Accounting Standards Board issued 3 new accounting standards: Section 1582 *Business Combinations*; Section 1601 *Consolidated Financial Statements*; and Section 1602 *Non-Controlling Interests*. Section 1582 provides the Canadian equivalent to *International Financial Reporting Standard IFRS 3 Business Combinations*. These sections apply to interim and annual consolidated financial statements relating to fiscal years beginning on or after January 1, 2011. The Corporation is currently evaluating the impact of these new sections on its financial statement presentation. In the event that the Corporation would have a business combination prior to January 1, 2011, the Corporation would adopt Section 1582 in the year of the acquisition, and also Section 1601 and 1602, prospectively as permitted by the new accounting standards.

3. Due to a Shareholder

The amount due to a shareholder is unsecured, non-interest bearing and payable on demand.

4. Capital Stock

Authorized:

Unlimited preferred shares, non-voting, non-participating, non-cumulative dividends, redeemable and retractable

Unlimited common shares

Issued and fully paid:

100 common shares	$ 15

On March 29, 2009, the Corporation issued 100 common shares at a price of $0.15 per share for total gross proceeds of $15.

5. Capital Management

The Corporation's objectives when managing capital are:

• To safeguard the entity's ability to continue as a going concern, so that it can continue to provide returns for shareholders and benefits for other stakeholders, and

• To provide an adequate return to shareholders by pricing products and services commensurately with the level of risk.

The Corporation sets the amount of capital in proportion to risk. The Corporation manages the capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the Corporation may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares, or sell assets to reduce debt.

6. Related party transactions

During the year, the Corporation entered into transactions with related parties as follows:

The corporation paid consulting fees to companies controlled by directors and officers in the amount of $27,615. These consulting fees are reflected in deferred charges.

7. Financial Instruments

The Corporation's financial instruments consist of cash on hand. The nature of these instruments exposes the Corporation to price risks. The Corporation manages its exposure to these risks by operating in a manner that minimizes its exposure to the extent practical.

8. Subsequent Events

a) Stock Based Compensation Plan

On May 13 , 2009, the Corporation has adopted a stock-option plan which provides that the Board of Directors of the Corporation may from time to time, in its discretion and in accordance with the Exchange requirements, grant to directors, officers, employees and consultants of the Corporation and its subsidiaries, non-transferable options to purchase common shares, provided that the number of common shares reserved for issuance will not exceed 10% of the total issued and outstanding common shares of the Corporation, for a period of up to ten years from the date of the grant. It is at the discretion of the Board of Directors of the Corporation to determine the time during which options shall vest and the method of vesting, or that no vesting restriction shall exist. Options granted to Consultants performing investor relations activities will contain vesting provisions such that vesting occurs over at least 12 months with no more than ¼ of the options vesting in any 3 month period. The number of common shares reserved for issuance to any individual director or officer of the Corporation will not exceed 5% of the issued and outstanding common shares and the number of common shares reserved for issuance to all technical consultants, if any, will not exceed 2% of the issued and outstanding common shares.

If an optionee ceases to be a director, officer, or technical consultant of the Corporation for any reason other than death, the optionee may exercise options at the date of the cessation of the optionee's position or arrangement with the Corporation, provided that if the cessation of such position or arrangement was by reason of death, the option may be exercised within a maximum period of one year after such death, subject to the expiry date of such option.

8. **Subsequent Events (cont'd)**

b) Acquisition of wholly-owned subsidiary

On June 9, 2009, GINSMS acquired all the issued and outstanding shares of Global Edge Technology Limited (Global) in exchange for the issuance of 31,766,566 shares of the Corporation at a fair value of $4,764,985 with an effective date of April 1, 2009. However, the transaction was considered to be an exchange of ownership interests between related groups and will therefore be accounted for assuming continuity of business under Emerging Issues Committee 89 ("EIC 89") – exchanges of ownership interests between enterprises under common control. Consequently under EIC 89, no fair value adjustment will be made and the acquisition will be reflected at the net book value of Global for a consideration value of $435,075, which will be credited to share capital.

EIC 89 also requires that the comparative figures be restated to reflect the financial position and results of operations as if the company had been combined since inception and therefore the financial statements of the combined company presented for prior periods will be restated accordingly.

The transaction can be summarized as follow:

Current assets	$ 445,469
Property and equipment	399,620
Current liabilities	(365,982)
Long term liabilities	(44,032)
Total net assets acquired	$ 435,075

Pursuant to the Exchange rules, a total of 28,623,321 shares issued on the acquisition will be deposited into escrow. The Escrowed Shares shall not be released unless the listing of the Corporation's shares is completed by the Corporation and are subject to the approval of regulatory authorities. On the listing date, 10% of the original number of shares may be released. An additional 15% of the escrowed shares may be released every six months thereafter.

c) Initial public offering

The Corporation is in the process of filing a prospectus with the Ontario, Alberta and British Columbia Securities Commissions offering to the public units that are comprised of one common share and one-half of one common share purchase warrant at $0.15, with arm's length parties, for a minimum of 8,000,000 units for an amount of $1,200,000 and up to a maximum of 13,500,000 units for an amount of $2,025,000. Each whole common share purchase warrant shall permit the holder thereof to purchase one common share at an exercise price of $0.20 per common share for a period of twenty-four months from the closing date. The Corporation will issue to the agent, brokers warrants entitling the Agent to purchase that number of common shares that is equal to 8% of the aggregate number of Common share sold pursuant to the Offering. Each Broker Warrant will be exercisable into one Common Share at an exercise price of $0.15 at any time prior to the date which is twenty-four months from the closing date.

The net minimum proceeds are estimated to be $ 1,080,000 after deducting 10% agent's commission of $ 120,000. An additional 640,000 broker warrants (8% of total shares issued), entitling the holder to acquire one common share at a price of $0.15 each for a period of twenty-four months will be issued to the agent.

8. Subsequent Events (cont'd)

c) Initial public offering (cont'd)

In accordance with the Black-Scholes pricing model, the Company will allocate a value of $0.09 to the shares ($720,000) and $0.06 to the fair value of the warrants attached to these shares ($480,000).

The Company has estimated the fair value of the agent's warrants at $0.07 per warrant for a total cost of $44,800 which will be credited to the other capital.

The following assumptions under the Black-Scholes model were used to arrive at the estimate for the warrants:

Post-consolidation unit price	$ 0.15
Risk-free interest rate	1.12%
Expected life	2 years
Expected volatility in the market price of the shares	85%
Expected dividend yield	nil

The cost of the initial public offering including the Agent's commission of 10%, the Agent's corporate finance fee, listing fee, legal fees, audit fees, and printing are estimated to be $600,343 in the event of the Minimum Offering being completed and $683,000 in the event of the maximum offering being completed.

In addition to this transaction, officers and directors will subscribe for 233,334 shares for a cash consideration of $35,000.

The proposed transaction is subject to regulatory approval.

GINSMS INC.

Interim Consolidated Financial Statements

(Unaudited)

Three month period ended June 30, 2009 and 2008

GINSMS INC.

Interim Consolidated Balance Sheets
(Unaudited)

As at,	June 30, 2009	March 31, 2009 (Restated Note 2)
Assets		
Current		
Cash	**$ 49,607**	$ 56,419
Accounts receivable	**284,523**	385,198
Prepaid expenses	**20,554**	3,867
	354,684	445,484
Deferred charges	**346,626**	187,556
Property and equipment (note 4)	**345,435**	399,620
	$ 1,046,745	$ 1,032,660
Liabilities		
Current		
Accounts payable and accrued liabilities	**$ 212,385**	$ 336,656
Due to a shareholder	**346,626**	187,556
Income taxes payable	**10,585**	29,326
	569,596	553,538
Future income tax liability	**40,738**	44,032
	610,334	597,570
Shareholders' Equity		
Share capital (note 5)	**435,090**	435,090
Accumulated comprehensive loss	**(32,858)**	-
Retained earnings	**34,179**	-
	436,411	435,090
	$ 1,046,745	$ 1,032,660

Commitments (note 7)
Subsequent event (note 9)

On behalf of the Board:

"Jonathan Lai", Director

"Raymond Richard", Director

See accompanying notes to the interim consolidated financial statements

GINSMS INC.

Consolidated Statements of Operations and Retained Earnings (Unaudited)

Three month period ended June 30,		2009		2008 (Restated Note 2)
Revenue	$	204,255	$	204,640
Cost of sales		(105,164)		(90,683)
		99,091		113,957
Expenses				
Selling, general and administrative		40,408		46,725
Amortization		24,504		1,005
		64,912		47,730
Net income before income taxes		34,179		66,227
Income tax expense		-		2,016
Net income for the period		34,179		64,211
Retained earnings (deficit), beginning of period		-		(431,079)
Retained earnings (deficit), end of period	$	34,179	$	(366,868)
Net earnings per share				
Basic and diluted	$	0.00	$	0.00
Weighted average number of shares outstanding				
Basic and diluted		31,766,666		31,766,666

GINSMS INC.

Consolidated Statements of Comprehensive Income and Accumulated Comprehensive Loss (Unaudited)

Three month period ended June 30,		2009		2008 (Restated Note 2)
Comprehensive Income				
Net income for the period	$	**34,179**	$	64,211
Other comprehensive (loss), net of tax				
Foreign currency translation adjustment		**(32,858)**		(14,456)
Comprehensive income		**1,321**		49,755
Accumulated other comprehensive (loss)				
Balance, beginning of period		**-**		(167,563)
Other comprehensive (loss)		**(32,858)**		(14,456)
Total accumulated other comprehensive (loss)	$	**(32,858)**	$	(182,019)

GINSMS INC.

Consolidated Statements of Cash Flows
(Unaudited)

Three month period ended June 30,		2009		2008
				(Restated Note 2)
Operating activities				
Net income for the period	$	**34,179**	$	64,211
Item not affecting cash				
Amortization		**24,504**		1,005
		58,683		65,216
Changes in non-cash working capital				
Accounts receivable		**72,502**		8,648
Prepaid expenses		**(17,130)**		-
Deferred charges		**(159,070)**		-
Accounts payable and accrued liabilities		**(99,976)**		(18,577)
Income taxes payable		**(16,696)**		2,016
		(161,687)		57,303
Financing activity				
Advance from shareholder		**159,070**		-
Investing activities				
Advance to ultimate holding company		**-**		(42,995)
Effect of exchange rate changes on cash		**(4,195)**		(3,005)
Increase (decrease) in cash		**(6,812)**		11,303
Cash, beginning of period		**56,419**		112,324
Cash, end of period	$	**49,607**	$	123,627
Supplemental cash flow information				
Cash interest paid	$	**-**	$	-
Cash taxes paid		**16,696**		-

1. Description of business and continuing operations

GINSMS Inc. (the "Corporation") was incorporated in Alberta under the Canada Business Corporation Act on March 20, 2009. On June 9, 2009, the Company acquired 100% of the issued and outstanding common shares of Global Edge Technology Limited (Global) and continues operations through its subsidiary Global.

Global is a private limited company incorporated in the British Virgin Islands. The address of its registered office is P.O. Box 957, Offshore Incorporations Centre, Road Town, Tortola, British Virgin Islands. The address of its principal place of business is 14/F., Hang Lung House, 184-192 Queen's Road Central, Hong Kong.

The principal activity of the Corporation is the provision of inter-operator short message services.

2. Acquisition of Global Edge Technology shares

On June 9, 2009, GINSMS acquired all the issued and outstanding shares of Global Edge Technology Limited. (Global) in exchange for the issuance of 31,766,566 shares of the Corporation at a fair value of $4,764,985 with an effective date of April 1, 2009. However, the transaction was considered to be an exchange of ownership interests between related groups and was therefore accounted for assuming continuity of business under Emerging Issues Committee 89 ("EIC 89") – exchanges of ownership interests between enterprises under common control. Consequently under EIC 89, no fair value adjustment was made and the acquisition was reflected at the net book value of Global for a consideration value of $435,075, which was credited to share capital.

