

Form 51-102F3
Material Change Report

Item 1 Name and Address of Company

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

Item 2 Date of Material Change

April 5, 2017

Item 3 News Release

A new release was disseminated on April 6, 2017 through Marketwired. A copy of the news release is attached hereto as Schedule A.

Item 4 Summary of Material Change

Genius announced that it has entered into definitive purchase and sale agreements dated April 5, 2017 (the “**Agreements**”) to acquire a 100% interest in the Sakami and Kuujjuaq properties (the “**Properties**”), which cover various mineral resources in the Province of Quebec (the “**Acquisitions**”).

Genius will purchase a 100% interest in the Sakami Property and Kuujjuaq Property respectively in consideration of the issuance of 6,000,000 and 6,500,000 common shares of the Company at a deemed price of \$0.15 per share. Each property will be subject to a 2% net smelter returns royalty (NSR) on production, half of which can be bought back for a cash payment of \$1,000,000. As a condition of closing of the Acquisitions, Genius is required to complete a financing of a minimum of \$800,000 on or before April 30, 2017.

The securities issuable in connection with the Acquisitions are subject to a statutory four month and one day hold period. Closing of the Acquisition is anticipated to be on or about April 14, 2017, and is subject to receipt of applicable regulatory approvals, including the approval of the Canadian Securities Exchange.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

Please refer to Schedule A for details.

5.2 Disclosure for Restructuring Transactions

Not applicable.

Item 6 Reliance on subsection 7.1(2) or (3) of National Instrument 51-102

Neither subsection 7.1(2) nor (3) of National Instrument 51-102 is being relied upon.

Item 7 Omitted Information

No Information has been omitted on the basis that it is confidential information.

Item 8 Executive Officer

Guy Goulet, President & CEO
Email: info@guygoulet.com

Item 9 Date of Report

April 10, 2017



Genius Properties Ltd.

CSE: GNI

**GENIUS ANNOUNCES PROPOSED ACQUISITION OF SAKAMI AND
KUUJJUAQ PROPERTIES AND APPOINTMENT OF NEW PRESIDENT AND
CHIEF EXECUTIVE OFFICER**

Genius Properties Ltd. (CSE: GNI) (“Genius” or the “Company”) Genius Properties Ltd. (CSE: GNI) (“Genius” or “Company”) is pleased to announce that it has entered into definitive purchase and sale agreements dated April 5, 2017 (the “**Agreements**”) to acquire a 100% interest in the Sakami and Kuujjuaq properties (the “**Properties**”), which cover various mineral resources in the Province of Quebec (the “**Acquisitions**”).

Properties Highlights

The Sakami Property:

- The Sakami property consists of 128 mineral claims totaling 65.7km².
- The property straddles the contact between Opinaca and La Grande geological sub-provinces over a distance of 35 km in the James Bay territory. Goldcorp's Eleonore Mine (7.85 million ounces of gold) is located near the southern Opinaca-La Grande structural contact.
- North of the Sakami property, the Osisko-James Bay Zone 32 carries a historical resources of 4.2 Mt at 2.1 g/t Au and 0.2 % Cu (310,000 ounces of gold).
- Limited exploration was carried out on the Sakami property, yet two potential areas have been identified by assaying grab samples providing gold results of up to 2 g/t and widths up to 10 meters.
- Two well-defined gold anomalies have been detected by a humus geochemical survey which was completed only on a small portion of the property.

The Kuujjuaq Property:

- The Kuujjuaq property consists of 78 claims totaling 36 km² and is situated 85 km ESE from the town of Kuujjuaq (NTS sheets 24F12 and 13 in the Churchill Province).
- The property is covered by a large magnetic anomaly and contains or is surrounded by more than 50 showings of zinc, copper, silver, nickel, palladium, platinum and gold.
- This magnetic anomaly is situated at the contact between volcanic and sedimentary rocks which has been traced over a distance of 500 m.
- Several mineral showings were uncovered on the property (including the Boylen showing) where pyrite, pyrrhotite, graphite, magnetite, chalcopyrite and sphalerite were found with results of up to 5 g/t gold and 1.1 % Zn.

The Acquisition Terms

Genius will purchase a 100% interest in the Sakami Property and Kuujjuaq Property respectively in consideration of the issuance of 6,000,000 and 6,500,000 common shares of the Company at a deemed price of \$0.15 per share. Each property will be subject to a 2% net smelter returns royalty (NSR) on production, half of which can be bought back for a cash payment of \$1,000,000. As a condition of closing of the Acquisitions, Genius is required to complete a financing of a minimum of \$800,000 on or before April 30, 2017.

The securities issuable in connection with the Acquisitions are subject to a statutory four month and one day hold period. Closing of the Acquisition is anticipated to be on or about April 14, 2017, and is subject to receipt of applicable regulatory approvals, including the approval of the Canadian Securities Exchange.

