SYNERGY ACQUISITION CORP.

NOTICE OF

SPECIAL MEETING

OF THE SHAREHOLDERS OF

SYNERGY ACQUISITION CORP.

MANAGEMENT INFORMATION CIRCULAR and

PROXY STATEMENT

Place: 1 Place Ville-Marie
Suite 3900
Montreal, QC H3B 4M7

Time: 3:00 p.m. (Montreal Time)

Date: January 6, 2013

SYNERGY ACQUISITION CORP.
NOTICE OF SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the special meeting (the "**Meeting**") of the holders of common shares (the "**Shareholders**") of Synergy Acquisition Corp. (the "**Corporation**") will be held at 1, Place Ville-Marie, Suite 3900, Montreal, QC H3B 4M7 on Monday, January 6, 2014 at 3:00 p.m. (Montreal time) for the following purposes:

1. to appoint Raymond Chabot Grant Thornton LLP, Chartered Accountants, as auditors and to authorize the directors to fix the auditors' remuneration;

2. to consider, and if deemed advisable to adopt a special resolution, the full text of which is set forth in the accompanying Information Circular, to continue the Corporation under the *Canada Business Corporations Act* and discontinue the Corporation under the *Business Corporations Act* (Alberta), and to change the location of the head office of the Corporation from the Province of Alberta to the Province of Québec, the whole as more fully set out in the Management Proxy Circular.

3. to consider, and if deemed advisable to adopt a special resolution to authorize the Corporation's Board of Directors, subject to regulatory approval to change the name of the Corporation to Genius Properties Ltd./Les propriétés Genius Ltée., or at the sole discretion of the directors, to select an alternative name for the Corporation, the whole as more fully set out in the Management Proxy Circular.

4. to transact such other business as may properly be brought before the Meeting, or any adjournment or adjournments thereof.

Specific details of the matters proposed to be put before the Meeting are set forth in the Information Circular, which Information Circular forms a part of this notice of Meeting.

Each person who is a Shareholder of record at the close of business on December 5, 2013 (the "**Record Date**"), will be entitled to notice of, and to attend and vote at, the Meeting provided that, to the extent a Shareholder as of the Record Date transfers the ownership of any of such shares after such date and the transferee of those shares establishes that the transferee owns the shares and demands, not later than ten days before the Meeting, to be included in the list of Shareholders eligible to vote at the Meeting, such transferee will be entitled to vote those shares at the Meeting.

December 6, 2013

By Order of the Board Of Directors

(Signed) Stéphane Leblanc
Chief Executive Officer

Shareholders who are unable to attend the Meeting in person are requested to ***COMPLETE AND SIGN THE ACCOMPANYING FORM OF PROXY*** *and forward it in the enclosed envelope to Computershare Investor Services Inc., 1500 University Street, 7th Floor, Montreal, QC H3A 3S8, to be received not later than 48 hours (excluding Saturdays, Sundays and holidays) prior to the time of the Meeting, or any adjournment or adjournments thereof, as applicable, in order for such proxy to be used at the Meeting, or any adjournment or adjournments thereof.*

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GLOSSARY OF TERMS

The following is a glossary of terms and abbreviations used frequently throughout this Management Information Circular and Proxy Statement.

"**ABCA**" means the *Business Corporations Act* (Alberta), R.S.A. 2000, c. B–9, as amended, and includes regulations promulgated thereunder.

"**ASC**" means the Alberta Securities Commission.

"**Articles**" means the articles of incorporation of the Corporation, as amended.

"**BCSC**" means the British Columbia Securities Commission.

"**Board**" means the board of directors of the Corporation.

"**CNSX**" means the Canadian National Stock Exchange.

"**Corporation**" means Synergy Acquisition Corp., a corporation incorporated under the ABCA.

"**Information Circular**" means this management information circular and proxy statement dated December 6, 2013**,** including the schedules appended hereto.

"**Meeting Date**" means January 6, 2014.

"**Meeting**" means the special meeting of the Shareholders to be held at 1, Place Ville-Marie, Suite 3900, Montreal, Québec, on Monday, January 6, 2014 at 3:00 p.m. (Montreal time) for the purposes set forth in the Notice of Meeting.