EIC 89 also requires that the comparative figures be restated to reflect the financial position and results of operations as if the company had been combined since inception and therefore the financial statements of the combined company presented for prior periods were restated accordingly. The summarized restated March 31, 2009 balance sheet can be summarized as follows:

Current assets	$	**445,469**
Property and equipment		**390,620**
Current liabilities		**(365,982)**
Long term liabilities		**(44,032)**
Total net assets acquired	$	**435,075**

3. Summary of significant accounting policies and basis of presentation

The interim consolidated financial statements of the Company have been prepared by management in accordance with Canadian generally accepted accounting principles which requires management to make estimates and assumptions that affect the reported amounts and presentation of assets, liabilities, revenues, expenses and disclosures of contingencies and commitments. Such estimates primarily relate to unsettled transactions and events at the consolidated balance sheets date which are based on information available to management at each financial statement date.

By their nature, these estimates are subject to measurement uncertainty and the effect of changes in such estimates on the consolidated financial statements for current and future periods could be significant. The results of operations and cash flows for the three months ended June 30, 2009 are not necessarily indicative of the results of operations or cash flows to be expected for the year ending March 31, 2010.

The interim consolidated financial statements have been prepared on a going concern basis which contemplates the realization of assets and the discharge of liabilities in the normal course of business for the foreseeable future.

The disclosures provided below are incremental to those included with the annual audited consolidated financial statements. Certain information and disclosures normally required to be included in the notes to the annual audited consolidated financial statements have been condensed or have been disclosed on an annual basis only. Accordingly, the interim consolidated financial statements should be read in conjunction with the annual audited consolidated financial statements and the notes thereto for the year ended March 31, 2009.

The following changes in accounting policies and disclosures were adopted prospectively (if applicable), on April 1, 2009 with no restatement of prior periods. No impact to the earnings or cash flows of the Company was identified upon adoption.

(a) New accounting pronouncements

Goodwill and intangible assets

Effective April 1, 2009, the Corporation adopted the CICA Section 3064 *"Goodwill and Intangible Assets"*. This standard, which replaces GAAP section 3062 and 3450, provides guidance relating to the recognition, measurement, presentation and disclosure of goodwill and intangible assets. The adoption of this standard did not impact the Corporation's financial statements as it has no goodwill or intangible assets at period end.

(b) Financial statement presentation

These consolidated financial statements are prepared by management using accounting principles generally accepted in Canada and are reported in Canadian dollars unless otherwise indicated.

(c) Principles of consolidation

The consolidated financial statements as at June 30, 2009 and March 31, 2009, include the accounts of the Corporation, includes its 100% owned subsidiary. Global Edge Technology Limited and its 100% owned subsidiary Redstone Resources Limited and its 100% owned subsidiary GIN International Limited, together referred to as the "Corporation".

3. **Summary of significant accounting policies and basis of presentation (continued)**

(d) General standards of financial statement presentation

Section 1400 *General Standards of Financial Statement Presentation* provides additional guidance related to management's assessment of the Corporation's ability to continue as a going concern.

(e) Use of estimates

The preparation of financial statements in conformity with Canadian generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingencies at the date of the financial statements and the reported amounts of revenues and expenses during the year on a regular basis and with the information available. Management reviews its estimates including: financial instruments; useful life of property and equipment and recoverability of its accounts receivable. Actual results could differ from these estimates.

(f) Revenue recognition

Provided it is probable that the economic benefits will flow to the Corporation and the revenue can be measured reliably, revenue is recognized in the income statement as follows:

- Service fee income is recognized when services are rendered and all significant risks are transferred to the customers.
- Sales incentives or other considerations given to customers are recorded as a reduction of sales in the year that they are incurred.
- Interest income is accrued on a time proportion basis by reference to the principal outstanding and at the interest rate applicable.

(g) Foreign exchange translation

Functional currency translation

The functional currency of the Corporation is Hong Kong Dollar (HKD) and the HKD is freely convertible into foreign currencies. Accordingly, for financial statement purposes, the consolidated financial statements of the Corporation which are prepared using the functional currency have been translated into Canadian dollars. Assets and liabilities are translated at exchange rates at the balance sheet dates, revenue and expenses are translated at the average exchange rates and capital and statutory capital reserve are translated at historical exchange rates. Any resulting translation adjustments are not included in determining net income but are included in foreign exchange adjustment to other comprehensive income, a component of shareholders' equity.

Transactions in foreign currencies

Transactions in foreign currencies are accounted for in accordance with the temporal method. Foreign currency balances are translated at year-end exchange rates for monetary items and at historical rates for non-monetary items. Revenues and expenses are translated using average exchange rates prevailing at the time of the transaction. All exchange gains and losses are charged to earnings.

3. Summary of significant accounting policies and basis of presentation (continued)

(h) Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one party and a financial liability or equity instrument of another party. Financial assets and financial liabilities are recognized on the balance sheet when the Corporation becomes a party to contractual provisions of the instrument. On initial recognition, all financial instruments must be measured at fair value which is the amount of consideration that would be agreed upon in an arm's length transaction between knowledgeable willing parties who are under no compulsion to act. Subsequent to initial recognition, the fair value of financial instruments is dependent on the purpose for which the financial assets were acquired or issued, their characteristics and the Corporation's designation of such instruments.

At each reporting date the carrying amounts of financial assets, other than those to be measured at fair value through profit or loss, are assessed to determine whether there is objective, significant evidence of impairment (e.g. a debtor is facing serious financial difficulties, or there is a substantial change in the technological, economic, legal or market environment of the debtor). For equity instruments, a significant or prolonged decline in fair value is objective evidence for a possible impairment. The Corporation has defined criteria for the significance and duration of a decline in fair value as discussed in the categories below.

The standards require that all financial assets be classified as held-for-trading ("HFT"); held-to-maturity ("HTM"); available-for-sale ("AFS") or loans and receivables ("L&R"). Financial liabilities should be classified as HFT or other than HFT liabilities.

Financial Assets:

- ***Held-for-trading*** - Financial assets required to be classified as HFT are measured at fair value, with gains, losses and transaction costs recorded in net income for the period in which they arise. A financial instrument is designated as HFT on initial recognition if reliable fair values are available, even if that instrument would not otherwise satisfy the definition of HFT ("fair value option"). Held-for-trading securities are usually held for a short term and are actively traded. The Corporation has determined that its cash and cash equivalents are classified as HFT. The fair value equals the carrying value.

- ***Available-for-sale*** - Financial assets classified as AFS are measured at fair value, except for investments in equity instruments that do not have a quoted market price in an active market, which are measured at cost. Unrealized gains and losses, including the effect of changes in foreign exchange rates, are recognized directly in Other Comprehensive Income, except for impairment losses, which are recognized in net income. Upon de-recognition of the financial asset, the cumulative gains or losses, previously recognized in Accumulated Other Comprehensive Income ("AOCI") are reclassified to net income. Transaction costs are added to the carrying amount of the financial instruments.

  If an available-for-sale financial asset is impaired, the difference between its cost (net of any principal payment and amortization) and its current fair value, less any impairment loss previously recognized in the income statement, is reclassified from direct recognition in equity to the income statement. Reversals with respect to equity instruments classified as available-for-sale are not recognized in the income statement. A reversal of an impairment loss on a debt instrument is reversed through the income statement if the increase in fair value of the instrument can be objectively related to an event occurring after the impairment loss is recognized in income.

3. **Summary of significant accounting policies and basis of presentation (continued)**

- ***Held-to-maturity*** - Financial assets that are purchased and have a fixed maturity date and which management has the intention and the ability to hold to maturity are classified as held-to-maturity. These instruments are accounted for at amortized cost using the effective interest rate method and charged to income in the period of amortization. The Corporation currently does not hold any of these assets.

- ***Loans and receivables*** - L&R financial assets are measured at amortized cost using the effective interest rate method. Interest income calculated using the effective interest rate method is recorded in financing income in the period in which it arises. Transaction costs are added to the carrying amount of the financial asset.

  The amount of the impairment loss on loans and receivables is measured as the difference between the carrying amount of the asset and the present value of estimated future cash flows (excluding expected future credit losses that have not been incurred), discounted at the original effective interest rate of the financial asset. The amount of the impairment loss is recognized in profit or loss. If, in a subsequent reporting period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognized, the previously recognized impairment loss is reversed and recognized in profit or loss. The impairment loss on loans and receivables is recorded using allowance accounts. The decision to account for credit risks using an allowance account or by directly reducing the receivable depends on the estimated probability of the loss of receivables. When receivables are assessed as uncollectible the impaired asset is derecognized. The Corporation has determined that its accounts receivable and advance from ultimate parent company are classified as L&R. The fair value equals the carrying value.

Financial Liabilities:

- ***HFT liabilities*** – Financial liabilities are measured at fair value. Gains and losses on liabilities held-for-trading are recognized in earnings. The Corporation currently does not hold any of these liabilities.

- ***Other than HFT liabilities*** - Financial liabilities classified as other than HFT are measured at amortized cost using the effective interest method. Interest expense is recorded in financing expense in the period. Transaction costs are added to the carrying amount of the financial liability. The Corporation has determined that its accounts payables are classified as other than HFT. The fair value equals the carrying value.

(i) Capital disclosures

Section 1535 *Capital Disclosures* establishes standards for disclosing information about an entity's capital and how it is managed. These standards require an entity to disclose the following:

- Its objectives, policies and processes for managing capital;
- Summary quantitative data about what it manages as capital;
- Whether during the period it complied with any externally imposed capital requirements to which it is subject;
- When the entity has not complied with such requirements, the consequences of such non-compliance.

3. **Summary of significant accounting policies and basis of presentation (continued)**

(j) Property and equipment

Property and equipment are recorded at cost less accumulated amortization. Amortization is provided at rates and periods designed to amortize the costs of the assets over their estimated useful lives using the straight-line method, at the following rates per annum:

Leasehold improvements	25%
Equipment	25%
Furniture and fixtures	25%

(k) Employee benefits

Salaries, annual bonuses, paid annual leave, contributions to defined contribution plans and the cost to the Corporation of non-monetary benefits are accrued in the year in which the associated services are rendered by employees of the Corporation. Where payment or settlement is deferred and the effect would be material, these amounts are stated at their present values.

The Corporation operates a defined contribution Mandatory Provident Fund retirement benefits scheme (the "MPF scheme") under the Mandatory Provident Fund Schemes Ordinance for those employees who are eligible to participate in the MPF scheme. Contributions are made based on a percentage of the employees' basic salaries and are charged to the income statement as they become payable in accordance with the rules of the MPF scheme. The assets of the MPF scheme are held separately from those of the Corporation in an independently administered fund. The Corporation's employer contributions vest fully with the employees when contributed into the MPF scheme.

(l) Income taxes

The Corporation uses the asset and liability method of accounting for income taxes. Under this method, future income tax assets and liabilities are determined based on "temporary differences" (differences between the accounting basis and the tax basis of the assets and liabilities), and are measured using the currently enacted, or substantively enacted, tax rates and laws expected to apply when these differences reverse. A valuation allowance is recorded against any future income tax asset if it is more likely than not that the asset will not be realized. Income tax expense or benefit is the sum of the Corporation's provision for current income taxes and the difference between the opening and ending balances of the future income tax assets and liabilities.

(m) Stock-based compensation

The Company has a stock option plan as described in Note 5). The Company accounts for share purchase options whereby the fair value of options granted to employees and non-employees is charged to operations over the period of vesting. The fair value of each option granted is estimated on the date of the grant using the Black-Scholes option-pricing model. Any consideration paid upon exercise of stock options is credited to share capital. Option pricing models require the input of highly subjective assumptions, including the expected price volatility. Changes in these assumptions can materially affect the fair value estimate.

