

GENIUS PROPERTIES LTD.

FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1. – Reporting Issuer

Genius Properties Ltd. (“Genius”)
2735, rue Tebbutt
Trois-Rivières, Québec, G9A 5E1

Item 2. – Date of Material Change

May 21, 2015

Item 3. – Press Release

Press release with respect to the material change referred to in this report was issued through the newswire services of Marketwired on May 21, 2015.

Item 4. – Summary of Material Change

On May 21, 2015, Genius announced that it had signed a letter of intent for the acquisition of the portfolio and proprietary brands and exclusive recipes of functional foods and natural health beverages from Reïva Global Corporation.

Item 5. – Full Description of Material Change

On May 21, 2015, Genius Properties Ltd. (“Genius” or the “Corporation”) (CSE: GNI) announced that it has entered into a letter of intent (“LOI”) with 9191364 Canada Inc., a company doing business under the name Reïva Global Corporation (“Reïva”), for the acquisition of all the assets of Reïva, composed primarily of a portfolio of proprietary brands and exclusive recipes of functional foods and natural health beverages. Principal Terms of the LOI Under the terms of the LOI, Genius will issue to Reïva an aggregate THIRTY MILLION (30,000,000) new common shares (the “Consideration Shares”) from the Corporation’s share capital. The parties intend to treat the transaction as a rollover under subsection 85(1) of the Income Tax Act (Canada) and section 518 of the Taxation Act (Quebec). The Consideration Shares will be subject to a thirty-six (36) month escrow, in accordance with CSE policies and applicable securities regulation. It is contemplated that Denis Richard, the founder of Reïva, will become President and Chief Executive Officer of Genius following the closing of the transaction and that Stéphane Leblanc will become Executive Vice-President and Secretary. Mr. Leblanc will also remain as a Director of the Corporation. The LOI is non-binding and is expected to be superseded by definitive agreements to be agreed to and entered into between the parties (“Definitive Agreements”). The Transaction is subject to regulatory approval and standard closing conditions..

Item 6. – Reliance on Section 7.1(2) 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

May 29, 2015