

GENIUS PROPERTIES LTD.
2735 Tebbutt
Trois-Rivières, QC, G9A 5E1

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

To the shareholders of Genius Properties Ltd.:

NOTICE IS HEREBY GIVEN THAT the annual general and special meeting of the shareholders (the “**Meeting**”) of Genius Properties Ltd. (the “**Corporation**”) will be held at the offices of McMillan LLP, at 1000 Sherbrooke W., 28th Floor, Montreal, Québec on Monday, July 11, 2016 at 1:00 p.m. (Montreal time) for the following purposes at 1:00 p.m., Eastern Standard Time on July 11, 2016 for the following purposes:

1. to receive the financial statements of the Corporation for the fiscal year ended December 31, 2015 and the auditors' report thereon;
2. to set the number of directors of the Corporation at five(5);
3. to elect the directors of the Corporation for the forthcoming year;
4. to reappoint Raymond Chabot Grant Thornton LLP, Chartered Accountants, as auditors and to authorize the directors to fix the auditors' remuneration;
5. to consider and, if thought appropriate, to pass, with or without variation, an ordinary resolution approving the adoption of a new stock option plan, as more particularly described in the management information circular (the “**Information Circular**”) accompanying this notice of meeting;
6. to consider and, if thought appropriate, to pass, with or without variation, a special resolution to approve the consolidation (the “**Consolidation**”) of the Corporation's issued and outstanding common shares on the basis of one (1) post-Consolidation common share for up to five (5) pre-Consolidation common shares, as more particularly described in the Information Circular;
7. to consider and, if thought appropriate, to pass, with or without variation, a special resolution approving the name change of the Corporation to “ONE97 Mine Inc.”, “Mine ONE97 inc.” or such other name as may be approved by the board of directors of the Corporation and the Canadian Stock Exchange, as more particularly described in the accompanying Information Circular;
8. to consider and, if thought appropriate, to pass, with or without variation, a special resolution to authorize the Corporation to amend the articles of the Corporation to allow the directors of the Corporation to appoint additional directors to the Corporation's current board of directors, but the total number of directors so appointed may not exceed one-third of the number of directors elected at the previous annual meeting of the shareholders; and
9. to transact such other business as may properly be brought before the Meeting, or any

adjournment or adjournments thereof.

Information relating to the matters to be dealt with at the Meeting is set forth in the Information Circular which accompanies this Notice of Meeting.

DATED this 10th day of June, 2016

BY ORDER OF THE BOARD OF DIRECTORS

(s) Stéphane Leblanc

Stéphane Leblanc
President and CEO

IMPORTANT

Only shareholders of record at the close of business on June 6, 2016 are entitled to receive a notice of the Annual and Special General Meeting and only those holders of the common shares of the Corporation of record at the close of business on June 6, 2016, or who subsequently become shareholders and comply with the provisions of the *Canada Business Corporations Act*, are entitled to vote at the Meeting.

It is important that your common shares of the Corporation are represented at the Meeting. Shareholders may exercise rights by attending the Meeting or by completing a form of proxy. If you are unable to attend the Meeting in person, please complete, date and sign the enclosed form of proxy and return it in the envelope provided for that purpose. Proxies, to be valid, must be deposited at the office of the Registrar and Transfer Agent of the Corporation, Computershare Investor Services Inc., 1500 University Street, 7th Floor, Montreal, QC H3A 3S8, no later than 4:00 p.m., Eastern Standard Time, on July 7, 2016. **Your common shares will be voted in accordance with your instructions as indicated on the form of proxy or, if no instructions are given on the form of proxy, the proxy holder will vote "FOR" each of the matters indicated in paragraphs 2 to 9 hereinabove.**