3. Summary of significant accounting policies and basis of presentation (continued)

(n) Deferred charges

Deferred charges include initial costs incurred for the prospectus filing discussed in Note 9, such as agent, legal and audit fees. These costs will be applied against share capital as share issue expenses upon completion of the prospectus filing or expensed if the prospectus filing is not completed.

(o) Impairment of long-lived assets

The Corporation recognizes an impairment loss for a long-lived asset to be held and used when events or changes in circumstances cause its carrying value to exceed the total undiscounted cash flows expected from its use and eventual disposition. The impairment loss is calculated by deducting the fair value of the asset from its carrying value. No impairment charge was required in these consolidated financial statements.

(p) Accumulated other comprehensive income (loss)

Comprehensive income (loss) is comprised of net income and other comprehensive income (loss).

Certain gains and losses arising from changes in fair value are temporarily recorded outside the consolidated statement of operations in accumulated comprehensive income as a separate component of shareholders' equity.

Comprehensive income (loss) is comprised of the Corporation's net income and other comprehensive income (loss). Other comprehensive income (loss) may include any unrealized gains and losses on available-for-sale securities, foreign currency translation gains and losses on the currency used for presentation and changes in the fair market value of derivative instruments designated as cash flow hedges, all net of taxes.

(q) Guarantees

In the normal course of business, the Corporation enters into numerous agreements that may contain features that meet the AcG-14 *Disclosure of Guarantees* definition of a guarantee. AcG-14 defines a guarantee to be a contract (including an indemnity) that contingently requires the Corporation to make payments to a third party based on (i) changes in an underlying that is related to an asset, a liability or an equity of the guaranteed party or (ii) failure of another party to perform under an obligating agreement. Currently, the Corporation has not provided to third parties any such guarantees.

3. Summary of significant accounting policies and basis of presentation (continued)

(r) Future accounting changes (continued)

i) Business Combinations

In January 2009, the CICA issued Handbook Sections 1582 "Business Combinations", 1601 "Consolidated Financial Statements", and 1602 "Non-Controlling Interest", which replace CICA Handbook Sections 1581 "Business Combinations" and 1600 "Consolidated Financial Statements". Section 1582 establishes standards for the accounting for business combinations that is equivalent to the business combination accounting standard under IFRS. Section 1601 together with Section 1602 establishes standards for the preparation of consolidated financial statements. These sections are applicable for the Company's interim and annual consolidated financial statements for its fiscal year beginning on or after January 1, 2011. Early adoption is permitted, although these sections must be adopted concurrently.

ii) Convergence of Canadian GAAP with International Financial Reporting Standards ("IFRS")

The Canadian Accounting Standards Board (AcSB) has confirmed that the use of International Financial Reporting Standards ("IFRS") will be required in 2011 for all Canadian publicly accountable profit-oriented enterprises including the Company. IFRS will replace Canada's current GAAP for those enterprises. These include listed companies and other profit-oriented enterprises that are responsible to large or diverse groups of stakeholders. The official changeover date is for interim and annual financial statements relating to fiscal years beginning on or after January 1, 2011. Companies will be required to provide comparative IFRS information for the previous fiscal year. The Company is currently reviewing the standards and evaluating the impact of adopting IFRS.

4. Property and equipment

Cost	Leasehold improvements	Computer equipment and software	Furniture and fixtures	Total
Balance as at April 1, 2009	$ 5,427	$ 2,441,908	$ 2,803	$ 2,450,138
Adjustment (a)	-	(1,802,116)	-	(1,802,116)
Exchange differences	(406)	(147,459)	(210)	(183,322)
Additions	-	-	-	-
Balance, as at June 30, 2009	**$ 5,021**	**$ 492,333**	**$ 2,593**	**$ 492,333**

Accumulated amortization	Leasehold improvements	Computer equipment and software	Furniture and fixtures	Total
Balance as at April 1, 2009	$ 5,427	$ 2,042,288	$ 2,803	$ 2,050,518
Adjustment (a)	-	(1,802,116)	-	(1,802,116)
Exchange differences	(406)	(117,778)	(210)	(153,641)
Amortization for the period	-	24,504	-	24,504
Balance, as at June 30, 2009	**5,021**	**146,898**	**$ 2,593**	**146,898**
Net book value, at June 30, 2009	**$ -**	**$ 345,435**	**$ -**	**$ 345,435**

(a) This amount represents the costs and accumulated amortization of equipment removed from use, effective the end of May 2009.

4. Property and equipment (continued)

Cost	Leasehold improvements	Computer equipment and software	Furniture and fixtures	Total
Balance as at April 1, 2008	$ 4,423	$ 1,662,783	$ 2,285	$ 1,669,491
Exchange differences	1,004	421,653	518	423,175
Additions	-	357,472	-	357,472
Balance, as at March 31, 2009	**$ 5,427**	**$ 2,441,908**	**$ 2,803**	**$ 2,450,138**

Accumulated amortization	Leasehold improvements	Computer equipment and software	Furniture and fixtures	Total
Balance as at April 1, 2008	$ 4,423	$ 1,654,143	$ 2,285	$ 1,660,851
Exchange differences	1,004	376,680	518	378,202
Amortization for the period	-	11,465	-	11,465
Balance, as at March 31, 2009	**5,427**	**2,042,288**	**2,803**	**2,050,518**
Net book value, at March 31, 2009	**$ -**	**$ 399,620**	**$ -**	**$ 399,620**

5. Share capital

Authorized:

Unlimited common shares

Unlimited preferred shares, non-voting, non-participating, non-cumulative dividends, redeemable and retractable

Issued:

	June 30, 2009		March 31, 2009	
Share capital	**Shares**	**Amount**	Shares	Amount
Issued and fully paid ordinary shares				
Balance, beginning of period	**31,766,666**	**$ 435,090**	-	$ -
Issued on incorporation	-	-	100	15
Issued on acquisition (note 2)	-	-	31,766,566	435,075
Balance, end of period	**31,766,666**	**$ 435,090**	31,766,666	$ 435,090

Pursuant to the Exchange rules, a total of 28,623,321 shares will be deposited into escrow. The escrowed shares shall not be released unless the listing of the Corporation's shares is completed by the Corporation and are subject to the approval of regulatory authorities. On the listing date, 10% of the original number of shares may be released with an additional 15% every six months thereafter.

5. Share capital (continued)

Stock Based Compensation Plan

On May 13 , 2009, the Corporation has adopted a stock-option plan which provides that the Board of Directors of the Corporation may from time to time, in its discretion and in accordance with the Exchange requirements, grant to directors, officers, employees and consultants of the Corporation and its subsidiaries, non-transferable options to purchase common shares, provided that the number of common shares reserved for issuance will not exceed 10% of the total issued and outstanding common shares of the Corporation, for a period of up to ten years from the date of the grant. It is at the discretion of the Board of Directors of the Corporation to determine the time during which options shall vest and the method of vesting, or that no vesting restriction shall exist. Options granted to Consultants performing investor relations activities will contain vesting provisions such that vesting occurs over at least 12 months with no more than ¼ of the options vesting in any 3 month period. The number of common shares reserved for issuance to any individual director or officer of the Corporation will not exceed 5% of the issued and outstanding common shares and the number of common shares reserved for issuance to all technical consultants, if any, will not exceed 2% of the issued and outstanding common shares.

If an optionee ceases to be a director, officer, or technical consultant of the Corporation for any reason other than death, the optionee may exercise options at the date of the cessation of the optionee's position or arrangement with the Corporation, provided that if the cessation of such position or arrangement was by reason of death, the option may be exercised within a maximum period of one year after such death, subject to the expiry date of such option.

6. Financial risk management

The Company is exposed to financial risks due to the nature of its business and the financial assets and liabilities it holds. The following discussion reviews material financial risks, quantifies the associated exposures, and explains how these risks, and the Company's capital, are managed.

The Company's financial instruments include cash, accounts receivable, and accounts payable and accrued liabilities. The carrying amounts of these financial instruments, reported on the Company's consolidated balance sheets, approximate their fair values due to their short-term nature.

Additional information in respect of the Company's risks may be found in the Annual Information Form and Management Discussion and Analysis.

a) Market risk

Cash flow and fair value interest rate risk

As the Corporation has no significant interest-bearing assets, its earnings and operating cash flows are substantially independent of change in market interest rates.

The Corporation's interest rate risk arises from borrowings, which are issued at variable rates and expose the Corporation to cash flow interest rate risk. Borrowings issued at a fixed rate expose the Corporation to fair value interest rate risk.

The Corporation is not exposed to such risk.

6. Financial risk management (continued)

b) Credit risk

Credit risk arises from cash and cash equivalents and deposits with banks and financial institutions. The Corporation reduces this risk by dealing with creditworthy financial institutions.

Credit risk also results from the possibility that a loss may occur from the failure of another party to adhere to payment terms. To lower this risk, the Corporation's extension of credit is based on an evaluation of each customer's financial condition. Management reviews the ageing of trade accounts receivable and other factors relating to the risk that customer accounts may not be paid in full and, when appropriate, reduces the carrying value to provide for possible loss. No loss has been charged to earnings in the current year. As of June 30, 2009 approximately 35 percent of accounts receivable were 90 days or more over due.

Of significant individual accounts receivable as at June 30, 2009 approximately 48 percent was owed from four customers (March 31, 2009 – 83 percent was owed from four customers).

The carrying amount of cash and cash equivalents and accounts receivable represents the Company's maximum credit exposure.

c) Liquidity risk

The Company manages its risk of not meeting its financial obligations through management of its capital structure, and annual budgeting of its revenues, expenditures and cash flows.

Accounts payable arise in the normal course of business, and all amounts are due within three months or less of the balance sheet date except for $198,357 as of June 30, 2009 and $183,827 as of March 31, 2009 which are due between three and twelve months of the balance sheet date. Income taxes payable are due within twelve months of the balance sheet date.

The Company believes it has adequate working capital and cash flows to discharge its financial obligations.

d) Capital management

Capital is comprised of share capital, accumulated other comprehensive loss and deficit on the balance sheet. The Corporation's objective when managing capital is to safeguard its ability to continue as a going concern, so that it can continue to provide returns to shareholders. As the Corporation is part of a larger Corporation, the Corporation's sources of additional capital and policies for distribution of excess capital may also be affected by the Corporation's capital management objectives.

The Corporation manages capital by regularly monitoring its current and expected liquidity requirements rather than using debt/equity ratio analyses. The capital is generally used for defraying the administrative expenses in promoting the objectives of the Corporation. The Corporation is not subject to either internally or externally imposed capital requirements.

7. Commitments

The Corporation entered into a lease agreement with a subsidiary for its premises on January 1, 2009 for a period of 2 years ending on December 31, 2010 with future commitments as follows:

From April 1, 2009 to March 31, 2010	HK$ 240,000	CDN $38,672
From April 1, 2010 to December 31, 2010	HK$ 180,000	CDN $29,000

The Corporation also paid June 30, 2009 – Nil (March 31, 2009 - $8,600) of rental expenses to a subsidiary of the ultimate parent company.

8. Related party transactions

The Company had the following related party transactions that have been recorded at their exchange amounts for the three month period ended June 30, 2009 and period from incorporation to March 31, 2009. Consulting fees were paid to companies controlled by directors and officers in the amount of $8,691, (March 31, 2009 - $27,615). These consulting fees are reflected in deferred charges.

9. Subsequent event

The Corporation is in the process of filing a prospectus with the Ontario, Alberta and British Columbia Securities Commissions offering to the public units that are comprised of one common share and one-half of one common share purchase warrant at $0.15, with arm's length parties, for a minimum of 8,000,000 units for an amount of $1,200,000 and up to a maximum of 13,500,000 units for an amount of $2,025,000. Each whole common share purchase warrant shall permit the holder thereof to purchase one common share at an exercise price of $0.20 per common share for a period of twenty-four months from the closing date. The Corporation will issue to the agent, brokers warrants entitling the Agent to purchase that number of common shares that is equal to 8% of the aggregate number of Common share sold pursuant to the Offering. Each Broker Warrant will be exercisable into one Common Share at an exercise price of $0.15 at any time prior to the date which is twenty-four months from the closing date.