New President and Chief Executive Officer

Lastly Genius is pleased to announce the appointment of Guy Goulet as President and Chief Executive Officer and Director of the Company effective today, and subject to any applicable regulatory approval. Mr. Goulet graduated from *École Polytechnique de Montréal* in 1986 as a geological engineer. He has been involved at the senior management and board levels of publicly listed junior exploration and mining companies for more than 30 years and is a member of the *Ordre des Ingénieurs du Québec*. He was co-credited for the restart of the *Wrightbar gold mine* in Val d'Or, Quebec in 1996 and collaborated with Hydro-Québec (LTD division) and Group STAS on the only project leading to the production of lithium metal from high purity lithium carbonate. From 2000 to 2008, he served as co-founder, president and chairman of H2O Innovation, the largest water treatment company in Canada that manufactures and installs integrated systems for various markets. Returning to his roots in mining, he joined Maya Gold & Silver in 2008 where he served as CEO until his resignation in March 2017. During his tenure he was co-credited for restarting the *Zgounder silver mine* in Morocco and continues to serve on the board of directors. Mr. Goulet has raised in excess of \$125 million over his career with TSX Venture Exchange companies.

The Company wishes to thank Mr. Jimmy Gravel, the Company's current President and CEO, for his service to the Company. Mr. Gravel has guided the Company through a challenging period for the junior mineral exploration and mining sector in Canada, and internationally. Mr. Gravel will now act as VP Development and continue to serve on the Company's board of directors.

The technical content of this news release has been provided by Genius Properties Ltd and has been reviewed and approved by Michel Boily, PhD, geo from GÉON; an independent Qualified Person under NI 43-101 standards.

Related Party Transaction

A portion of the Acquisition will constitute a “related party transaction” as set out in Multilateral Instrument 61-101 Protection of Minority Shareholders in Special Transactions (“**MI 61-101**”) as Guy Goulet and Stéphane Leblanc, indirectly through 9248-7792 Québec Inc., both officers of Genius, will be issued under the Acquisition respectively 2,500,000 and 700,000 common shares of the Company at a deemed price of \$0.15 per share. Accordingly, the Acquisition constituted to that extent a "related party transaction" under MI 61-101. The transaction is exempt from the formal valuation and minority shareholder approval requirements under MI 61-101 as neither the fair market value of any securities issued to or the consideration paid by such persons exceeds 25% of the Company's market capitalization. The Company will likely not file a material change report more than 21 days before the expected closing of the Acquisition as its wishes to close on an expedited basis for sound business reasons.

About Genius Properties

Genius is a Canadian mineral exploration company focused on developing projects with some of the world’s most critical metals and minerals.

For more information, please contact:

Guy Goulet, President & CEO

Email: info@guygoulet.com

Cautionary Statements Regarding Forward Looking Information

This news release contains forward-looking information within the meaning of applicable Canadian securities laws. All information other than historical fact is forward-looking information. Forward-looking information relates to future events or future performance and is based on GNI current internal expectations, estimates, projections, assumptions and beliefs. Forward-looking information is often, but not always, identified by the use of words such as "expect", "project", "proposed", "intend", "seek", "anticipate", "budget", "plan", "continue", "estimate", "forecast", "may", "will", "predict", "potential", "targeting", "could", "might", "should", "believe" and similar expressions. Although management considers the assumptions and estimates, reflected in forward-looking information, to be reasonable, based on information currently available, there can be no assurance that such information will prove to be correct. As a consequence, actual results may differ materially from those anticipated.

Undue reliance should not be placed on forward-looking information which is inherently uncertain, and subject to known and unknown risks and uncertainties (both general and specific) and other factors that contribute to the possibility that the future events or circumstances contemplated by the forward looking information will not occur or that may cause the actual results, level of activity, performance or achievements of the Company to be materially different from those expressed or implied by such forward-looking information. These risks include, but are not limited to risks associated with general economic conditions, the actual results of current exploration activities, conclusions of economic evaluations, changes in project parameters as plans continue to

be refined, future metal prices, financial risks and substantial capital requirements. Further information regarding certain of these risks (as well as risks relating generally to the Company's business) may be found under the headings "Risks and Uncertainties", "Forward-Looking Information" and "Financial risk factors" in the latest Company's Management's Discussion & Analysis on www.sedar.com. Readers are cautioned that the foregoing list of factors that may affect future results is not exhaustive. The forward-looking statements contained in this news release are made as of the date hereof and GNI does not undertake any obligation to update publicly or to revise any of the included forward-looking statements, except as required by applicable law. The forward-looking statements contained herein are expressly qualified by this cautionary statement.

Neither the CSE nor its Regulation Services Provider accepts responsibility for the adequacy or accuracy of this release.