Form 45-106F1 Report of Exempt Distribution

IT IS AN OFFENCE TO MAKE A MISREPRESENTATION IN THIS REPORT

ITEM 1 – REPORT TYPE	
X New report Amended report If amended, provide filing date of report that is being amended.	-MM-DD)
ITEM 2 – PARTY CERTIFYING THE REPORT	
Indicate the party certifying the report (select only one). For guidance regarding whether an issuer is an investment fund, refer to section 1. National Instrument 81-106 Investment Fund Continuous Disclosure and the companion policy to NI 81-106.	.1 of
Investment fund issuer	
X Issuer (other than an investment fund)	
ITEM 3 – ISSUER NAME AND OTHER IDENTIFIERS	
Provide the following information about the issuer, or if the issuer is an investment fund, about the fund.	
Full legal name GENIUS PROPERTIES LTD.	7
Previous full legal name	-
If the issuer's name changed in the last 12 months, provide most recent previous legal name.	
Website www.geniusproperties.ca (if applicable)	
If the issuer has a legal entity identifier, provide below. Refer to Part B of the Instructions for the definition of "legal entity identifier".	
Legal entity identifier	
Item 4 – Underwriter Information	
If an underwriter is completing the report, provide the underwriter's full legal name and firm National Registration Database (NRD) numbers	er.
Full legal name	
Firm NRD number (if applicable)	
If the underwriter does not have a firm NRD number, provide the head office contact information of the underwriter.	
Street address	
Municipality Province/State	
Country Postal code/Zip code	
Telephone number Website (if applied)	cable)

Item 5 – Issuer Information
If the issuer is an investment fund, do not complete Item 5. Proceed to Item 6.
a) Primary industry
Provide the issuer's North American Industry Classification Standard (NAICS) code (6 digits only) that corresponds to the issuer's primary business activity. For more information on finding the NAICS industry code go to Statistics Canada's NAICS industry search tool .
NAICS industry code 2 1 2 2 9 9
If the issuer is in the mining industry , indicate the stage of operations. This does not apply to issuers that provide services to issuers operating in the mining industry. Select the category that best describes the issuer's stage of operations.
X Exploration Development Production
Is the issuer's primary business to invest all or substantially all of its assets in any of the following? If yes, select all that apply. Image: Im
b) Number of employees
Number of employees: X 0 – 49 50 – 99 100 – 499 500 or more
c) SEDAR profile number
Does the issuer have a SEDAR profile? No X Yes If yes, provide SEDAR profile number 0 0 0 2 0 7 3 If the issuer does not have a SEDAR profile complete Item 5(d) – (h).
d) Head office address
Street address Province/State
Municipality Postal code/Zip code
Country Telephone number
e) Date of formation and financial year-end
Date of formation
f) Reporting issuer status
Is the issuer a reporting issuer in any jurisdiction of Canada? No Yes
If yes, select the jurisdictions of Canada in which the issuer is a reporting issuer. All AB BC MB NL NT NS NU ON PE QC SK YT
g) Public listing status
If the issuer has a CUSIP number, provide below (first 6 digits only) CUSIP number

If the issuer is publicly listed, provide the names of all exchanges on which its securities are listed. Include only the names of exchanges for which the issuer has applied for and received a listing, which excludes, for example, automated trading systems.
Exchange names

	Exchange names					
h)	Size of issuer's assets					
	e size of the issuer's assets for its of the issuer's assets at the distrii		ial year-end (Canadian \$)	. If the issuer has not existed f	or a full financial year, provi	de
	\$0 to under \$5M	\$5M to und	er \$25M	\$25M to under \$100M		
9	\$100M to under \$500M	\$500M to u	nder \$1B	\$1B or over		

