

May 4, 2018

CNSX Markets Inc.
220 Bay Street, 9th Floor
Toronto, Ontario
M5J 2E4

Dear Sirs:

Re: Non-Brokered Private Placement of 5,201,667 Units issued on April 27, 2018

We have acted as counsel to Genius Properties Ltd. (the “**Issuer**”) in connection with the above noted private placement.

In rendering the opinion expressed herein, we have relied exclusively and without independent investigation upon information provided to us by the Issuer as well as the Certificate of Compliance (Form 6) and confirmation relating to the receipt of proceeds signed by the Issuer and filed on the Canadian Securities Exchange.

We hereby confirm that the securities issued in connection with the above noted private placement have been duly issued and are outstanding as fully paid and non-assessable.

Yours truly,

A handwritten signature in blue ink that reads "Lavery, de Billy". The signature is written in a cursive, flowing style.

Lavery, de Billy, L.L.P.