

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

February 1, 2017

3. News Release

A news release, in English version, was issued on January 31, 2017 through Marketwired.

4. Summary of Material Change

The Corporation announced the effective date of its previously announced stock consolidation (press release dated January 20, 2017) of common shares.

5. Full Description of Material Change

5.1 Full Description of Material Change

The Corporation announced that effective February 1, 2017, its common shares will commence trading on the Canadian Securities Exchange on a consolidated basis of one (1) new post-consolidation common share for every five (5) pre-consolidation common shares (the "Consolidation"). As a result of the Consolidation, the Corporation's common shares will be reduced to 18,839,082 and no fractional shares will be issued as a result of the Consolidation. The Corporation's name and trading symbol remain unchanged.

Registered shareholders will be sent a transmittal letter from the Corporation's transfer agent, Computershare Investor Services Inc. in due course. The letter of transmittal will contain instructions on how certificate(s) representing pre-consolidation shares may be surrendered to the transfer agent in exchange for new share certificates representing the number of post-consolidation common shares to which the shareholder is entitled. The Board of Directors believes that the Consolidation will be beneficial to the Corporation in that it is expected to, among other things, provide the Corporation with greater flexibility in attracting financing.

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

February 6, 2017