"**Named Executive Officer**" means the following individuals: (a) each CEO, (b) each CFO, (c) each of the Corporation's three most highly compensated executive officers, or the three most highly compensated individuals acting in a similar capacity, other than the CEO and CFO, at the end of the most recently completed financial year whose total compensation was, individually, more than $150,000, and (d) each individual who would be an Named Executive Officer under paragraph (c) but for the fact that the individual was neither an executive officer of the Corporation, nor acting in a similar capacity, at the end of the most recently completed financial year-end.

"**Notice of Meeting**" means the notice of the Meeting accompanying this Information Circular.

"**Options**" means options to purchase Shares.

"**Record Date**" means December 5, 2013.

"**SAR**" or "**stock appreciation right**" means a right, granted by the Corporation or any of its subsidiaries as compensation for employment services rendered or office to receive cash or an issue or transfer of securities based wholly or in part on changes in the trading price of publicly traded securities.

"**SEDAR**" means system for electronic document access and retrieval.

"**Shareholder**" means a holder of Shares.

"**Shares**" means common shares in the capital of the Corporation.

SYNERGY ACQUISITION CORP.
INFORMATION CIRCULAR

Unless otherwise stated herein, all capitalized terms herein shall have the meaning set forth in the Glossary of Terms.

This Information Circular is furnished to Shareholders in connection with the solicitation of proxies by the management of the Corporation for use at the Meeting and any adjournment or adjournments thereof.

This Information Circular and the accompanying forms of notice and proxy as well as other related meeting materials are being mailed or delivered to Shareholders on or about December 13, 2013. Unless otherwise indicated, information in this Information Circular is given as of December 6, 2013.

No person is authorized to give any information or to make any representation not contained in this Information Circular and, if given or made, such information or representation should not be relied upon as having been authorized. This Information Circular does not constitute an offer to sell, or a solicitation of an offer to purchase, any securities, or the solicitation of a proxy, by any person in any jurisdiction in which such an offer or solicitation is not authorized or in which the person making such offer or solicitation is not qualified to do so or to any person to whom it is unlawful to make such an offer or solicitation of any offer or proxy solicitation. The delivery of this Information Circular shall not, under any circumstances, create an implication that there has been no change in the information set forth herein since the date of this Information Circular.

GENERAL PROXY MATERIALS

Solicitation of Proxies

This Information Circular is provided in connection with the solicitation of proxies by the management of the Corporation for use at the Meeting for the purposes set forth in the Notice of Meeting. In addition to solicitation by mail, proxies may be solicited in person, by telephone or other means of communication, by directors, officers and employees of the Corporation who will not be specifically remunerated therefor. The cost of soliciting proxies will be borne by the Corporation.

Appointment of Proxyholder and Revocation of Proxies

The persons named in the enclosed form of proxy are directors or officers of the Corporation. **A Shareholder has the right to appoint a person (who need not be a Shareholder) other than the persons designated in the form of proxy provided by the Corporation, to represent the Shareholder at the Meeting. To exercise this right, the Shareholder should insert the name of the desired representative in the blank space provided in the form of proxy or submit another appropriate form of proxy.** In order to be effective, a Shareholder must forward its proxy to Computershare Investor Services Inc. All proxies must be forwarded not later than 48 hours (excluding Saturdays, Sundays and holidays) preceding the Meeting, or any adjournment or adjournments thereof, as applicable. In addition, a Shareholder may bring the proxy to the Meeting and deliver it to the chairman of the Meeting prior to the commencement of the Meeting. The proxy shall be in writing and executed by the Shareholder or such Shareholder's attorney authorized in writing, or if such Shareholder is a corporation, under its corporate seal or by a duly authorized officer or attorney, as applicable.

A proxy is revocable. The giving of a proxy will not affect a Shareholder's right to attend and vote in person at the applicable Meeting. In addition to revocation in any other manner permitted by law, a Shareholder may revoke a proxy by instrument in writing executed by the Shareholder or such Shareholder's attorney authorized in writing, or, if the Shareholder is a corporation, under its corporate seal or by an officer or attorney thereof, duly authorized, and deposited at the principal place of business of the Corporation located at 1200, McGill College Avenue, Suite 1240, Montreal, QC H3B 4G7, at any time up to and including the last business day preceding the day of the

applicable Meeting, or any adjournment or adjournments thereof at which the proxy is to be used, or with the chairman of the Meeting on the day of the Meeting, or any adjournment or adjournments thereof.

