

FORM 12

NOTICE OF PROPOSED STOCK CONSOLIDATION OR RECLASSIFICATION

Name of Listed Issuer: **Genius Properties Ltd.** (the "Issuer")

Trading Symbol: **GNI**

Date: **January 20, 2017**

This form is to be used to report a proposed reclassification, which is any change to the terms of a listed security other than a stock split or dividend.

1. Provide full details of the reclassification

The Corporation's common shares are being consolidated on a 5:1 ratio being 5 pre-consolidated shares for 1 post-consolidated share.

2. Number of securities outstanding and reserved for issuance following the reclassification

There is currently 94,195,410 issued and outstanding common shares and following the consolidation there will be approximately 18,839,082 issued and outstanding common shares.

3. Describe the anticipated impact of the reclassification on the liquidity of the market for the listed security and on voting and equity rights of public shareholders

The issuer anticipates changes to liquidity of the market with respect to the share consolidation. Voting rights will not be affected.

4. Date of shareholders' meeting to approve the reclassification

July 11, 2016

5. Record date for the reclassification

February 1, 2017

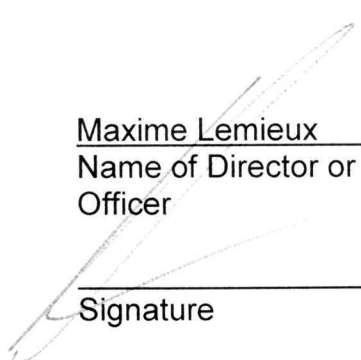
6. Certificate of Compliance

The undersigned hereby certifies that:

1. The undersigned is a director and/or senior officer of the Issuer and has been duly authorized by a resolution of the board of directors of the Issuer to sign this Certificate of Compliance.
2. As of the date hereof there is no material information concerning the Issuer which has not been publicly disclosed.
3. The undersigned hereby certifies to the Exchange that the Issuer is in compliance with the requirements of applicable securities legislation (as such term is defined in National Instrument 14-101) and all Exchange Requirements (as defined in CNSX Policy 1).
4. All of the information in this Form 12 Notice of Proposed Stock Consolidation or Reclassification is true.

Dated: January 20, 2017.

Maxime Lemieux
Name of Director or Senior
Officer


Signature

Director
Official Capacity