

**GENIUS PROPERTIES LTD.
NOTICE OF ANNUAL MEETING OF SHAREHOLDERS**

NOTICE IS HEREBY GIVEN that the Annual meeting (the “**Meeting**”) of the holders of common shares (the “**Shareholders**”) of GENIUS PROPERTIES LTD. (the “**Corporation**”) will be held at 1, Place Ville-Marie, Suite 3900, Montreal, QC H3B 4M7 on Friday, June 20th, 2014 at 1:00 p.m. (Montreal time) for the following purposes:

1. to receive the financial statements of the Corporation for the fiscal year ended December 31, 2013 and the auditors' report thereon; and
2. to elect the directors of the Corporation; and
3. to appoint Raymond Chabot Grant Thornton LLP, Chartered Accountants, as auditors and to authorize the directors to fix the auditors' remuneration;
4. to adopt an ordinary resolution approving and ratifying the Corporation's current 10% rolling stock option plan and the options granted thereunder; and
5. to transact such other business as may properly be brought before the Meeting, or any adjournment or adjournments thereof.

Only shareholders of record at the close of business on May 16, 2014 will receive a notice of the Annual and Special General Meeting and will be entitled to vote, in person or by proxy, at the meeting.

By order of the Board
(Signed) *Stéphane Leblanc*
Chief Executive Officer

Montreal, May 16, 2014

*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.*