The net minimum proceeds are estimated to be $ 1,080,000 after deducting 10% agent's commission of $ 120,000. An additional 640,000 broker warrants (8% of total shares issued), entitling the holder to acquire one common share at a price of $0.15 each for a period of twenty-four months will be issued to the agent.

In accordance with the Black-Scholes pricing model, the Company will allocate a value of $0.09 to the shares ($720,000) and $0.06 to the fair value of the warrants attached to these shares ($480,000).

The Company has estimated the fair value of the agent's warrants at $0.07 per warrant for a total cost of $44,800 which will be credited to the other capital.

The cost of the initial public offering including the Agent's commission of 10%, the Agent's corporate finance fee, listing fee, legal fees, audit fees, and printing are estimated to be $600,300 in the event of the Minimum Offering being completed and $683,000 in the event of the maximum offering being completed.

In addition to this transaction, officers and directors will subscribe for 233,334 shares for a cash consideration of $35,000.

The proposed transaction is subject to regulatory approval.

GLOBAL EDGE TECHNOLOGY LTD. FINANCIAL STATEMENTS

GLOBAL EDGE TECHNOLOGY LIMITED

CONSOLIDATED
FINANCIAL STATEMENTS

AS AT MARCH 31, 2009, 2008 AND 2007

GLOBAL EDGE TECHNOLOGY LIMITED

MARCH 31, 2009, 2008 AND 2007

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Horwath Leebosh Appel SENCRL/LLP

Horwath Leebosh Appel

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AUDITOR'S REPORT

To the Directors of Global Edge Technology Limited

We have audited the consolidated balance sheets of Global Edge Technology Limited as at March 31, 2009, 2008 and 2007 and the consolidated statements of earnings and comprehensive income, deficit and cash flows for the years then ended. These consolidated financial statements are the responsibility of the Corporation's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with Canadian generally accepted auditing standards. Those standards require that we plan and perform an audit to obtain reasonable assurance whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation.

In our opinion, these consolidated financial statements present fairly, in all material respects, the financial position of the Corporation as at March 31, 2009, 2008 and 2007 and the results of its operations and its cash flows for the years then ended in accordance with Canadian generally accepted accounting principles.

Horwath Leebosh Appel LLP [1]

Montreal, Quebec
April 27, 2009

1 Chartered accountant auditor permit No. 9347

GLOBAL EDGE TECHNOLOGY LIMITED
CONSOLIDATED BALANCE SHEETS
AS AT MARCH 31,

	2009	2008	2007
ASSETS			
Current assets			
Cash and cash equivalents	$ 56,404	$ 112,324	$ 40,436
Accounts receivable	385,198	250,060	404,619
Advance to ultimate parent company (Note 3)	-	394,012	-
Deposits	3,867	3,152	3,549
	445,469	759,548	448,604
Property and equipment (Note 4)	399,620	8,640	15,336
	$ 845,089	$ 768,188	$ 463,940
LIABILITIES AND SHAREHOLDERS' EQUITY			
Current liabilities			
Accounts payable and accrued liabilities	$ 336,656	$ 167,624	$ 107,495
Income tax payable	29,326	29,531	-
	365,982	197,155	107,495
Future income tax liabilities (Note 5)	44,032	-	-
	410,014	197,155	107,495
Shareholders' equity			
Share capital (Note 6)	1,169,675	1,169,675	1,169,675
Accumulated other comprehensive loss (Note 2o)	(67,376)	(167,563)	(126,276)
Deficit	(667,224)	(431,079)	(686,954)
	(734,600)	(598,642)	(813,230)
	435,075	571,033	356,445
	$ 845,089	$ 768,188	$ 463,940

Commitments (Note 8)

On behalf of the Board:

Signed *«Thomas Ip»*, Director *Signed* *«Jonathan Lai»*, Director

See accompanying Notes to Consolidated Financial Statements

GLOBAL EDGE TECHNOLOGY LIMITED
CONSOLIDATED STATEMENTS OF EARNINGS AND COMPREHENSIVE INCOME
FOR THE YEARS ENDED MARCH 31,

	2009	2008	2007
Sales	$ 928,221	$ 797,524	$ 1,081,494
Cost of sales	393,661	344,813	229,687
Gross profit	534,560	452,711	851,807
Expenses			
Selling, general and administrative	$ 216,311	$ 168,973	$ 194,426
Amortization of property and equipment	11,465	5,010	235,594
Interest income	(11)	(3,675)	(3,154)
	227,765	170,308	426,866
Earnings from operations	306,795	282,403	424,941
Forgiveness of debt (Note 7)	494,439	(3,170)	416,715
(Loss) earnings before income taxes	(187,644)	285,573	8,226
Provision for income taxes:			
Current	9,337	29,698	-
Future	39,164	-	-
	48,501	29,698	-
Net (loss) earnings	(236,145)	255,875	8,226
Other comprehensive income (loss), net of tax			
Foreign currency translation adjustment	100,188	(41,287)	(5,860)
Total other comprehensive income (loss)	100,188	(41,287)	(5,860)
Total comprehensive (loss) income	$ (135,957)	$ 214,588	$ 2,366

See accompanying Notes to Consolidated Financial Statements

GLOBAL EDGE TECHNOLOGY LIMITED
CONSOLIDATED STATEMENTS OF DEFICIT
FOR THE YEARS ENDED MARCH 31,

	2009	2008	2007
Deficit, beginning of year	$ (431,079)	$ (686,954)	$ (695,180)
Net (loss) earnings	(236,145)	255,875	8,226
Deficit, end of year	$ (667,224)	$ (431,079)	$ (686,954)

See accompanying Notes to Consolidated Financial Statements

GLOBAL EDGE TECHNOLOGY LIMITED
CONSOLIDATED STATEMENTS OF CASH FLOWS
FOR THE YEARS ENDED MARCH 31,

	2009	2008	2007
Cash flows provided by (used for) operating activities:			
Net (loss) earnings	$ (236,145)	$ 255,875	$ 8,226
Adjustments for items not involving cash:			
Amortization of property and equipment	11,465	5,010	235,594
Forgiveness (recovery) of debt	494,439	(3,170)	416,715
Future income taxes	39,164	-	-
Net change in non-cash assets and liabilities related to operations	40,640	212,195	(132.181)
	349,563	469,910	528,354
Cash flows from investing activities:			
Advance (to) from a subsidiary of the parent company	-	3,170	(416,715)
Advance to the ultimate parent company	(64,492)	(396,238)	-
Acquisition of property and equipment	(357,472)	-	(10,573)
	(421,964)	(393,068)	(427,288)
Cash flows from financing activities:			
Advance to a director	-	-	(14,622)
Advance to a shareholder	-	-	(48,251)
	-	-	(62,873)
Effect of exchange rate changes on cash and cash equivalents	16,481	(4,953)	400
(Decrease) increase in cash and cash equivalents	(55,920)	71,889	38,593
Cash and cash equivalents, beginning of period	112,324	40,435	1,843
Cash and cash equivalents, end of period	$ 56,404	$ 112,324	$ 40,436
Net changes in non-cash assets and liabilities related to operations			
(Increase) decrease in accounts receivable	$ (69,740)	$ 109,943	$ (139,594)
Increase in accounts payable	116,521	72,554	7,413
(Decrease) increase in income taxes payable	(6,141)	29,698	
	$ 40,640	$ 212,195	$ (132,181)
Supplemental disclosure cash flow information :			
Income taxes paid	9,542	-	-

See accompanying Notes to Consolidated Financial Statements

1. Statutes of Incorporation and Nature of Activities

The Corporation is a private limited company incorporated in the British Virgin Islands. The address of its registered office is P.O. Box 957, Offshore Incorporations Centre, Road Town, Tortola, British Virgin Islands. The address of its principal place of business is 14/F., Hang Lung House, 184-192 Queen's Road Central, Hong Kong.

The principal activity of the Corporation is the provision of inter-operator short message services.

2. Significant Accounting Policies

(a) Financial statement presentation

These consolidated financial statements are prepared by management using accounting principles generally accepted in Canada and are reported in Canadian dollars unless otherwise indicated.

(b) Principles of consolidation

The consolidated financial statements as at March 31, 2009, 2008 and 2007, include the accounts of the Corporation, its 100% owned subsidiary Redstone Resources Limited and its 100% owned subsidiary GIN International Limited, together referred to as the "Corporation".

The financial statements of entities which are controlled by the Corporation through voting equity interest, referred to as subsidiaries, are consolidated. Entities which are not controlled but over which the Corporation has the ability to exercise significant influence, are accounted for using the equity method. Investments in other entities are accounted for using the cost method. Variable interest entities ("VIEs") are entities in which equity investors do not have the characteristics of a "controlling financial interest" or there is not sufficient equity at risk for the entity to finance its activity without additional subordinated financial support. VIEs are consolidated by the Corporation when it is determined that it will, as the primary beneficiary, absorb the majority of the VIEs' expected losses and / or expected residual return. The Corporation currently does not have any VIEs. All inter-company accounts and transactions have been eliminated upon consolidation.

(c) General standards of financial statement presentation

Section 1400 *General Standards of Financial Statement Presentation* provides additional guidance related to management's assessment of the Corporation's ability to continue as a going concern. This revision is effective for fiscal years beginning on or after January 1, 2008 however early adoption was permitted by the standard.

(d) Use of estimates

The preparation of financial statements in conformity with Canadian generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingencies at the date of the financial statements and the reported amounts of revenues and expenses during the year on a regular basis and with the information available. Management reviews its estimates including: financial instruments; useful life of property and equipment and recoverability of its accounts receivable. Actual results could differ from these estimates.

2. Significant Accounting Policies – cont'd

(e) Revenue recognition

Provided it is probable that the economic benefits will flow to the Corporation and the revenue can be measured reliably, revenue is recognized in the income statement as follows:

(i) Service fee income is recognized when services are rendered and all significant risks are transferred to the customers.
(ii) Sales incentives or other considerations given to customers are recorded as a reduction of sales in the year that they are incurred.
(iii) Interest income is accrued on a time proportion basis by reference to the principal outstanding and at the interest rate applicable.

(f) Foreign exchange translation

a) Functional currency translation

The functional currency of the Corporation is Hong Kong Dollar (HKD) and the HKD is freely convertible into foreign currencies. Accordingly, for financial statement purposes, the consolidated financial statements of the Corporation which are prepared using the functional currency have been translated into Canadian dollars. Assets and liabilities are translated at exchange rates at the balance sheet dates, revenue and expenses are translated at the average exchange rates and capital and statutory capital reserve are translated at historical exchange rates. Any resulting translation adjustments are not included in determining net income but are included in foreign exchange adjustment to other comprehensive income, a component of shareholders' equity.

The exchange rates adopted are as follows:

	2009	2008	2007
Year end exchange rate	6.2061	7.6140	6.7628
Average yearly exchange rate	6.9776	7.5712	6.8392

b) Transactions in foreign currencies

Transactions in foreign currencies are accounted for in accordance with the temporal method. Foreign currency balances are translated at year-end exchange rates for monetary items and at historical rates for non-monetary items. Revenues and expenses are translated using average exchange rates prevailing at the time of the transaction. All exchange gains and losses are charged to earnings.

2. Significant Accounting Policies – cont'd

(g) Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one party and a financial liability or equity instrument of another party. Financial assets and financial liabilities are recognized on the balance sheet when the Corporation becomes a party to contractual provisions of the instrument. On initial recognition, all financial instruments must be measured at fair value which is the amount of consideration that would be agreed upon in an arm's length transaction between knowledgeable willing parties who are under no compulsion to act. Subsequent to initial recognition, the fair value of financial instruments is dependent on the purpose for which the financial assets were acquired or issued, their characteristics and the Corporation's designation of such instruments.

