

FORM 51-102F3

MATERIAL CHANGE REPORT

1. Name and Address of Company:

Genius Properties Ltd. (“Genius” or the “Corporation”)
106 Duke Street
Chester, Nova Scotia
B0J 1J0

2. Date of Material Change

December 30, 2016

3. News Release

A news release, in English version, was issued on December 30, 2016 through Marketwired.

4. Summary of Material Change

The Corporation announced the completion of its previously announced private placement (press release dated December 9, 2016) of flow-through share (“FT Share”) at a price of \$0.05 per Share representing gross proceeds of \$317,900.

5. Full Description of Material Change

5.1 Full Description of Material Change

The Corporation announced, further to its news release dated December 9, 2016, that it has completed, subject to regulatory and CSE final approval, the private placement (the “Offering”) of Shares of the Corporation at a price of \$0.05 for gross proceeds of \$317,900, of which \$190,000 was completed as a brokered offering with Leede Jones Gable Inc. as the lead agent and sole bookrunner (the “Agent”).

The Corporation intends to use the proceeds of the Offering for work expenditures.

The Agent received a cash commission of \$15,200 representing 8.0% of the gross proceeds of the sale of FT Shares placed by it. The Agent also received 304,000 common share purchase warrants (the “Agent’s Warrants”). Each Agent’s Warrant entitles the holder thereof to acquire a Common Share at a price of \$0.05 for a period of 24 months from the closing date. The Corporation also paid a finder’s fee of \$7,832.

All securities issued in connection with the Offering are subject to a four month hold period expiring May 1, 2017.

5.2 Disclosure for Restructuring Transactions

Not applicable.

6. Reliance on Subsection 7.1(2) of Regulation 51-102

Not applicable.

7. Omitted Information

Not applicable.

8. Executive Officer

For additional information, please contact:

Mr. Jimmy Gravel
President, Chief Executive Officer
Phone:

9. Date of Report

December 30, 2016