

GENIUS PROPERTIES LTD.
MATERIAL CHANGE REPORT
FORM 51-102F3

Item 1. Reporting Issuer

Genius Properties Ltd. (« Genius »)
800, René-Lévesque Blvd.
Montreal, QC
H3B 1X9

Item 2. Date of Material Change

December 15, 2014.

Item 3. Press Release

A press release with respect to the material change referred to in this report was issued through newswire services of Marketwired on December 16, 2014.

Item 4. Summary of Material Changes

On December 15, 2014, Genius announced the resignation of Claude Rousseau as director of the corporation.

Item 5. Full Description of Material Change

On December 15, 2014, Genius announced that Claude Rousseau has tendered his resignation as director of the Corporation, effective today, but will remain as an active and esteemed member of Genius' Advisory Board.

The Board of Directors and management of the Corporation wish to thank Mr. Rousseau for his valuable service as a director and look forward to his continued contribution to the success of Genius as a member of the Advisory Board.

Item 6. Reliance on Section 7.1(2) or (3) of Regulation 51-102 respecting continuous disclosure obligations

N/A

Item 7. Omitted Information

None

Item 8. Executive Officer

The following executive officer is knowledgeable about the material change and this report

Stéphane Leblanc
President and CEO
Tel: (418) 717-2553

Item 9. Date of Report

December 19, 2014