

**GENIUS PROPERTIES LTD.  
NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS**

NOTICE IS HEREBY GIVEN that the annual general and special 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 Monday, July 6<sup>th</sup>, 2015 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, 2014 and the auditors' report thereon; and
2. to elect the directors of the Corporation; and
3. to reappoint Raymond Chabot Grant Thornton LLP, Chartered Accountants, as auditors and to authorize the directors to fix the auditors' remuneration;
4. to approve and ratify the new stock option plan of the Corporation which replaces and supersedes the stock option plan previously in effect;
5. to consider, confirm and ratify the adoption of By-Law No. 1-2015 which provides for advance notice requirements for director nominations, as more fully described in the accompanying management information circular;
6. 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 June 1, 2015 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*  
Executive Vice-President and Secretary

Montreal, June 8, 2015

*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, 7<sup>th</sup> 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.*