At each reporting date the carrying amounts of financial assets, other than those to be measured at fair value through profit or loss, are assessed to determine whether there is objective, significant evidence of impairment (e.g. a debtor is facing serious financial difficulties, or there is a substantial change in the technological, economic, legal or market environment of the debtor). For equity instruments, a significant or prolonged decline in fair value is objective evidence for a possible impairment. The Corporation has defined criteria for the significance and duration of a decline in fair value as discussed in the categories below.

The standards require that all financial assets be classified as held-for-trading ("HFT"); held-to-maturity ("HTM"); available-for-sale ("AFS") or loans and receivables ("L&R"). Financial liabilities should be classified as HFT or other than HFT liabilities.

Financial Assets:

- ***Held-for-trading*** **-** Financial assets required to be classified as HFT are measured at fair value, with gains, losses and transaction costs recorded in net income for the period in which they arise. A financial instrument is designated as HFT on initial recognition if reliable fair values are available, even if that instrument would not otherwise satisfy the definition of HFT ("fair value option"). Held-for-trading securities are usually held for a short term and are actively traded. The Corporation has determined that its cash and cash equivalents are classified as HFT. The fair value equals the carrying value.

- ***Held-to-maturity*** **-** Financial assets that are purchased and have a fixed maturity date and which management has the intention and the ability to hold to maturity are classified as held-to-maturity. These instruments are accounted for at amortized cost using the effective interest rate method and charged to income in the period of amortization. The Corporation currently does not hold any of these assets.

2. Significant Accounting Policies – cont'd

(g) Financial instruments - cont'd

- ***Available-for-sale*** **-** Financial assets classified as AFS are measured at fair value, except for investments in equity instruments that do not have a quoted market price in an active market, which are measured at cost. Unrealized gains and losses, including the effect of changes in foreign exchange rates, are recognized directly in Other Comprehensive Income, except for impairment losses, which are recognized in net income. Upon de-recognition of the financial asset, the cumulative gains or losses, previously recognized in Accumulated Other Comprehensive Income ("AOCI") are reclassified to net income. Transaction costs are added to the carrying amount of the financial instruments.

  If an available-for-sale financial asset is impaired, the difference between its cost (net of any principal payment and amortization) and its current fair value, less any impairment loss previously recognized in the income statement, is reclassified from direct recognition in equity to the income statement. Reversals with respect to equity instruments classified as available-for-sale are not recognized in the income statement. A reversal of an impairment loss on a debt instrument is reversed through the income statement if the increase in fair value of the instrument can be objectively related to an event occurring after the impairment loss is recognized in income.

- ***Loans and receivables*** **-** L&R financial assets are measured at amortized cost using the effective interest rate method. Interest income calculated using the effective interest rate method is recorded in financing income in the period in which it arises. Transaction costs are added to the carrying amount of the financial asset.

  The amount of the impairment loss on loans and receivables is measured as the difference between the carrying amount of the asset and the present value of estimated future cash flows (excluding expected future credit losses that have not been incurred), discounted at the original effective interest rate of the financial asset. The amount of the impairment loss is recognized in profit or loss. If, in a subsequent reporting period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognized, the previously recognized impairment loss is reversed and recognized in profit or loss. The impairment loss on loans and receivables is recorded using allowance accounts. The decision to account for credit risks using an allowance account or by directly reducing the receivable depends on the estimated probability of the loss of receivables. When receivables are assessed as uncollectible the impaired asset is derecognized. The Corporation has determined that its accounts receivable and advance from ultimate parent company are classified as L&R. The fair value equals the carrying value.

2. Significant Accounting Policies – cont'd

(g) Financial instruments - cont'd

Financial Liabilities:

- ***HFT liabilities*** – Financial liabilities are measured at fair value. Gains and losses on liabilities held-for-trading are recognized in earnings. The Corporation currently does not hold any of these liabilities.

- ***Other than HFT liabilities*** **-** Financial liabilities classified as other than HFT are measured at amortized cost using the effective interest method. Interest expense is recorded in financing expense in the period. Transaction costs are added to the carrying amount of the financial liability. The Corporation has determined that its accounts payables are classified as other than HFT. The fair value equals the carrying value.

(h) Capital disclosures

Section 1535 *Capital Disclosures* establishes standards for disclosing information about an entity's capital and how it is managed. These standards require an entity to disclose the following:

- Its objectives, policies and processes for managing capital;
- Summary quantitative data about what it manages as capital;
- Whether during the period it complied with any externally imposed capital requirements to which it is subject;
- When the entity has not complied with such requirements, the consequences of such non-compliance.

(i) Cash and cash equivalents

The Corporation considers all investments with maturities of three months or less, that are highly liquid and readily convertible into cash, to be cash equivalents.

(j) Property and equipment

Property and equipment are recorded at cost less accumulated amortization. Amortization is provided at rates and periods designed to amortize the costs of the assets over their estimated useful lives using the straight-line method, at the following rates per annum:

Leasehold improvements	25%
Equipment	25%
Furniture and fixtures	25%

2. Significant Accounting Policies – cont'd

(k) Impairment of long-lived assets

The Corporation recognizes an impairment loss for a long-lived asset to be held and used when events or changes in circumstances cause its carrying value to exceed the total undiscounted cash flows expected from its use and eventual disposition. The impairment loss is calculated by deducting the fair value of the asset from its carrying value. No impairment charge was required in these consolidated financial statements.

(l) Goodwill and intangible assets

Section 3064 *Goodwill and Intangible Assets* replaces Section 3062 *Goodwill and Other Intangible Assets* and Section 3450 *Research and Development Costs*. As permitted by Section 3064, the Corporation has early adopted the new standards in the current fiscal year. This new section establishes standards for the recognition, measurement, presentation and disclosure of goodwill and intangible assets. The objectives of Section 3064 are to:

- Remove material that may be interpreted as permitting the recognition of assets that would not otherwise meet the definition of an asset or the recognition criteria;
- Include guidance to clarify the distinction between assets and expenses;
- Include guidance on the definition of an intangible asset and the recognition of internally generated intangible assets; and
- Withdraw Section 3450 *Research and Development Costs*, as assets developed as a result of research and development activities would now be included within the scope of Section 3064.

(m) Employee benefits

Salaries, annual bonuses, paid annual leave, contributions to defined contribution plans and the cost to the Corporation of non-monetary benefits are accrued in the year in which the associated services are rendered by employees of the Corporation. Where payment or settlement is deferred and the effect would be material, these amounts are stated at their present values.

The Corporation operates a defined contribution Mandatory Provident Fund retirement benefits scheme (the "MPF scheme") under the Mandatory Provident Fund Schemes Ordinance for those employees who are eligible to participate in the MPF scheme. Contributions are made based on a percentage of the employees' basic salaries and are charged to the income statement as they become payable in accordance with the rules of the MPF scheme. The assets of the MPF scheme are held separately from those of the Corporation in an independently administered fund. The Corporation's employer contributions vest fully with the employees when contributed into the MPF scheme.

2. Significant Accounting Policies – cont'd

(n) Income taxes

The Corporation uses the asset and liability method of accounting for income taxes. Under this method, future income tax assets and liabilities are determined based on "temporary differences" (differences between the accounting basis and the tax basis of the assets and liabilities), and are measured using the currently enacted, or substantively enacted, tax rates and laws expected to apply when these differences reverse. A valuation allowance is recorded against any future income tax asset if it is more likely than not that the asset will not be realized. Income tax expense or benefit is the sum of the Corporation's provision for current income taxes and the difference between the opening and ending balances of the future income tax assets and liabilities.

(o) Accumulated other comprehensive loss

Comprehensive income (loss) is comprised of net income and other comprehensive income (loss).

Certain gains and losses arising from changes in fair value are temporarily recorded outside the consolidated statement of operations in accumulated comprehensive income as a separate component of shareholders' equity.

Comprehensive income (loss) is comprised of the Corporation's net income and other comprehensive income (loss). Other comprehensive income (loss) may include any unrealized gains and losses on available-for-sale securities, foreign currency translation gains and losses on the currency used for presentation and changes in the fair market value of derivative instruments designated as cash flow hedges, all net of taxes. At March 31, 2009, 2008 and 2007 the balance of accumulated other comprehensive loss of $5,910, $167,563 and $126,276 respectively is comprised solely of foreign currency translation adjustments on the Corporation's presentation currency.

(p) Stock-based compensation

All stock compensation to non-employees is expensed to earnings. Stock options awards to employees are measured at the fair value of the options at the grant date and compensation expense is recognized over the vesting period of the options with a corresponding increase to contributed surplus. When stock options are exercised, capital stock is credited by the sum of the consideration paid, together with the related portion previously recorded to contributed surplus. The Corporation currently does not have a stock option plan.

2. Significant Accounting Policies – cont'd

(q) Guarantees

In the normal course of business, the Corporation enters into numerous agreements that may contain features that meet the AcG-14 *Disclosure of Guarantees* definition of a guarantee. AcG-14 defines a guarantee to be a contract (including an indemnity) that contingently requires the Corporation to make payments to a third party based on (i) changes in an underlying that is related to an asset, a liability or an equity of the guaranteed party or (ii) failure of another party to perform under an obligating agreement. Currently, the Corporation has not provided to third parties any such guarantees.

(r) New accounting developments

(i) Convergence with International Financial Reporting Standards

Canada's Accounting Standards Board has ratified a strategic plan which will result in Canadian generally accepted accounting principles being evolved and converged with International Financial Reporting Standards ("IFRS"), to be effective for interim and annual financial statements relating to fiscal years beginning on or after January 1, 2011. The Corporation is currently evaluating the impact of adopting IFRS on these consolidated financial statements.

(ii) Business combinations, Consolidated financial statements and Non-controlling interests

In January 2009, the Accounting Standards Board issued 3 new accounting standards: Section 1582 *Business Combinations*; Section 1601 *Consolidated Financial Statements*; and Section 1602 *Non-Controlling Interests*. Section 1582 provides the Canadian equivalent to *International Financial Reporting Standard IFRS 3 Business Combinations.* These sections apply to interim and annual consolidated financial statements relating to fiscal years beginning on or after January 1, 2011. The Corporation is currently evaluating the impact of these new sections on its consolidated financial statement presentation. In the event that the Corporation would have a business combination prior to January 1, 2011, the Corporation would adopt Section 1582 in the year of the acquisition, and also Section 1601 and 1602, prospectively as permitted by the new accounting standards.

3. Advance to ultimate parent company

The advance to ultimate parent company is unsecured, non interest bearing and with no maturity date. On December 1, 2008 the Corporation and its ultimate parent company entered into an agreement to waive the advance to ultimate parent company. This transaction resulted in a forgiveness of debt (Note 7).