Proxy Voting

The Shares represented by a valid proxy will be voted or withheld from voting in accordance with the instructions of the securityholder on any ballot that may be called for and, where a choice with respect to any matter to be acted upon has been specified in the proxy, the Shares represented by the proxy will be voted or withheld from voting in accordance with such specification. In the absence of any such specification, the management designees, if named as proxy, will vote IN FAVOUR of the proposed resolution. The enclosed form of proxy confers discretionary authority in respect of amendments or variations to matters identified in the Notice of Meeting and with respect to other matters which may properly come before the Meeting, or any adjournment or adjournments thereof. As of the date hereof, management of the Corporation know of no amendments, variations or other matters to come before the Meeting. In the event that other matters come before the Meeting, then the management designees intend to vote in accordance with the judgment of the management of the Corporation.

Pursuant to the by-laws of the Corporation, business may be transacted at the Meeting if not less than two persons are present in person, each being a Shareholder entitled to vote thereat or a duly appointed proxy or representative representing not less than 5% of the outstanding Shares carrying voting rights at the meeting.

Voting of Shares – Advice to Beneficial Holders of Securities

The information set forth in this section is of significant importance to many Shareholders as a substantial number of the Shareholders hold their Shares through intermediaries such as brokers and their agents or nominees and not in their own name. Shareholders who do not hold their Shares in their own name (referred to in this Information Circular as “Beneficial Shareholders”) should note that only proxies deposited by Shareholders whose names appear on the records of the Corporation as the registered holders of the Shares can be recognized and acted upon at the Meeting. If Shares are listed in an account statement provided to a Shareholder by a broker, then in almost all cases those Shares will not be registered under the name of the Shareholder on the records of the Corporation. Such Shares will more likely be registered under the name of the Shareholder's broker or an agent or nominee of that broker. Shares held by brokers or their agents or nominees can only be voted or withheld from voting upon any resolution upon the instructions of the Beneficial Shareholder. Without specific instructions, brokers, their agents or nominees are prohibited from voting Shares for their clients.

Applicable regulatory policy requires intermediaries and brokers to seek voting instructions from Beneficial Shareholders in advance of shareholders' meetings. Every intermediary and broker has its own mailing procedures and provides its own return instructions, which should be carefully followed by Beneficial Shareholders in order to ensure that their Shares are voted at the Meeting. Often, the form of proxy supplied to a Beneficial Shareholder by its broker (or agent or nominee thereof) is identical to the form of the proxy provided to registered Shareholders; however, its purpose is limited to instructing the registered Shareholder how to vote on behalf of the Beneficial Shareholder. A Beneficial Shareholder receiving a proxy from an intermediary cannot use that proxy to vote Shares directly at the Meeting, rather the proxy must be returned to the intermediary well in advance of the Meeting in order to have the Shares voted. A Beneficial Shareholder may however request the intermediary to appoint the Beneficial Shareholder as a nominee of it as a proxyholder. A Beneficial Shareholder should contact the intermediary, broker or agent and nominees thereof should it have any questions respecting the voting of the Shares.

The Corporation is sending proxy-related materials directly to non-objecting beneficial owners under National Instrument 54-101, *Communication With Beneficial Owners of Securities of a Reporting Issuer* ("NI 54-101"). Management of the Corporation does not intend to pay for intermediaries to forward to objecting beneficial owners under NI 54-101 the meeting materials and voting instruction form and accordingly an objecting beneficial owner will not receive the meeting materials unless the objecting beneficial owner's intermediary assumes the cost of delivery.

INTEREST OF CERTAIN PERSONS AND COMPANIES IN MATTERS TO BE ACTED UPON

Other than as disclosed herein, management of the Corporation is not aware of any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted upon at the Meeting, of any director or executive officer of the Corporation who has held that position at any time since the beginning of the Corporation's last financial year, or of any proposed nominee for election as director of the Corporation or any associate or affiliate of any of the foregoing, other than the election of directors or the appointment of auditors.

VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES

The Corporation is authorized to issue an unlimited number of Shares and an unlimited number of preferred shares (issuable in series). As at the date hereof, 16,556,834 Shares of the Corporation are issued and outstanding and no preferred shares are issued and outstanding. The holders of Shares of record are entitled to vote such shares at the Meeting on the basis of one vote for each Share held, the Shares being the only class of shares entitled to vote at the Meeting.

The holders of Shares of record at the close of business on the Record Date, set by the directors of the Corporation to be December 5, 2013, are entitled to vote such Shares at the Meeting on the basis of one vote for each Share held, except to the extent that:

a) such person transfers his Shares after the Record Date; and

b) the transferee of those Shares produces properly endorsed share certificates or otherwise establishes his ownership to the Shares and makes a demand to the registrar and transfer agent of the Corporation, not later than 10 days before the Meeting, that his name be included on the shareholders' list.

The by-laws of the Corporation provide that at least two (2) persons present and representing in person or by proxy not less than five (5%) percent of the issued Shares entitled to vote at the Meeting constitute a quorum for the Meeting.

Set out below are the names of all persons or companies who, to the knowledge of the directors or executive officers of the Corporation, beneficially own, directly or indirectly, or exercise control or direction over, voting securities carrying more than 10% of the voting rights attached to all issued and outstanding securities of the Corporation.

Name and Municipality of Residence	Type of Ownership	Class of Shares	Number of Shares	% of Shares
9248-7792 Québec Inc. Trois-Rivières, Québec	Direct	Common Shares	6,016,500	36.3%
9257-1256 Québec Inc. Trois-Rivières, Québec	Direct	Common Shares	3,995,000	24,1%

PARTICULARS OF MATTERS TO BE ACTED ON

APPROVAL OF CONTINUANCE UNDER THE CBCA

Since the closing of the transactions announced on October 10, 2013, the management of the Corporation and the totality of its assets are located in the Province of Québec. Accordingly, the Board of Directors considers that it is appropriate to move the head office to the Province of Québec and in order to do so, discontinue the Corporation under the ABCA.

As a result, at the Meeting, shareholders will be asked to consider and, if deemed advisable, pass a special resolution (the "**Continuance Resolution**") continuing the Corporation under the CBCA and discontinuing the Corporation under ABCA (the "**Continuance**").

The text of the Continuance Resolution reserves the power to the directors to revoke the Continuance Resolution after it has been approved by shareholders. The directors might exercise this power if it is deemed to be in the best interests of the Corporation.

In order to be adopted, the Continuance Resolution must be passed by the affirmative vote of at least 66 2/3% of the votes cast by shareholders at the Meeting, whether in person or by proxy. The board of directors recommends that shareholders vote FOR the Continuance Resolution. **Unless the shareholder directs that his or her shares be voted against the Continuance Resolution, the management nominees named in the enclosed form of proxy will vote FOR the Continuance Resolution.**

BE IT RESOLVED AS A SPECIAL RESOLUTION THAT:

1. the board of directors is authorized to apply to the Director under the CBCA, for a certificate of continuance, continuing the Corporation as if it had been incorporated under the CBCA;

2. any officer or director of the Corporation is authorized and directed on behalf of the Corporation to execute and deliver articles of continuance, in duplicate, to the Director under the CBCA and to execute all documents and to do all such acts and things as in the opinion of such person may be necessary or desirable to carry out the foregoing.

3. any director or officer of the Corporation is hereby authorized and directed, for and on behalf of the Corporation, to execute and deliver all such documents and to do all such other acts or things as he or she may determine to be necessary or advisable to give effect to the resolution; and

4. despite the foregoing, the directors may if deemed appropriate revoke this resolution without further approval of the shareholders at any time prior to the endorsement by the Director of a certificate of amendment of articles in respect of the foregoing.

RIGHTS OF DISSENTING SHAREHOLDERS

Dissent rights are being provided to Shareholders in respect of the Continuance pursuant to Section 189 and 191 of the ABCA. As a result, any registered Shareholder may make a claim under that section only with respect to all the Common Shares held by such Shareholder on behalf of any one beneficial owner and registered in the Shareholder's name, if the Shareholder complies with the requirements of section 191 of the ABCA and validly dissents with respect to the Continuance and the Continuance becomes effective. Beneficial Shareholders who wish to dissent should be aware that only registered Shareholders are entitled to dissent. A Beneficial Shareholder who wishes to exercise the right to dissent should immediately contact the nominee with which the Beneficial Shareholder deals in respect of the Common Shares and either: (i) instruct the nominee to exercise the right to dissent on the Beneficial Shareholder's behalf (which, if the Common Shares are registered in the name of the clearing agency, would require that the Common Shares first be re-registered in the name of the nominee); or (ii) instruct the nominee to re-register the Common Shares in the name of the Beneficial Shareholder, in which case the Beneficial Shareholder would have to exercise the right to dissent directly.