Item 6 – Investment Fund Issuer Information
If the issuer is an investment fund, provide the following information.
a) Investment fund manager information
Full legal name
Firm NRD Number (if applicable)
If the investment fund manager does not have a firm NRD number, provide the head office contact information of the investment fund manager.
Street Address
Municipality Province/State
Country Postal code/Zip code
Telephone number Website (if applicable)
b) Type of investment fund
Type of investment fund that most accurately identifies the issuer (select only one). Money market Equity Balanced Alternative strategies
Indicate whether one or both of the following apply to the investment fund. Invests primarily in other investment fund issuers Is a UCITs Fund ¹ Undertaking for the Collective Investment of Transferable Securities funds (UCITs Funds) are investment funds regulated by the European Union (EU) directives that allow collective investment schemes to operate throughout the EU on a passport basis on authorization from one member state.
c) Date of formation and financial year-end of the investment fund
Date of formation
d) Reporting issuer status of the investment fund
Is the investment fund a reporting issuer in any jurisdiction of Canada? No Yes
If yes, select the jurisdictions of Canada in which the investment fund is a reporting issuer. All AB BC MB NL NT NS NU ON PE QC SK YT
e) Public listing status of the investment fund
If the investment fund has a CUSIP number, provide below (first 6 digits only). CUSIP number If the investment fund is publicly listed, provide the names of all exchanges on which its securities are listed. Include only the names of exchanges for which the investment fund has applied for and received a listing, which excludes, for example, automated trading systems.
Exchange names
f) Net asset value (NAV) of the investment fund
Select the NAV range of the investment fund as of the date of the most recent NAV calculation (Canadian \$). \$0 to under \$5M \$5M to under \$25M \$100M to under \$500M \$500M to under \$1B \$1B or over Date of NAV calculation: YYYY MM

Item $7 - Inf$	ORMATION	NABOUT THE DIST	RIBUTION				
purchasers resident i	n that jurisdictio	a completes a distribution i on of Canada only. Do not ir formation provided in Item	nclude in Item 7 se	curities issued	l as payment of c	commissions	or finder's fees, which
a) Currency	1						
-		which the distribution was no	ada All dallar am	ounte nuovido	d in the new entry	ust he in Ca	adian dellara
		which the distribution was m	1	-	-	ust be in Car	naalan aollars.
X Canadia	n dollar	US dollar	Euro Otł	ner (describ	e)		
b) Distributi	on date(s)						
	t and end dates.	lates. If the report is being fi If the report is being filed for e report.					
	Start date	2018 04 27 YYYY MM DD		End date	e 2018 YYYY	04 27 MM DE)
c) Detailed	purchaser info	ormation					
Complete Schody	la 1 of this f	orm for each purchaser	and attach the	cchadula t	a tha complet	ad rapart	
				scheuule l	o the complete	eu report.	
d) Types of	securities dis	tributed					
		r all distributions that take µ ecurity code. If providing the					
						Canadian	\$
· · · · ·	CUSIP number (if applicable)	Description of s	security	Number o securities	lowest	Highest price	Total amount
U B S		Each unit consisting of one commo		5,201,667	0.15		780,250.00
		and one-half one common share p warrant	urchase				
]
 e) Details o 	f rights and co	onvertible/exchangeable	securities				
		were distributed, provide the he conversion ratio and desc					
Security code	Underlying security code	Exercise price (Canadian \$)	Expiry date (YYYY-MM-DD)	Conversion ratio	Describe	e other terms	(if applicable)
		Lowest Highest			Each warrant en	titles its holder to	purchase
W N T	CMS	0.25	2019-04-27		one additional co	ommon share at	a price of \$0.25
					for a period of 12 of the offering.	2 months from th	e closing date
f) Summar	v of the distrib	oution by jurisdiction and	exemption		or the originity.		
purchaser resides an distribution in a juris	d for each exem diction of Canad	rities distributed and the nu ption relied on in Canada fo da, include distributions to p em for: (i) each jurisdiction w	or that distribution. ourchasers resident	However, if a in that jurisd	an issuer located liction of Canada	outside of Co only.	anada completes a
purchaser resides, if jurisdiction.	a purchaser resi	des in a jurisdiction of Cana	da, and (iii) each e	xemption reli			
For jurisdictions with Province or	un Canada, state	e the province or territory, o		country.	Number of		
country		Exemption relied or	1		purchasers	Total amou	nt (Canadian \$)
Québec	Section 2.3 of	Rule 45-106 [accredited in	vestor]		7	15	50,250.00
United Kingdom		Rule 45-106 [accredited in	-		3		80,000.00
United Kingdom	Section 2.5 or	Rule 45-106 [family, friend	s and business as	ssociates]	1		30,000.00
	(Please see	attached)					
		То	tal dollar amount	of securitie	s distributed		
		Total number	of unique purcha	asers ²			
		urchasers to which the issuer dis n multiple exemptions for, that pu		int each purcha	ser only once, regar	dless of whethe	er the issuer distributed