4. Property and equipment

Property and equipment consists of:

Cost	Leasehold improvements	Computer equipment and software	Furniture & Fixtures	Total
Balance as at April 1, 2006	$ 5,065	$ 1,893,206	$ 2,616	$ 1,900,887
Exchange differences	(85)	(31,710)	(44)	(31,839)
Additions	-	10,574	-	10,574
Balance as at March 31, 2007	$ 4,980	$ 1,872,070	$ 2,572	$ 1,879,622

Accumulated Depreciation	Leasehold improvements	Computer equipment and software	Furniture & Fixtures	Total
Balance as at April 1, 2006	$ 4,432	$ 1,647,153	$ 2,251	$ 1,653,836
Exchange differences	(68)	(25,042)	(34)	(25,144)
Depreciation charge for the period	616	234,626	352	235,594
Balance as at March 31, 2007	$ 4,980	$ 1,856,737	$ 2,569	$ 1,864,286
Net Book Value at March 31, 2007	$ -	$ 15,333	$ 3	$ 15,336

Cost	Leasehold improvements	Computer equipment and software	Furniture & Fixtures	Total
Balance as at April 1, 2007	$ 4,980	$ 1,872,070	$ 2,572	$ 1,879,622
Exchange differences	(557)	(209,287)	(287)	(210,131)
Additions	-	-	-	-
Balance as at March 31, 2008	$ 4,423	$ 1,662,783	$ 2,285	$ 1,669,491

Accumulated Depreciation	Leasehold improvements	Computer equipment and software	Furniture & Fixtures	Total
Balance as at April 1, 2007	$ 4,980	$ 1,856,737	$ 2,569	$ 1,864,286
Exchange differences	(557)	(207,601)	(287)	(208,445)
Depreciation charge for the period	-	5,007	3	5,010
Balance as at March 31, 2008	$ 4,423	$ 1,654,143	$ 2,285	$ 1,660,851
Net Book Value at March 31, 2008	$ -	$ 8,640	$ -	$ 8,640

4. Property and equipment – cont'd

Cost	Leasehold improvements	Computer equipment and software	Furniture & Fixtures	Total
Balance as at April 1, 2008	$ 4,423	$ 1,662,783	$ 2,285	$ 1,669,491
Exchange differences	1,004	421,653	518	423,175
Additions	-	357,472	-	357,472
Balance as at March 31, 2009	$ 5,427	$ 2,441,908	$ 2,803	$ 2,450,138

Accumulated Depreciation	Leasehold improvements	Computer equipment and software	Furniture & Fixtures	Total
Balance as at April 1, 2008	$ 4,423	$ 1,654,143	$ 2,285	$ 1,660,851
Exchange differences	1,004	376,680	518	378,202
Depreciation charge for the period	-	11,465	-	11,465
Balance as at March 31, 2009	5,427	2,042,288	2,803	2,050,518
Net Book Value at March 31, 2009	$ -	$ 399,620	$ -	$ 399,620

The Corporation conducted its annual impairment assessment and no impairment charge was required.

5. Income Taxes

(a) Details of the components of income taxes are as follows:

	2009	2008	2007
(Loss) earnings before income taxes	$ (187,644)	$285,573	$ 8,226
Basic income tax rate	16.50%	17.50%	17.50%
Computed income tax (recovery) expense	(30,961)	49,975	1,440
Increase (decrease) resulting from:			
Non-deductible expenses	81,582	504	73,125
Non –taxable income	(57)	(1,198)	(552)
De-recognition of non-capital losses	558	973	356
Net non capital loss carried forward	-	(21,391)	(113,698)
Adjustment from prior years	(3,583)		-
Valuation allowance of temporary differences	962	835	39,329
Provision for income taxes	$ 48,501	$ 29,698	$ -

5. Income Taxes – cont'd

(b) Future income taxes:

	2009	2008	2007
Long-term future tax assets:			
Non-capital losses carried forward	$ 4,014	$ 1,641	$ 6,076
Less: valuation allowance	(4,014)	(1,641)	(6,076)
	$ -	$ -	$ -
Long-term future tax liabilities:			
Property and equipment	$ 44,032	$ -	$ -

In assessing the realizability of future tax assets and liabilities, management considers whether it is more likely than not whether some portion or all of the future income tax assets and liabilities will be realized. The ultimate realization of future tax assets is dependent upon the generation of future taxable income and tax planning strategies.

(c) The Corporation has accumulated losses for income tax purposes in Hong Kong for future years amounting to $25,000 (HK$ 155,000) which are available to be applied against future taxable income for an indefinite period. The income tax benefits of these losses have not been recognized in the consolidated financial statements.

6. Share Capital

(a) Authorized:
Unlimited number of ordinary shares of US $1 each

	2009	2008	2007
Issued and fully paid:			
833,334 ordinary shares of US $1	$ 1,169,675	$ 1,169,675	$ 1,169,675

7. Forgiveness of Debt

On March 31, 2007, the Corporation provided for an amount of $416,715 (HK$2,806,974) representing an advance from a subsidiary of the parent company, Plotio Holding (H.K) Limited "Plotio holding". During the year ended March 31, 2008, the subsidiary repaid an amount of $3,170 ($24,000).

On December 1, 2008, the Corporation entered into a deed with Hycomm Wireless Limited "Hycomm", the Corporation's ultimate parent company and Plotio holding, to waive the right to an advance of $494,439 (HK$3,450,000) due from Hycomm and also to officially waive the right to the net advance of $413,545 originally due from Plotio holding (see above). This was all done in contemplation of Hycomm's disposal of its investment in the Corporation (Note 3).

8. Commitments

The Corporation entered into a lease agreement with a company owned by a family member of a director, for its premises on January 1, 2009 for a period of 2 years ending on December 31, 2010 with future commitments as follows:

From April 1, 2009 to March 31, 2010	HK$ 240,000	CDN $38,672
From April 1, 2010 to December 31, 2010	HK$ 180,000	CDN $29,000

The Corporation also paid $8,600 (2008 – Nil, 2007 – Nil) of rental expenses to the same company.

9. Segmented Information

The Corporation's one reportable segment is the provision of inter-operator short message services.

The revenues are all generated in Hong Kong. Three major customers have contributed to sales revenue as indicated in the following table:

	2009	2008	2007
Customer A	$ 248,337	$ 200,816	$ 447,510
Next two top customers			
Customer B	148,912	127,524	145,222
Customer C	130,084	99,185	-
All other customers	400,888	369,999	488,762
Sales Revenue	$ 928,221	$ 797,524	$ 1,081,494

10. Financial Risk Factors

The Corporation's activities expose it to a variety of financial risks: market risk (including currency risk and cash flow and fair value interest rate risk); credit risk and liquidity risk. The Corporation's overall risk management program focuses on the unpredictability of the financial market and seeks to minimize potential adverse effects on the Corporation's financial performance. The Corporation does not use derivative financial instruments to hedge these risks.

(a) Market risk

(i) Cash flow and fair value interest rate risk

As the Corporation has no significant interest-bearing assets, its earnings and operating cash flows are substantially independent of change in market interest rates.

The Corporation's interest rate risk arises from borrowings, which are issued at variable rates and expose the Corporation to cash flow interest rate risk. Borrowings issued at a fixed rate expose the Corporation to fair value interest rate risk.

The Corporation is not exposed to such risk.

(b) Credit Risk

Credit risk arises from cash and cash equivalents and deposits with banks and financial institutions. The Corporation reduces this risk by dealing with creditworthy financial institutions.

Credit risk also results from the possibility that a loss may occur from the failure of another party to adhere to payment terms. To lower this risk, the Corporation's extension of credit is based on an evaluation of each customer's financial condition. Management reviews the ageing of trade accounts receivable and other factors relating to the risk that customer accounts may not be paid in full and, when appropriate, reduces the carrying value to provide for possible loss. No loss has been charged to earnings in the current year.

The following table summarizes the Corporation exposure to concentration of credit risk:

	Customers	Amount
2009	Four (4)	$ 318,000
2008	Four (4)	182,000
2007	Two (2)	245,000

10. Financial Risk Factors – cont'd

(b) Credit Risk – cont'd

The following table summarizes the accounts receivable overdue:

	Total	Due in 30 days	30 days to 90 days over due	Over 90 days over due
2009	$ 385,198	$ 291,655	$ 28,579	$ 64,964
2008	250,060	207,654	24.916	17,490
2007	404,619	340,975	52,800	10,844

(c) Liquidity risk

Liquidity risk is the risk that the Corporation will not be able to meet its obligations as they fall due. The following are the contractual maturities of financial liabilities as at March 31, 2009, 2008 and 2007:

2009	Carrying Value	Less than 30 days	30 days to 3 months	3 months to 12 months
Financial Liabilities				
Accounts payable and accrued liabilities	$ 336,656	$ 138,327	$ 14,502	$ 183,827
Income taxes payable	29,326	-	-	29,326
	$ 365,982	$ 138,327	$ 14,502	$ 213,153

2008	Carrying Value	Less than 30 days	30 days to 3 months	3 months to 12 months
Financial Liabilities				
Accounts payable and accrued liabilities	$ 167,624	$ 99,504	$ 7,880	$ 60,240
Income taxes payable	29,531	-	-	29,531
	$ 197,155	$ 99,504	$ 7,880	$ 89,771

2007	Carrying Value	Less than 30 days	30 days to 3 months	3 months to 12 months
Financial Liabilities				
Accounts payable and accrued liabilities	$ 107,495	$ 77,822	$ 8,872	$ 20,801

11. Capital Management

Capital is comprised of share capital, accumulated other comprehensive income and deficit on the balance sheet. The Corporation's objective when managing capital is to safeguard its ability to continue as a going concern, so that it can continue to provide returns to shareholders. As the Corporation is part of a larger Corporation, the Corporation's sources of additional capital and policies for distribution of excess capital may also be affected by the Corporation's capital management objectives.

The Corporation manages capital by regularly monitoring its current and expected liquidity requirements rather than using debt/equity ratio analyses. The capital is generally used for defraying the administrative expenses in promoting the objectives of the Corporation. The Corporation is not subject to either internally or externally imposed capital requirements.

GINSMS INC. PRO FORMA CONSOLIDATED FINANCIAL STATEMENTS

GINSMS INC.

PRO FORMA CONSOLIDATED
FINANCIAL STATEMENTS

AS AT MARCH 31, 2009

GINSMS INC.

MARCH 31, 2009

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COMPILATION REPORT

To the Directors of Ginsms Inc.:

We have read the accompanying unaudited consolidated pro-forma statement of operations and comprehensive loss of Ginsms Inc. as at March 31, 2009 and have performed the following procedures.

1. Compared the figures in the column captioned GINSMS to the audited statement of operations of Ginsms Inc. for the period ended March 31, 2009 and found them to be in agreement.

2. Compared the figures in the column captioned Consolidated Global Edge Technology to the audited consolidated statement of operations and comprehensive income of Global Edge Technology Limited for the year ended March 31, 2009 and found them to be in agreement.

3. Made enquiries of certain officials of the company who have responsibility for financial and accounting matters about:

   a) the basis for determination of pro forma adjustments: and
   b) whether the pro forma statement of operations and comprehensive loss complies as to form in all material respects with identified regulatory requirements.

   The officials:

   a) described to us the basis for determination of pro forma adjustments, and
   b) stated that the statement of operations and comprehensive loss complies as to form in all material respects with identified regulatory requirements.

4. Read the notes to the pro forma statement of operations and comprehensive loss, and found them to be consistent with the basis described to us for determination of the pro forma adjustments.

5. Ensured that the numbers appearing in the column captioned Pro Forma Consolidated was accurate

A pro forma statement of operations and comprehensive loss is based on management assumptions and adjustments which are inherently subjective. The foregoing procedures are substantially less than either an audit or a review, the objective of which is the expression of assurance with respect to management's assumptions, the pro-forma adjustments, and the application of the adjustments to the historical financial information. Accordingly, we express no such assurance. The foregoing procedures would not necessarily reveal matters of significance to the pro-forma statement of operations and comprehensive loss, and we therefore make no representation about the sufficiency of the procedures for the purpose of a reader of such statements.

