

**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**

April 11, 2018

**Item 3 News Release**

A news release disclosing the material change was released on April 12, 2018 through the facilities of NASDAQ and subsequently filed on SEDAR.

**Item 4 Summary of Material Change**

The Corporation announced the closing of a non-brokered private placement of units for gross proceeds of \$1,556,000 and the issuance of 200,000 common shares of the Corporation as consideration under an amendment agreement extending the deadlines to incur expenditures under an option agreement relating to the Mt. Cameron property.

**Item 5 Full Description of Material Change**

The Corporation announced the closing of a non-brokered private placement of 10,373,335 units (the “Units”) for gross proceeds of \$1,556,000, each Unit consisting of one common share (a “Share”) and one-half of one Share purchase warrant (each whole, a “Warrant”), at a price of \$0.15 per Unit. Each Warrant will entitle its holder to purchase one additional Share at a price of \$0.25 for a period of 12 months from the date of closing of the Offering.

The Corporation will use the net proceeds of the Offering for its working capital and as a cash contribution in connection with the proposed transaction with Cerro de Pasco Resources S.A. (“Cerro de Pasco”), as previously described in the Corporation’s news releases dated November 9, 2017, December 7, 2017 and January 23, 2018. Such cash contribution will be expended, based on the joint determination of Genius and Cerro de Pasco, on the development of the property owned by Cerro de Pasco, for metallurgical testing and to cover capital requirements related to community relations, permitting and general and administrative expenses.

The Corporation also announced the issuance of 200,000 common shares of the Corporation as consideration under an amendment agreement extending by a year the deadlines to incur expenditures under an option agreement relating to the Mt. Cameron property.

See the Corporation's April 12, 2018 news release for more details on 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**

April 16, 2018.