The following summary does not purport to provide a comprehensive statement of the procedures to be followed by a dissenting Shareholder under the ABCA ("**Dissenting Shareholder**"). Section 191 of the

ABCA is set forth in its entirety in Schedule A. The ABCA requires strict compliance with the procedures established therein and failure to strictly comply with such procedures may result in the loss of a Shareholder's right of dissent. Accordingly, each Shareholder who wishes to exercise rights of dissent should carefully consider and comply with the provisions of section 191 of the ABCA and consult its legal advisors. Pursuant to subsection 191(5) of the ABCA, a Dissenting Shareholder who seeks payment of the fair value of its Common Shares is required to deliver a written objection to the Continuance Resolution to the Corporation at or before the Meeting. The Corporation's address for such purpose is 1 Place Ville-Marie, 39th Floor, Montreal, Québec H3B 4M7. A Shareholder is not entitled to dissent with respect to the Common Shares it beneficially owns if it votes any of such Common Shares for the approval of the Continuance Resolution. The execution or exercise of a proxy or otherwise voting against the Continuance Resolution does not constitute a written objection for purposes of the right to dissent under the ABCA.

Within 10 days after the Continuance Resolution is approved by the Shareholders, the Corporation must so notify the Dissenting Shareholder who is then required, within 20 days after receipt of such notice (or if such Shareholder does not receive such notice, within 20 days after learning of the approval of the Continuance Resolution), to send to the Corporation a written notice containing its name and address, the number of Common Shares in respect of which the Shareholder dissents and a demand for payment of the fair value of such shares and, not later than the 30th day after sending such written notice, to send to the Corporation or its transfer agent the appropriate share certificate or certificates.

A Dissenting Shareholder who fails to send to the Corporation, within the appropriate time frame, the certificates representing the Common Shares in respect of which the Shareholder dissents forfeits the right to make a claim under section 191 of the ABCA. The Corporation or its transfer agent will endorse on the share certificates received from a Dissenting Shareholder a notice that the holder is a Dissenting Shareholder and will return forthwith the certificates to the Dissenting Shareholder.

On sending a demand for payment to the Corporation, a Dissenting Shareholder ceases to have any rights as a shareholder, other than the right to be paid the fair value of such holder's Common Shares as determined under section 191 of the ABCA, except where: (a) the Dissenting Shareholder withdraws the demand for payment before the Corporation makes an offer to the Shareholder pursuant to subsection 191(7) of the ABCA, (b) the Corporation fails to make an offer pursuant to subsection 190(7) of the ABCA and the Dissenting Shareholder withdraws the demand for payment, or (c) the transaction contemplated in the Continuance Resolution does not proceed, in which case the Dissenting Shareholder's rights as a Shareholder will be reinstated as of the date the Dissenting Shareholder sent the demand for payment. If the Continuance becomes effective, the Corporation will be required to send, not later than the seventh day after the later of (i) the date that the Continuance becomes effective (the "Effective Date"), or (ii) the day the demand for payment is received, to each Dissenting Shareholder whose demand for payment has been received, a written offer to pay for such Dissenting Shareholder's Common Shares such amount as the Board of Directors considers to be the fair value thereof accompanied by a statement showing how the fair value was determined.

The Corporation must pay for the Common Shares of a Dissenting Shareholder within ten days after an offer made as described above has been accepted by a Dissenting Shareholder, but any such offer lapses if the Corporation does not receive an acceptance thereof within 30-days after such offer has been made.

If such offer is not made or accepted, the Corporation may, within 50 days after the Effective Date or within such further period as a court may allow, apply to a court of competent jurisdiction to fix the fair value of such Common Shares. If the Corporation fails to make such an application, a Dissenting Shareholder has the right to so apply within a further 20 days or within such further period as the court may allow. A Dissenting Shareholder is not required to give security for costs in such an application.