Horwath Leebosh Appel LLP [1]

Montreal, Quebec
November 12, 2009

[1] Chartered accountant auditor permit no. 9347

GINSMS INC.
PRO FORMA CONSOLIDATED STATEMENT OF OPERATIONS AND COMPREHENSIVE LOSS
FOR THE YEAR ENDED MARCH 31, 2009
(UNAUDITED – SEE COMPILATION REPORT DATED NOVEMBER 12, 2009)

	GINSMS	Consolidated Global Edge Technology	Pro forma Adjustment	Pro forma Consolidated
	($)	($)	($)	($)
Sales	-	928,221	-	928,221
Cost of sales	-	393,661	-	393,661
Gross profit		534,560		534,560
Expenses				
Selling, general and administrative	-	216,311	-	216,311
Amortization of property and equipment	-	11,465	-	11,465
Interest income	-	(11)	-	(11)
		227,765		227,765
Earnings from operations	-	306,795	-	306,795
Forgiveness of debt	-	494,439	-	494,439
Loss before income taxes	-	(187,644)	-	(187,644)
Provision for income taxes				
Current	-	9,337	-	9,337
Future	-	39,164	-	39,164
	-	48,501	-	48,501
Net loss	-	(236,145)	-	(236,145)
Other comprehensive income, net of tax				
Foreign currency translation adjustment	-	100,188	-	100,188
Total other comprehensive income	-	100,188	-	100,188
Total comprehensive loss	-	(135,957)	-	(135,957)
Net earnings per share				
Basic and diluted				(0.0059)
Weighted average number of common shares				
Basic				40,000,000
Diluted				44,640,000

Signed "Jonathan Lai", Director Signed *"Raymond Richard"*, Director

See Accompanying Notes to Pro forma Consolidated Statement of Operation and Comprehensive Loss

1. Basis of Presentation

The accompanying unaudited pro forma consolidated statement of operations and comprehensive loss of GINSMS Inc. ("Ginsms") as at March 31, 2009 and for the year then ended has been prepared by the management of the Corporation for inclusion in the preliminary prospectus to the proposed initial public offering.

Ginsms was incorporated in Alberta under the Canada Business Corporations Act on March 20, 2009.

Global Edge Technology Limited ("Global") is a private limited company incorporated in the British Virgin Islands and its principal place of business is in Hong Kong. The principal activity of the Corporation is the provision of inter-operator short message services. The consolidated financial statements of Global as at March 31, 2009, and for the year then ended include the accounts of the Corporation, its 100% owned subsidiary Redstone Resources Limited and its 100% owned subsidiary GIN International Limited.

The Corporation will be completing an initial public offering, on the basis of the assumptions described in Note 2 below.

The accompanying unaudited pro forma consolidated statement of operations and comprehensive loss has been derived from the audited financial statements as at March 31, 2009 and for the period then ended of Ginsms and the audited consolidated financial statements as at March 31, 2009, 2008 and 2007 and for the years then ended of Global. The accounting policies used in the preparation of the pro forma consolidated financial statements are those disclosed in Ginsms's audited financial statements and Global's March 31, 2009, 2008 and 2007, audited consolidated financial statements. Management has determined that no adjustments are necessary to conform Global's consolidated financial statements to the accounting policies used by the Corporation in the preparation of Ginsms's consolidated financial statements.

In the opinion of management, the unaudited pro forma consolidated statement of operations and comprehensive loss did not require any adjustments to reflect fair presentation. The unaudited pro forma consolidated statement of operations and comprehensive loss is not necessarily indicative of the results that actually would have been achieved if the transactions reflected therein had been completed on the dates indicated or the results which may be obtained in the future.

The unaudited pro forma consolidated financial statement of Ginsms should be read in conjunction with the foregoing financial statements, including the notes attached thereto.

The effective tax rate of Ginsms is 31% for the Canadian entity and 16.5% for the Hong Kong entity.

2. Summary of Proposed Transactions

a. Ginsms will purchase all the issued and outstanding shares of Global and will issue a total of 31,766,566 common shares of Ginsms at proceeds equivalent to the net book value of Global.

b. Ginsms will proceed with an initial public offering of units that are comprised of one common share and one-half of one common share purchase warrant at $0.15, with arm's length parties, for a minimum of 8,000,000 units for an amount of $1,200,000 and up to a maximum of 13,500,000 units for an amount of $2,025,000. Each whole common share purchase warrant shall permit the holder thereof to purchase one common share at an exercise price of $0.20 per common share for a period of twenty-four months from the closing date. The Corporation will issue to the agent, brokers warrants entitling the Agent to purchase that number of common shares that is equal to 8% of the aggregate number of Common shares sold pursuant to the Offering. Each Broker Warrant will be exercisable into one Common Share at an exercise price of $0.15 at any time prior to the date which is twenty-four months from the closing date.

The cost of the initial public offering including the Agent's commission of 10%, the Agent's corporate finance fee, listing fee, legal fees, audit fees, and printing are estimated to be $600,343 in the event of the Minimum Offering being completed and $683,000 in the event of the maximum offering being completed. All the costs related to this transaction will be recorded as issue costs and deducted against the proceeds of the initial public offering.

3. Pro Forma Adjustments and Assumptions

The unaudited pro forma consolidated statement of operations and comprehensive loss gives effect to the proposed transactions, as set out in the preliminary prospectus and summarized in note 2, as if the proposed transactions had occurred and were effective for the entire year ended March 31, 2009. The unaudited pro forma consolidated statement of operations and comprehensive loss reflect the following pro forma assumptions and adjustments. The assumptions are preliminary and can change as a result of actual events and circumstances.

a. Acquisition of Global Edge Technology shares

On June 9, 2009, GINSMS acquired all the issued and outstanding shares of Global Edge Technology Limited. (Global) in exchange for the issuance of 31,766,566 shares of the Corporation at a fair value of $4,764,985 with an effective date of April 1, 2009. However, the transaction was considered to be an exchange of ownership interests between related groups and will therefore be accounted for assuming continuity of business under Emerging Issues Committee 89 {"EIC 89") – exchanges of ownership interests between enterprises under common control. Consequently under EIC 89, no fair value adjustment will be made and the acquisition will be reflected at the net book value of Global for a consideration value of $435,075, which will be credited to share capital.

EIC 89 also requires that the comparative figures be restated to reflect the financial position and results of operations as if the company had been combined since inception and therefore the financial statements of the combined company presented for prior periods will be restated accordingly.

3. Pro Forma Adjustments and Assumptions (cont'd)

b. Initial public offering

Ginsms proposes an initial public offering for a minimum of 8,000,000 up to a maximum of 13,500,000 units to the public at a price of $0.15 per unit for gross proceeds of a minimum amount of $1,200,000 up to a maximum amount of $2,025,000. Each unit will consist of one common share and one-half of one common share purchase warrant. These pro forma consolidated financial statements have been prepared on the assumption that the minimum offering would be realized.

The 4,000,000 warrants will entitle the holder to acquire one additional common share per warrant at a price of $0.20 per share, subject to adjustment, for a period of twenty- four months from the closing date.

The minimum net proceeds are estimated to be $ 1,080,000 after deducting 10% agent's commission of $ 120,000. An additional 640,000 broker warrants (8% of total shares issued including the exercise of the warrants), entitling the holder to acquire one common share at a price of $0.15 each for a period of twenty-four months have been issued to the agent.

In accordance with the Black-Scholes pricing model, the Corporation has allocated a value of $0.09 to the shares ($720,000) and $0.06 to the fair value of the warrants attached to these shares ($480,000). The value of the warrants has been credited to other capital.

The Corporation has estimated the fair value of the agent's warrants at $0.07 per warrant for a total cost of $44,800 which has been credited to the other capital.

The following assumptions under the Black-Scholes model were used to arrive at the estimate for the warrants:

Post-consolidation unit price	$0.15
Risk-free interest rate	1.12%
Expected life	2 years
Expected volatility in the market price of the shares	85%
Expected dividend yield	nil

The cost of the initial public offering including the Agent's commission of 10%, the Agent's corporate finance fee, listing fee, legal fees, audit fees, and printing are estimated to be $600,343 in the event of the Minimum Offering being completed and $683,000 in the event of the maximum offering being completed.

In addition to this transaction, officers and directors will subscribe for 233,434 shares for a cash consideration of $35,000.

4. Pro Forma Share Capital

Authorized:

Unlimited preferred shares, non-voting, non-participating, non-cumulative dividends, redeemable and retractable

Unlimited common shares

The shareholdings, share capital, other capital and warrants of Ginsms Inc. subsequent to the transactions will be as follows:

Shareholdings and share capital:

	Number Common shares	Ownership	Share capital $
Acquisition shares	31,766,566 [1]	79.40%	435,075
Closely held shares	233,434	0.60%	35,015
IPO shares	8,000,000	20.00%	720,000
Issue costs, net of tax	-		(459,037)
Pro Forma balance, March 31, 2009	40,000,000	-	731,053

[1] Pursuant to the exchange rules, a total of 28,623,321 shares will be deposited into escrow on the closing date.

Other capital:

	Other Capital $
Broker warrants	44,800
IPO shares	480,000
Pro Forma balance, March 31, 2009	524,800

Warrants and Broker warrants:

	Number Common shares	Exercise price	Expiry
Broker warrants	640,000	0.15	24 months
IPO shares	4,000,000	0.20	24 months
Pro Forma balance, March 31, 2009	4,640,000	0.19	

GINSMS INC.

PRO FORMA CONSOLIDATED FINANCIAL STATEMENTS

AS AT JUNE 30, 2009

GINSMS INC.

JUNE 30, 2009

CONTENTS

Horwath Leebosh Appel SENCRL/LLP

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Comptables agréés / Chartered Accountants
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COMPILATION REPORT

To the Directors of Ginsms Inc.:

We have read the accompanying unaudited consolidated pro-forma statement of operations and comprehensive loss of Ginsms Inc. as at March 31, 2009 and have performed the following procedures.

1. Compared the figures in the column captioned GINSMS to the audited statement of operations of Ginsms Inc. for the period ended March 31, 2009 and found them to be in agreement.

2. Compared the figures in the column captioned Consolidated Global Edge Technology to the audited consolidated statement of operations and comprehensive income of Global Edge Technology Limited for the year ended March 31, 2009 and found them to be in agreement.

3. Made enquiries of certain officials of the company who have responsibility for financial and accounting matters about:

   a) the basis for determination of pro forma adjustments: and
   b) whether the pro forma statement of operations and comprehensive loss complies as to form in all material respects with identified regulatory requirements.

   The officials:

   a) described to us the basis for determination of pro forma adjustments, and
   b) stated that the statement of operations and comprehensive loss complies as to form in all material respects with identified regulatory requirements.

4. Read the notes to the pro forma statement of operations and comprehensive loss, and found them to be consistent with the basis described to us for determination of the pro forma adjustments.

5. Ensured that the numbers appearing in the column captioned Pro Forma Consolidated was accurate

A pro forma statement of operations and comprehensive loss is based on management assumptions and adjustments which are inherently subjective. The foregoing procedures are substantially less than either an audit or a review, the objective of which is the expression of assurance with respect to management's assumptions, the pro-forma adjustments, and the application of the adjustments to the historical financial information. Accordingly, we express no such assurance. The foregoing procedures would not necessarily reveal matters of significance to the pro-forma statement of operations and comprehensive loss, and we therefore make no representation about the sufficiency of the procedures for the purpose of a reader of such statements.