f)	Summary of the distribution by jurisdiction and ex	cemption Con	tinued
Province or		Number of	
Country	Exemption relied on	purchasers	Total amount (Canadian \$)
Luxembourg	Section 2.3 of Rule 45-106 [accredited investor]	1	150,000.00
Liechtenstein	Section 2.3 of Rule 45-106 [accredited investor]	1	130,000.00
Tunisie	Section 2.3 of Rule 45-106 [accredited investor]	1	40,000.00
			700.050.00
	Total dollar amount of sec	urities distributed	780,250.00
	Total number of unique purchasers	14	

g) Net proceeds to the investment fund by jurisdiction

If the issuer is an investment fund, provide the net proceeds to the investment fund for each jurisdiction of Canada and foreign jurisdiction where a purchaser resides.³ If an issuer located outside of Canada completes a distribution in a jurisdiction of Canada, include net proceeds for that jurisdiction of Canada only. For jurisdictions within Canada, state the province or territory, otherwise state the country.

Province or country	Net proceeds (Canadian \$)
Total net proceeds to the investment fund	

³"Net proceeds" means the gross proceeds realized in the jurisdiction from the distributions for which the report is being filed, less the gross redemptions that occurred during the distribution period covered by the report.

h) Offering materials - This section applies only in Saskatchewan, Ontario, Québec, New Brunswick and Nova Scotia.

If a distribution has occurred in Saskatchewan, Ontario, Québec, New Brunswick or Nova Scotia, complete the table below by listing the offering materials that are required under the prospectus exemption relied on to be filed with or delivered to the securities regulatory authority or regulator in those jurisdictions.

In Ontario, if the offering materials listed in the table are required to be filed with or delivered to the Ontario Securities Commission (OSC), attach an electronic version of the offering materials that have not been previously filed with or delivered to the OSC.

	Description	Date of document or other material (YYYY-MM-DD)	Previously filed with or delivered to regulator? (Y/N)	Date previously filed or delivered (YYYY-MM-DD)
1.				
2.				
3.				

ITEM 8 – COMPENSATION INFORMATION	
Provide information for each person (as defined in NI 45-106) to whom the issuer directly provides, or will provide, any compensation in connection with the distribution. Complete additional copies of this page if more than one person was, or will be, compensated.	
Indicate whether any compensation was paid, or will be paid, in connection with the distribution. No X Yes If yes, indicate number of persons compensated.	
a) Name of person compensated and registration status	
Indicate whether the person compensated is a registrant.	
No X Yes	
f the person compensated is an individual, provide the name of the individual. Full legal name of individual	
Family name First given name Secondary given names	
f the person compensated is not an individual, provide the following information.	
Full legal name of non-individual National Bank Financial	
Firm NRD number 1 9 6 0 (if applicable)	
Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal.	
b) Business contact information	
f a firm NRD number is not provided in Item 8(a), provide the business contact information of the person being compensated.	
Street address	
Municipality Province/State	7
Country Postal code/Zip code	Ī
Email address Telephone number	- -
c) Relationship to issuer or investment fund manager	
 Indicate the person's relationship with the issuer or investment fund manager (select all that apply). Refer to the meaning of "connected" in Part B(2) of the Instructions and the meaning of "control" in section 1.4 of NI 45-106 for the purposes of completing this section. Connected with the issuer or investment fund manager Insider of the issuer (other than an investment fund) Director or officer of the investment fund or investment fund manager Employee of the issuer or investment fund manager X None of the above 	
d) Compensation details	
Provide details of all compensation paid, or to be paid, to the person identified in Item 8(a) in connection with the distribution. Provide all amounts in Canadian dollars. Include cash commissions, securities-based compensation, gifts, discounts or other compensation. Do not report payments for services incidental to the distribution, such as clerical, printing, legal or accounting services. An issuer is not required to ask for details about, or report on, internal allocation arrangements with the directors, officers or employees of a non-individual compensated by t such as clerical.	or
Cash commissions paid 6,562.50	
Value of all securities distributed as compensation ⁴ Security code 1 Security code 2 Security code 3	
Describe terms of warrants, options or other rights	Ī
Other compensation ⁵ Describe	-
Total compensation paid 6,562.50	
Check box if the person will or may receive any deferred compensation (describe the terms below)	
Provide the aggregate value of all securities distributed as compensation, <u>excluding</u> options, warrants or other rights exercisable to acquire additional securities suer. Indicate the security codes for all securities distributed as compensation, <u>including</u> options, warrants or other rights exercisable to acquire additional securitie he issuer. Indicate the security codes for all securities distributed as compensation, <u>including</u> options, warrants or other rights exercisable to acquire additional securitie he issuer.	

