

FORM 13

NOTICE OF AMENDMENT OF WARRANT TERMS

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

Trading Symbol: GNI

Date: 2018/06/06

Date of Press Release announcing amendment: –

Closing price of underlying shares on the day prior to the announcement: \$0.16

Closing price of underlying shares at the time of issuance: \$0.16

1. Current terms of warrants to be amended:

Date Issued	Issue Price	Exercise Price	Market Price of underlying shares	Number of Warrants	Expiry Date	Percentage of Warrant class held by Insiders
April 6 2018	N/A	\$0.25	\$0.16	5,186,667	April 6, 2019	1.31%

2. Amendment(s)

a) Extension - amended expiry date: April 27, 2019

b) Repricing - amended exercise price: N/A

3. Amended terms of warrants:

Date Issued	Issue Price	Exercise Price	Market Price of underlying shares	Number of Amended Warrants	Expiry Date	Percentage of Warrant class held by Insiders
April 6 2018	N/A	\$0.25	\$0.16	5,186,667	April 27, 2019	1.31%

4. 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 Policy 1).
4. All of the information in this Form 13 Notice of Amendment of Warrant Terms is true.

Dated June 5, 2018 _____.

Guy Goulet
Name of Director or Senior Officer


Signature

Chief Executive Officer & President
Official Capacity