Upon an application to a court, all Dissenting Shareholders whose Common Shares have not been purchased by the Corporation will be joined as parties and be bound by the decision of the court, and the Corporation will be required to notify each Dissenting Shareholder of the date, place and consequences of the application and of the right to appear and be heard in person or by counsel. Upon any such application to a court, the court may determine whether any person is a Dissenting Shareholder who should be joined as a party, and the court will fix a fair value for the Common Shares of all Dissenting Shareholders who have not accepted an offer to pay. The final order of a court will be rendered against the Corporation in favour of each Dissenting Shareholder. The court may, in its discretion, allow a reasonable rate of interest

on the amount payable to each such Dissenting Shareholder from the Effective Date until the date of payment.

APPROVAL OF THE RELOCATION OF THE HEAD OFFICE OF THE CORPORATION TO MONTREAL, QUÉBEC

In connection with the continuance of the Corporation and the relocation of its business activities to the province of Québec the Corporation intends to change the location of its head office concurrently with its continuance.

Upon approval to effect the relocation of the Corporation's head office to the province of Québec, it is the intention, to relocate the head office of the Corporation to Montreal, where the majority of the directors and senior management are located. The special resolution to effect this relocation of the head office of the Corporation is set out below (the "Relocation Resolution").

The text of the Relocation Resolution reserves the power to the directors to revoke the Relocation Resolution after it has been approved by shareholders. The directors might exercise this power if it is deemed to be in the best interests of the Corporation.

In order to be adopted, the Relocation Resolution must be passed by the affirmative vote of not less than 66 2/3% of the votes cast by shareholders at the Meeting, whether in person or by proxy. The board of directors recommends that shareholders vote FOR the Relocation Resolution. **Unless the shareholder directs that his or her shares be voted against the Relocation Resolution, the management nominees named in the enclosed form of proxy will vote FOR the Relocation Resolution.**

BE IT RESOLVED AS A SPECIAL RESOLUTION THAT:

1. the Corporation be and is hereby authorized to change the head office of the Corporation to the province of Québec concurrent with the filing of the articles of continuance;

2. the board of directors, in its sole discretion, be and is hereby authorized to implement the relocation;

3. any director or officer of the Corporation is hereby authorized and directed, for and on behalf of the Corporation, to execute and deliver all such documents and to do all such other acts or things as he or she may determine to be necessary or advisable to give effect to the resolution (including, without limitation, the delivery of articles of continuance in the prescribed form to the Director appointed under the *Canada Business Corporations Act,* the execution of any such document or the doing of any such other act or thing being conclusive evidence of such determination; and

4. despite the foregoing, the directors may revoke this resolution without further approval of the shareholders at any time prior to the endorsement by the Director of a certificate of amendment of articles in respect of the foregoing.

APPROVAL OF CHANGE OF NAME OF THE CORPORATION

Concurrent with the continuance of the Corporation under the CBCA the Corporation proposes to change its name to "Genius Properties Ltd./Les proprieties Genius Ltée.". At the Meeting, shareholders will be asked to consider and, if deemed advisable, pass, with or without variation, a special resolution authorizing an amendment to the articles of the Corporation to effect this name change in the form set for below (the "Name Change Resolution"). If the Name Change Resolution is approved at the Meeting, it is the intention of the Board of Directors and subject to the receipt of all necessary regulatory approvals, that the name change will be made effective concurrently with the continuance.

The text of the Name Change Resolution reserves the power to the directors to revoke the Name Change Resolution after it has been approved by shareholders. The directors might exercise this power if it is deemed to be in the best interests of the Corporation.