ITEM 8 – COMPENSATION INFORMATION	
Provide information for each person (as defined in NI 45-106) to whom the issuer directly provides, or will provide, any compense connection with the distribution. Complete additional copies of this page if more than one person was, or will be, compen	
Indicate whether any compensation was paid, or will be paid, in connection with the distribution. No X Yes If yes, indicate number of persons compensated.	
a) Name of person compensated and registration status	
Indicate whether the person compensated is a registrant. Indicate whether the person compensated is a registrant. Image: Image	
If the person compensated is an individual, provide the name of the individual.	
Full legal name of individual Henry Joseph Family name First given name Secondary given names	
If the person compensated is not an individual, provide the following information.	
Full legal name of non-individual	
Firm NRD number (if applicable)	
Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal.	
b) Business contact information	
If a firm NRD number is not provided in Item 8(a), provide the business contact information of the person being compensated.	
Street address 32 Wandle Road	
Municipality London Province/State	
Country United Kingdom Postal code/Zip code SW17 7DW	
Email address Telephone number	
c) Relationship to issuer or investment fund manager	
 Part B(2) of the Instructions and the meaning of "control" in section 1.4 of NI 45-106 for the purposes of completing this section. Connected with the issuer or investment fund manager Insider of the issuer (other than an investment fund) Director or officer of the investment fund or investment fund manager Employee of the issuer or investment fund manager X None of the above 	
d) Compensation details Provide details of all compensation paid, or to be paid, to the person identified in Item 8(a) in connection with the distribution. Pranounts in Canadian dollars. Include cash commissions, securities-based compensation, gifts, discounts or other compensation. If payments for services incidental to the distribution, such as clerical, printing, legal or accounting services. An issuer is not required details about, or report on, internal allocation arrangements with the directors, officers or employees of a non-individual compensition.	Do not report d to ask for
Cash commissions paid 8,750.00	
Value of all securities distributed as compensation ⁴ Security code 1 Security code 2 Security code 2	ty code 3
Describe terms of warrants, options or other rights	
Other compensation ⁵ Describe	
Total compensation paid 8,750.00	
Check box if the person will or may receive any deferred compensation (describe the terms below)	
⁴ Provide the aggregate value of all securities distributed as compensation, <u>excluding</u> options, warrants or other rights exercisable to acquire additional se issuer. Indicate the security codes for all securities distributed as compensation, <u>including</u> options, warrants or other rights exercisable to acquire addition the issuer. ⁵ Do not include deferred compensation.	

