

**FORM 51-102F3
MATERIAL CHANGE REPORT**

Item 1 Name and Address of the Company

Genius Properties Ltd. (the "Corporation")
22 Lafleur Nord, Suite 203
Saint-Sauveur, Québec
J0R 1R0

Item 2 Date of Material Change

December 22, 2017

Item 3 News Release

A news release disclosing the material change was released on December 22, 2017 through the facilities of Marketwired and subsequently filed on SEDAR.

Item 4 Summary of Material Change

The Corporation announced that it has closed a non-brokered private placement offering for gross proceeds of \$1,001,800.

Item 5 Full Description of Material Change

See attached press release for a complete description of the material change.

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

Not applicable.

Item 7 Omitted Information

Not applicable.

Item 8 Executive Officer

The name and business telephone number of an officer of the Corporation who is knowledgeable about the material change and this report are as follows:

Guy Goulet
President & CEO
514-294-7000

Item 9 Date of Report

December 22, 2017.



Genius Properties Ltd. Completes Non Brokered Private Placement of over \$1 Million

ST-SAUVEUR, QUÉBEC — (December 22, 2017) -

NOT FOR DISSEMINATION IN THE UNITED STATES OR FOR DISTRIBUTION TO U.S. NEWSWIRE SERVICES

Genius Properties Ltd. (CSE:GNI)(CSE:GNI.CN)(CNSX:GNI) (“**Genius**” or the “**Corporation**”) is pleased to announce that it has closed a non brokered private placement for total gross proceeds of \$1,001,800 (the “**Offering**”) through the issuance of 5,262,000 units of the Corporation (“**Units**”) at a price of \$0.15 per Unit, for gross proceeds of \$789,300 and 1,062,500 flow-through shares of the Corporation (the “**FT Shares**”) at a price of \$0.20 per FT Share, for gross proceeds of \$212,500. Each Unit is comprised of one common share of the Corporation (a “**Share**”) and one-half of one Share purchase warrant (each whole, a “**Warrant**”). Each Warrant will entitle its holder to purchase one additional Share at a price of \$0.25 per Share for a period of 12 months from the date of its issuance, provided however that the Corporation shall be entitled to accelerate the expiry of the Warrants to the date that is 30 days following the date a notice is provided to the holder in the event that the volume weighted average price of the Shares on the Canadian Securities Exchange exceeds \$0.50 for any twenty (20) consecutive trading days at any time prior to the expiry of the Warrants.

Insiders of the Corporation purchased a total of 1,250,000 Units and 160,000 FT Shares. Their participation in the Offering constitutes a “related party transaction” as defined under National Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions* (“**NI 61-101**”). However, such participation is exempt from the valuation and minority shareholder approval requirements of NI 61-101 based on the fact that neither the fair market value of the Offering, nor the consideration paid by such persons, exceeds 25% of the Corporation’s market capitalization. The Corporation did not file a material change report at least 21 days prior to the closing of the Offering as participation of the insiders had not been established at that time.

The Corporation will use all the proceeds raised from the sale of Units for its working capital. The proceeds raised from the sale of FT Shares will be used to incur “flow-through mining expenditures” as defined under the *Income Tax Act* (Canada).

All securities issued pursuant to the Offering will be subject to a hold period under applicable securities laws, which will expire four months plus one day from their issuance.

In connection with the Offering, Genius paid finder’s fees to arm’s length third parties in the amount of \$19,790 and issued 21,000 finder warrants, each entitling its holder to purchase one Share at a price of \$0.25 per Share for a period of 12 months from the date of its issuance.

About Genius Properties Ltd.

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

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

Forward-Looking Statements and Disclaimer

Certain statements in this press release may be forward-looking. Such statements include those with respect to Corporation's ability to raise funds under the Offering and the use of the proceeds raised thereunder. Although the Corporation believes the expectations reflected in such forward-looking statements are based on reasonable assumptions, it can give no assurances that its expectations will be achieved. Such assumptions, which may prove incorrect, include the following: (i) Genius will be successful in its efforts to pursue the activities referred to in this news release, (ii) Genius will be successful in its efforts to identify and secure subscribers under the Offering, (iii) the subscribers under the Offering will complete the subscriptions they have agreed to make under their subscription agreements, and (iv) Genius' management will not identify and pursue other business objectives using the proceeds of the Offering. Factors that could cause actual results to differ materially from expectations include (i) the inability or unwillingness of the subscribers under the Offering to fulfill their contractual obligations, in whole or in part, (ii) the Corporation's failure to make effective use of the proceeds of the Offering, (iii) the Corporation's inability to obtain the necessary regulatory approvals for the Offering, and (iv) generally, the Corporation's inability to develop and implement a successful business plan for any reason. A description of other risks affecting Genius' business and activities appears in its annual management's discussion and analysis, which is available on SEDAR at www.sedar.com. No assurance can be given that any events anticipated by the forward-looking information in this press release will occur, or if any of them do so, what benefits that Genius will derive therefrom. In particular, no assurance can be given as to the future financial performance of Genius. Genius does not undertake any obligation to update or revise any forward-looking statements, except as required under applicable law. The reader is warned against undue reliance on these forward-looking statements.

Contact Information

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