In order to be adopted, the Name Change Resolution must be passed by the affirmative vote of at least 66 2/3% of the votes cast by shareholders at the Meeting, whether in person or by proxy. The board of directors recommends 11 that shareholders vote FOR the Name Change Resolution. **Unless the shareholder directs that his or her shares be voted against the Name Change Resolution, the management nominees named in the enclosed form of proxy will vote FOR the Name Change Resolution.**

BE IT RESOLVED AS A SPECIAL RESOLUTION THAT:

1. the board of directors is authorized to seek regulatory approval and amend change the name of the Corporation from "Synergy Acquisition Corp." to "Genius Properties Ltd./Les proprieties Genius Ltée.";

2. any director or officer of the Corporation is hereby authorized and directed, for and on behalf of the Corporation, to execute and deliver all such documents and to do all such other acts or things as he or she may determine to be necessary or advisable to give effect to the resolution (including, without limitation, the delivery of articles of continuance in the prescribed form to the Director appointed under the *Canada Business Corporations Act*, the execution of any such document or the doing of any such other act or thing being conclusive evidence of such determination; and

3. despite the foregoing, the directors may if deemed appropriate revoke this resolution without further approval of the shareholders at any time prior to the endorsement by the Director of a certificate of continuance.

APPOINTMENT OF AUDITORS

In connection with the relocation of the Corporation's business activities in the Province of Québec, the Corporation proposes to appoint local auditors with recognized expertise in the mining and natural resources industry.

It is proposed to appoint Raymond Chabot Grant Thornton LLP as auditors of the Corporation at the Meeting, to hold office until the close of the next annual meeting of Shareholders, and to authorize the Board of Directors to determine their remuneration. Except where authority to vote in respect of the appointment of auditors is withheld, the persons named in the accompanying form of proxy will vote the shares represented thereby for the appointment of Raymond Chabot Grant Thornton LLP as auditors of the Corporation.

Additional information

Additional information relating to the Corporation is on SEDAR at www.sedar.com.

Shareholders may contact the Corporation to request copies of the Corporation's financial statements and management discussion and analysis as follows:

Synergy Acquisition Corp.
1200, McGill
College Avenue
Suite 1240
Montreal, QC H3B 4G7
Attention: Stéphane Leblanc
Email: canadianmetals@gmail.com
Ph.: (418) 717-2553

SCHEDULE A
RIGHT TO DISSENT
SECTION 191 OF THE ABCA

191(1) Subject to sections 192 and 242, a holder of shares of any class of a corporation may dissent if the corporation resolves to

(a) amend its articles under section 173 or 174 to add, change or remove any provisions restricting or constraining the issue or transfer of shares of that class,

(b) amend its articles under section 173 to add, change or remove any restrictions on the business or businesses that the corporation may carry on,

(b.1) amend its articles under section 173 to add or remove an express statement establishing the unlimited liability of shareholders as set out in section 15.2(1),

(c) amalgamate with another corporation, otherwise than under section 184 or 187,

(d) be continued under the laws of another jurisdiction under section 189, or

(e) sell, lease or exchange all or substantially all its property under section 190.

(2) A holder of shares of any class or series of shares entitled to vote under section 176, other than section 176(1)(a), may dissent if the corporation resolves to amend its articles in a manner described in that section.

(3) In addition to any other right the shareholder may have, but subject to subsection (20), a shareholder entitled to dissent under this section and who complies with this section is entitled to be paid by the corporation the fair value of the shares held by the shareholder in respect of which the shareholder dissents, determined as of the close of business on the last business day before the day on which the resolution from which the shareholder dissents was adopted.

(4) A dissenting shareholder may only claim under this section with respect to all the shares of a class held by the shareholder or on behalf of any one beneficial owner and registered in the name of the dissenting shareholder.

(5) A dissenting shareholder shall send to the corporation a written objection to a resolution referred to in subsection (1) or (2)

(a) at or before any meeting of shareholders at which the resolution is to be voted on, or

(b) if the corporation did not send notice to the shareholder of the purpose of the meeting or of the shareholder's right to dissent, within a reasonable time after the shareholder learns that the resolution was adopted and of the shareholder's right to dissent.

(6) An application may be made to the Court after the adoption of a resolution referred to in subsection (1) or (2),

(a) by the corporation, or

(b) by a shareholder if the shareholder has sent an objection to the corporation under subsection (5),

to fix the fair value in accordance with subsection (3) of the shares of a shareholder who dissents under this section, or to fix the time at which a shareholder of an unlimited liability corporation who dissents under this section ceases to become liable for any new liability, act or default of the unlimited liability corporation.

(7) If an application is made under subsection (6), the corporation shall, unless the Court otherwise orders, send to each dissenting shareholder a written offer to pay the shareholder an amount considered by the directors to be the fair value of the shares.