Item 9 – Directors, Exec		and P rom	IOTERS OF ⁻	THE IS	SUER				
If the issuer is an investment fund,	do not complete Ite	em 9. Proceed t	o Item 10.						
Indicate whether the issuer is any of th	ne following (select al	ll that apply).							
X Reporting issuer in any jurisd	iction of Canada								
Foreign public issuer									
Wholly owned subsidiary of a		any jurisdiction of	of Canada ⁶						
Provide name	of reporting issuer								
Wholly owned subsidiary of a		r ⁶							
Provide name of fo	• •								
Issuer distributing eligible fore	eign securities only t	o permitted clie	nts ⁷						
If the issuer is at least one of the ab ⁶ An issuer is a wholly owned subsidiary of a re law to be owned by its directors, are beneficiar ⁷ Check this box if it applies to the current disti- of "eligible foreign security" and "permitted cline	eporting issuer or a forei ally owned by the reportir ribution even if the issue	ign public issuer if a ng issuer or the fore r made previous di	all of the issuer's eign public issuer	outstandir r, respectiv	ng voting secu /ely.				
If the issuer is none of the a	-	,	.,	(c).					
a) Directors, executive offic	cers and promoter	s of the issue	r						
Provide the following information for e territory, otherwise state the country. F							da, stat	te the pro	ovince or
Organization or company name	Family name	First given name	Secondary name	0	non-ind resic jurisdi	sidential		elationship to issuer select all that apply)	
					Province	or country	D	0	Р
b) Dromotor information									
b) Promoter information		<i></i>					<i>c</i>		_
If the promoter listed above is not an i locations within Canada, state the pro Officer.									
Organization or company name	Family name	First given name	Secondary given names	juriso ind	idential diction of ividual	Relation (select one		o promo h if appli	
			names		vince or ountry	D		0	

c) Residential address of each individual

Complete Schedule 2 of this form providing the full residential address for each individual listed in Item 9(a) and (b) and attach to the completed report. Schedule 2 also requires information to be provided about control persons.

ITEM 10 - CERTIFICATION

Provide the following certification and business contact information of an officer or director of the issuer or underwriter. If the issuer or underwriter is not a company, an individual who performs functions similar to that of a director or officer may certify the report. For example, if the issuer is a trust, the report may be certified by the issuer's trustee. If the issuer is an investment fund, a director or officer of the investment fund manager (or, if the investment fund manager is not a company, an individual who performs similar functions) may certify the report if the director or officer has been authorized to do so by the investment fund.

The certification may not be delegated to an agent or other individual preparing the report on behalf of the issuer or underwriter. If the individual completing and filing the report is different from the individual certifying the report, provide their name and contact details in *Item* 11.

The signature on the report must be in typed form rather than handwritten form. The report may include an electronic signature provided the name of the signatory is also in typed form.

IT IS AN OFFENCE TO MAKE A MISREPRESENTATION IN THIS REPORT

By completing the information below, I certify to the securities regulatory authority or regulator that:

- I have read and understand this report; and
- all of the information provided in this report is true.

Full legal name	Goulet	Guy					
	Family name	First given name	9	Secondary gi	iven names		
Title	President and CEO						
Name of issuer/underwriter/ investment fund manager	GENIUS PROPERTIES LTD.						
Telephone number	5794767000	Email address	info@guy	goulet.com	ı		
Signature	(s) Guy Goulet	Date	2018	05 MM	07		

ITEM 11 - CONTACT PERSON

Provide the following business contact information for the individual that the securities regulatory authority or regulator may contact with any questions regarding the contents of this report, if different than the individual certifying the report in Item 10.

X Same as individual certifying the report					
Full legal name				Title	
	Family name	First given name	Secondary given names		
Name of company					
Telephone number		Er	nail address		

Notice - Collection and use of personal information

The personal information required under this form is collected on behalf of and used by the securities regulatory authority or regulator under the authority granted in securities legislation for the purposes of the administration and enforcement of the securities legislation.

If you have any questions about the collection and use of this information, contact the securities regulatory authority or regulator in the local jurisdiction(s) where the report is filed, at the address(es) listed at the end of this form.

The attached Schedules 1 and 2 may contain personal information of individuals and details of the distribution(s). The information in Schedules 1 and 2 will not be placed on the public file of any securities regulatory authority or regulator. However, freedom of information legislation may require the securities regulatory authority or regulator to make this information available if requested.