Horwath Leebosh Appel LLP [1]

Montreal, Quebec
November 12, 2009

[1] Chartered accountant auditor permit no. 9347

GINSMS INC.
PRO FORMA CONSOLIDATED BALANCE SHEET
AS AT JUNE 30, 2009
(UNAUDITED – SEE COMPILATION REPORT DATED NOVEMBER 12, 2009)

	GINSMS INC.	Pro forma Adjustment (Note 3)	Pro forma Consolidated
	($)	($)	($)
ASSETS			
Current assets			
Cash and cash equivalents	49,607	(i) 1,200,000 (iv) (600,343) (vi) 35,000	684,264
Accounts receivable	284,523		284,523
Prepaid expenses	20,554		20,554
	354,684	634,657	989,341
Deferred costs	346,626	(v) (346,626)	
Property and equipment	345,435	-	345,435
Future income tax asset		(iv) 186,106	186,106
	1,046,745	474,137	1,520,882
LIABILITIES AND SHAREHOLDERS' EQUITY			
Current liabilities			
Accounts payable and accrued liabilities	212,385		212,385
Due to a shareholder	346,626	(v) (346,626)	
Income tax payable	10,585		10,585
	569,596	(346,626)	222,970
Future income tax liabilities	40,738		40,738
	610,334	(346,626)	263,708
Shareholders' equity			
Share capital	435,090	(ii) 720,000 (iv) (459,037) (vi) 35,000	731,053
Other capital		(ii) 480,000 (iii) 44,800	524,800
Accumulated other comprehensive loss	(32,858)		(32,858)
Retained earnings	34,179		34,179
	436,411	820,763	1,257,174
	1,046,745	474,137	1,520,882

On behalf of the board:

Signed "Jonathan Lai", Director   Signed *"Raymond Richard"*, Director

See Accompanying Notes to Pro forma Consolidated Financial Statements

GINSMS INC.
PROFORMA CONSOLIDATED STATEMENT OF OPERATIONS AND COMPREHENSIVE INCOME
FOR THE PERIOD ENDED JUNE 30, 2009
(UNAUDITED – SEE COMPILATION REPORT DATED NOVEMBER 12, 2009)

	GINSMS INC.	Pro forma Adjustment	Pro forma Consolidated
	($)	($)	($)
Sales	204,255		204,255
Cost of sales	(105,164)		(105,164)
Gross profit	99,091		99,091
Expenses			
Selling, general and administrative	40,408		40,408
Amortization of property and equipment	24,504		24,504
	64,912		64,912
Earnings from operations	34,179		34,179
Net income before income taxes	34,179		34,179
Provision for income taxes			
Current			-
Future	-		-
	-		-
Net income	34,179		34,179
Other comprehensive income (loss), net of tax			
Foreign currency translation adjustment	(32,858)		(32,858)
Total other comprehensive income (loss)	(32,858)		(32,858)
Total comprehensive income	1,321		1,321
Net earnings per share			
Basic and diluted			0.00
Weighted average number of common shares			
Basic			40,000,000
Diluted			44,640,000

See Accompanying Notes to Pro forma Consolidated Financial Statements

1. Basis of Presentation

The accompanying unaudited pro forma consolidated financial statements of GINSMS Inc. ("Ginsms") as at June 30, 2009 and for the period then ended have been prepared by the management of the Corporation for inclusion in the preliminary prospectus to the proposed initial public offering.

Ginsms was incorporated in Alberta under the Canada Business Corporations Act on March 20, 2009. On June 9, 2009 Ginsms acquired 100% of the issued and outstanding shares of Global Edge Technology Limited ("Global"), a private limited company incorporated in the British Virgin Islands having its principal place of business in Hong Kong. The principal activity of the Corporation is the provision of inter-operator short message services. The consolidated financial statements of Ginsms as at June 30, 2009, and for the period then ended include the accounts of the Corporation and its 100% owned subsidiaries Global, Redstone Resources Limited and GIN International Limited. The pro forma consolidated financial statements include the consolidated financial statements of Ginsms.

The Corporation will be completing an initial public offering, on the basis of the assumptions described in Note 2 below.

The accompanying unaudited pro forma consolidated financial statements have been derived from the unaudited financial statements of Ginsms as at and for the three month period ended June 30, 2009. The accounting policies used in the preparation of the pro forma consolidated financial statements are those disclosed in Ginsms's unaudited financial statements as at and for the three month period ended June 30, 2009 and in the audited financial statements of Global and Ginsms as at and for the year ended March 31, 2009.

In the opinion of management, the unaudited pro forma consolidated financial statements include all adjustments necessary for fair presentation. The unaudited pro forma consolidated financial statements are not necessarily indicative of the results that actually would have been achieved if the transactions reflected therein had been completed on the dates indicated or the results which may be obtained in the future.

The unaudited pro forma consolidated financial statements of Ginsms should be read in conjunction with the foregoing financial statements, including the notes attached thereto.

The effective tax rate of Ginsms is 31% for the Canadian entity and 16.5%. for the Hong Kong entity.

2. Proposed Transaction

Ginsms will proceed with an initial public offering of units that are comprised of one common share and one-half of one common share purchase warrant at $0.15, with arm's length parties, for a minimum of 8,000,000 units for an amount of $1,200,000 and up to a maximum of 13,500,000 units for an amount of $2,025,000. Each whole common share purchase warrant shall permit the holder thereof to purchase one common share at an exercise price of $0.20 per common share for a period of twenty-four months from the closing date. The Corporation will issue to the agent, brokers warrants entitling the Agent to purchase that number of common shares that is equal to 8% of the aggregate number of Common shares sold pursuant to the Offering. Each Broker Warrant will be exercisable into one Common Share at an exercise price of $0.15 at any time prior to the date which is twenty-four months from the closing date.

The cost of the initial public offering including the Agent's commission of 10%, the Agent's corporate finance fee, listing fee, legal fees, audit fees, and printing are estimated to be $600,343 in the event of the Minimum Offering being completed and $683,000 in the event of the maximum offering being completed. All the costs related to this transaction will be recorded as issue costs and deducted against the proceeds of the initial public offering.

3. Pro Forma Adjustments and Assumptions

The unaudited pro forma consolidated financial statements give effect to the proposed transaction, as set out in the preliminary prospectus and summarized in note 2, as if the proposed transaction had occurred and was effective for the entire period ended June 30, 2009. The unaudited pro forma consolidated financial statements reflect the following pro forma assumptions and adjustments. The assumptions are preliminary and can change as a result of actual events and circumstances.

Initial public offering

(i) Ginsms proposes an initial public offering for a minimum of 8,000,000 up to a maximum of 13,500,000 units to the public at a price of $0.15 per unit for gross proceeds of a minimum amount of $1,200,000 up to a maximum amount of $2,025,000. Each unit will consist of one common share and one-half of one common share purchase warrant. These pro forma consolidated financial statements have been prepared on the assumption that the minimum offering would be realized.

The 4,000,000 warrants will entitle the holder to acquire one additional common share per warrant at a price of $0.20 per share, subject to adjustment, for a period of twenty- four months from the closing date.

The minimum net proceeds are estimated to be $1,080,000 after deducting 10% agent's commission of $120,000. An additional 640,000 broker warrants (8% of total shares issued including the exercise of the warrants), entitling the holder to acquire one common share at a price of $0.15 each for a period of twenty-four months have been issued to the agent.

(ii) In accordance with the Black-Scholes pricing model, the Corporation has estimated the fair value of each warrant at $0.06 and has therefore credited $480,000 to other capital. The balance of $0.09 was allocated to the shares and $720,000 has been credited to capital stock.

(iii) In accordance with the Black-Scholes pricing model, the Corporation has estimated the fair value of the agent's warrants at $0.07 per warrant for a total cost of $44,800 which has been credited to the other capital.

The following assumptions under the Black-Scholes model were used to arrive at the estimate for the warrants:

Post-consolidation unit price	$0.15
Risk-free interest rate	1.12%
Expected life	2 years
Expected volatility in the market price of the shares	85%
Expected dividend yield	nil

(iv) The total estimated issue costs of $459,037 (comprised of professional and other IPO costs of $600,343 less income taxes of $186,106 plus agent's warrant costs of $44,800) have been charged as follows: $459,037 applied against the $720,000 of capital stock for a net issuance amount of $260,963; of this amount, $44,800 has been credited to other capital to account for the portion relating to the fair value attributed to the agent's warrants.

(v) The IPO costs include the amount of $346,626 recorded as deferred costs, which have been paid for by a shareholder company and which will be reimbursed from the proceeds of the IPO.

(vi) In addition to this transaction, officers and directors will subscribe for 233,434 shares for a cash consideration of $35,000.

4. Pro Forma Share Capital

Authorized:

Unlimited preferred shares, non-voting, non-participating, non-cumulative dividends, redeemable and retractable

Unlimited common shares

The shareholdings, share capital, other capital and warrants of Ginsms subsequent to the transactions will be as follows:

Shareholdings and share capital:

	Number Common shares	Ownership	Share capital $
Acquisition shares	31,766,566 [1]	79.40%	435,075
Shares held by officers and directors	233,434	0.60%	35,015
IPO shares	8,000,000	20.00%	720,000
Issue costs, net of tax	-		(459,037)
Pro Forma balance, June 30, 2009	40,000,000	-	731,053

[1] Pursuant to the exchange rules, a total of 28,623,321 shares will be deposited into escrow on the closing date.

Other capital:

	Other Capital $
Broker warrants	44,800
IPO shares	480,000
Pro Forma balance, June 30, 2009	524,800

Warrants and Broker warrants:

	Number Common shares	Exercise price	Expiry
Broker warrants	640,000	0.15	24 months
IPO shares	4,000,000	0.20	24 months
Pro Forma balance, June 30, 2009	4,640,000	0.19	

AUDITORS' CONSENT

We have read the prospectus of GINSMS Inc. dated November 12, 2009 relating to qualification for distribution of a minimum of 8,000,000 units and a maximum of 13,500,000 units of GINSMS Inc. We have complied with Canadian generally accepted standards for an auditor's involvement with offering documents.

We consent to the incorporation by reference in the above-mentioned prospectus of our auditors' report to the Directors of GINSMS Inc. on the balance sheet as at March 31, 2009 and the statement of cash flows for the period from March 20, 2009 (date of incorporation) to March 31, 2009. Our report to the Directors of GINSMS Inc. is dated June 11, 2009 (except as to Note 8 c) which is dated November 12, 2009).

We consent to the use in the prospectus of our compilation report dated November 12, 2009 to the Directors of GINSMS Inc. on the unaudited pro forma consolidated statement of operations and comprehensive loss for the year ended March 31, 2009.

We consent to the use in the prospectus of our compilation report dated November 12, 2009 to the Directors of GINSMS Inc. on the unaudited pro forma consolidated balance sheet as at June 30, 2009 and the unaudited consolidated pro forma statement of operations and comprehensive income for the three month period then ended.

"Horwath Leebosh Appel LLP"[1]

Montreal, Quebec
November 12, 2009

[1] Chartered accountant auditor permit No. 9347

AUDITORS' CONSENT

We have read the prospectus of GINSMS Inc. dated November 12, 2009 relating to qualification for distribution of a minimum of 8,000,000 units and a maximum of 13,500,000 units of GINSMS Inc. We have complied with Canadian generally accepted standards for an auditor's involvement with offering documents.

We consent to the incorporation by reference in the above-mentioned prospectus of our auditors' report to the Directors of Global Edge Technology Limited on the consolidated balance sheets as at March 31, 2009, 2008 and 2007 and the consolidated statements of earnings and comprehensive income, deficit and cash flows for the years then ended. Our report to the Directors of the Corporation is dated April 27, 2009.

"Horwath Leebosh Appel LLP"[2]

Montreal, Quebec
November 12, 2009

[2] Chartered accountant auditor permit No. 9347

CERTIFICATE OF THE CORPORATION

Dated: November 12, 2009

This prospectus constitutes full, true and plain disclosure of all material facts relating to the securities offered by this prospectus as required by the securities legislation of Ontario, Alberta and British Columbia.

GINSMS INC.

"Kwok Kin Suen"	*"Koon Fai (Faith) Lam"*
Kwok Kin Suen	Koon Fai (Faith) Lam
Chief Executive Officer	Chief Financial Officer

On behalf of the Board of Directors of
GINSMS Inc.

"Raymond Richard"	*"Man Kon (Jonathan) Lai"*
Raymond Richard	Man Kon (Jonathan) Lai
Director	Director

CERTIFICATE OF THE PROMOTER

Dated: November 12, 2009

This prospectus constitutes full, true and plain disclosure of all material facts relating to the securities offered by this prospectus as required by the securities legislation of Ontario, Alberta and British Columbia.

"Man Kon (Jonathan) Lai"
Man Kon (Jonathan) Lai

CERTIFICATE OF THE AGENT

Dated: November 12, 2009

To the best of our knowledge, information and belief, this prospectus constitutes full, true and plain disclosure of all material facts relating to the securities offered by this prospectus as required by the securities legislation of Ontario, Alberta and British Columbia.

CTI CAPITAL SECURITIES INC.

"Robert Lacroix"
Robert Lacroix
Senior Vice-President