(8) Unless the Court otherwise orders, an offer referred to in subsection (7) shall be sent to each dissenting shareholder

(a) at least 10 days before the date on which the application is returnable, if the corporation is the applicant, or

(b) within 10 days after the corporation is served with a copy of the application, if a shareholder is the applicant.

(9) Every offer made under subsection (7) shall

(a) be made on the same terms, and

(b) contain or be accompanied with a statement showing how the fair value was determined.

(10) A dissenting shareholder may make an agreement with the corporation for the purchase of the shareholder's shares by the corporation, in the amount of the corporation's offer under subsection (7) or otherwise, at any time before the Court pronounces an order fixing the fair value of the shares.

(11) A dissenting shareholder

(a) is not required to give security for costs in respect of an application under subsection (6), and

(b) except in special circumstances must not be required to pay the costs of the application or appraisal.

(12) In connection with an application under subsection (6), the Court may give directions for

(a) joining as parties all dissenting shareholders whose shares have not been purchased by the corporation and for the representation of dissenting shareholders who, in the opinion of the Court, are in need of representation,

(b) the trial of issues and interlocutory matters, including pleadings and questioning under Part 5 of the *Alberta Rules of Court*,

(c) the payment to the shareholder of all or part of the sum offered by the corporation for the shares,

(d) the deposit of the share certificates with the Court or with the corporation or its transfer agent,

(e) the appointment and payment of independent appraisers, and the procedures to be followed by them,

(f) the service of documents, and

(g) the burden of proof on the parties.

(13) On an application under subsection (6), the Court shall make an order

(a) fixing the fair value of the shares in accordance with subsection (3) of all dissenting shareholders who are parties to the application,

(b) giving judgment in that amount against the corporation and in favour of each of those dissenting shareholders,

(c) fixing the time within which the corporation must pay that amount to a shareholder, and

(d) fixing the time at which a dissenting shareholder of an unlimited liability corporation ceases to become liable for any new liability, act or default of the unlimited liability corporation.

(14) On

(a) the action approved by the resolution from which the shareholder dissents becoming effective,

(b) the making of an agreement under subsection (10) between the corporation and the dissenting shareholder as to the payment to be made by the corporation for the shareholder's shares, whether by the acceptance of the corporation's offer under subsection (7) or otherwise, or

(c) the pronouncement of an order under subsection (13),

whichever first occurs, the shareholder ceases to have any rights as a shareholder other than the right to be paid the fair value of the shareholder's shares in the amount agreed to between the corporation and the shareholder or in the amount of the judgment, as the case may be.

(15) Subsection (14)(a) does not apply to a shareholder referred to in subsection (5)(b).

(16) Until one of the events mentioned in subsection (14) occurs,

(a) the shareholder may withdraw the shareholder's dissent, or

(b) the corporation may rescind the resolution,

and in either event proceedings under this section shall be discontinued.

(17) The Court may in its discretion allow a reasonable rate of interest on the amount payable to each dissenting shareholder, from the date on which the shareholder ceases to have any rights as a shareholder by reason of subsection (14) until the date of payment.

(18) If subsection (20) applies, the corporation shall, within 10 days after

(a) the pronouncement of an order under subsection (13), or

(b) the making of an agreement between the shareholder and the corporation as to the payment to be made for the shareholder's shares,

notify each dissenting shareholder that it is unable lawfully to pay dissenting shareholders for their shares.

(19) Notwithstanding that a judgment has been given in favour of a dissenting shareholder under subsection (13)(b), if subsection (20) applies, the dissenting shareholder, by written notice delivered to the corporation within 30 days after receiving the notice under subsection (18), may withdraw the shareholder's notice of objection, in which case the corporation is deemed to consent to the withdrawal and the shareholder is reinstated to the shareholder's full rights as a shareholder, failing which the shareholder retains a status as a claimant against the corporation, to be paid as soon as the corporation is lawfully able to do so or, in a liquidation, to be ranked subordinate to the rights of creditors of the corporation but in priority to its shareholders.

(20) A corporation shall not make a payment to a dissenting shareholder under this section if there are reasonable grounds for believing that

(a) the corporation is or would after the payment be unable to pay its liabilities as they become due, or

(b) the realizable value of the corporation's assets would by reason of the payment be less than the aggregate of its liabilities.