By signing this report, the issuer/underwriter confirms that each individual listed in Schedule 1 or 2 of the report who is resident in a jurisdiction of Canada:

- a) has been notified by the issuer/underwriter of the delivery to the securities regulatory authority or regulator of the information pertaining to the individual as set out in Schedule 1 or 2, that this information is being collected by the securities regulatory authority or regulator under the authority granted in securities legislation, that this information is being collected for the purposes of the administration and enforcement of the securities legislation of the local jurisdiction, and of the title, business address and business telephone number of the public official in the local jurisdiction, as set out in this form, who can answer questions about the security regulatory authority's or regulator's indirect collection of the information, and
- b) has authorized the indirect collection of the information by the securities regulatory authority or regulator.

Questions:

Refer any questions to:

Alberta Securities Commission

Suite 600, 250 – 5th Street SW Calgary, Alberta T2P 0R4 Telephone: (403) 297-6454 Toll free in Canada: 1-877-355-0585 Facsimile: (403) 297-2082

British Columbia Securities Commission

P.O. Box 10142, Pacific Centre 701 West Georgia Street Vancouver, British Columbia V7Y 1L2 Inquiries: (604) 899-6854 Toll free in Canada: 1-800-373-6393 Facsimile: (604) 899-6581 Email: inquiries@bcsc.bc.ca

The Manitoba Securities Commission

500 – 400 St. Mary Avenue Winnipeg, Manitoba R3C 4K5 Telephone: (204) 945-2548 Toll free in Manitoba 1-800-655-5244 Facsimile: (204) 945-0330

Financial and Consumer Services Commission (New Brunswick)

85 Charlotte Street, Suite 300 Saint John, New Brunswick E2L 2J2 Telephone: (506) 658-3060 Toll free in Canada: 1-866-933-2222 Facsimile: (506) 658-3059 Email: info@fcnb.ca

Government of Newfoundland and Labrador

Financial Services Regulation Division P.O. Box 8700 Confederation Building 2nd Floor, West Block Prince Philip Drive St. John's, Newfoundland and Labrador A1B 4J6 Attention: Director of Securities Telephone: (709) 729-4189 Facsimile: (709) 729-6187

Government of the Northwest Territories Office of the Superintendent of Securities

P.O. Box 1320 Yellowknife, Northwest Territories X1A 2L9 Attention: Deputy Superintendent, Legal & Enforcement Telephone: (867) 920-8984 Facsimile: (867) 873-0243

Nova Scotia Securities Commission

Suite 400, 5251 Duke Street Duke Tower P.O. Box 458 Halifax, Nova Scotia B3J 2P8 Telephone: (902) 424-7768 Facsimile: (902) 424-4625

Government of Nunavut

Department of Justice

Legal Registries Division P.O. Box 1000, Station 570 1st Floor, Brown Building Iqaluit, Nunavut XOA 0H0 Telephone: (867) 975-6590 Facsimile: (867) 975-6594

Ontario Securities Commission

20 Queen Street West, 22nd Floor Toronto, Ontario M5H 3S8 Telephone: (416) 593- 8314 Toll free in Canada: 1-877-785-1555 Facsimile: (416) 593-8122 Email: exemptmarketfilings@osc.gov.on.ca Public official contact regarding indirect collection of information: Inquiries Officer

Prince Edward Island Securities Office

95 Rochford Street, 4th Floor Shaw Building P.O. Box 2000 Charlottetown, Prince Edward Island C1A 7N8 Telephone: (902) 368-4569 Facsimile: (902) 368-5283

Autorité des marchés financiers

800, Square Victoria, 22e étage C.P. 246, Tour de la Bourse Montréal, Québec H4Z 1G3 Telephone: (514) 395-0337 or 1-877-525-0337 Facsimile: (514) 873-6155 (For filing purposes only) Facsimile: (514) 864-6381 (For privacy requests only) Email: financementdessocietes@lautorite.qc.ca (For corporate finance issuers); fonds_dinvestissement@lautorite.qc.ca (For investment fund issuers)

Financial and Consumer Affairs Authority of Saskatchewan

Suite 601 - 1919 Saskatchewan Drive Regina, Saskatchewan S4P 4H2 Telephone: (306) 787-5879 Facsimile: (306) 787-5899

Government of Yukon

Department of Community Services Law Centre, 3rd Floor 2130 Second Avenue Whitehorse, Yukon Y1A 5H6 Telephone: (867) 667-5314 Facsimile: (867) 393-6251