FORM 51-102f3
MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

Genesis Land Development Corp. ("**Genesis**")
6240, 333 – 96 Ave. NE
Calgary, AB T3K 0S3

Item 2 Date of Material Change

February 8, 2021

Item 3 News Release

A news release announcing an agreement to acquire future residential development land in the City of Calgary (Belvedere community) for $29.15 million was issued and disseminated by Genesis on February 8, 2021 through CNW Group. A copy of the news release is attached hereto as Schedule "A".

Item 4 Summary of Material Change

On February 8, 2021, Genesis announced that it had entered into a binding agreement to acquire approximately 157 acres of developable land in the Belvedere community in the City of Calgary for a purchase price of $29.15 million.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

On February 8, 2021, Genesis announced that it had entered into a binding agreement to acquire approximately 157 acres of future residential development land (the **Land**") in the Belvedere community in the City of Calgary. It is anticipated that the transaction will close in April 2022, subject to closing conditions customary for a transaction of this nature.

Genesis has paid a non-refundable deposit of $2.18 million, with the balance of $26.97 million to be paid on closing scheduled for April 2022. The Land is located within Calgary City limits and is on the edge of existing residential and retail developments. Genesis plans to immediately commence the process of obtaining Land Use and Outline Plan approvals from the City of Calgary. Upon completion of development, the lands are expected to yield over 1,200 housing units including single-family, townhouse and multi-family apartment units.

5.2 Disclosure for Restructuring Transactions

Not applicable.

Item 6 **Reliance on subsection 7.1(2) of National Instrument 51-102**

Not applicable.

Item 7 **Omitted Information**

Not applicable.

Item 8 **Executive Officer**

Iain Stewart, CPA, CA, President and Chief Executive Officer
Wayne King, CPA, CA, Chief Financial Officer
P: 587.390.7813

Item 9 **Date of Report**

February 11, 2021

ADVISORIES

Forward-Looking Statements

This material change report contains certain statements which constitute forward-looking statements or information ("forward-looking statements") within the meaning of applicable securities legislation, including Canadian Securities Administrators' National Instrument 51-102 'Continuous Disclosure Obligations', concerning the business and operations of Genesis. Forward-looking statements in this material change report include, but are not limited to, plans and strategies surrounding the acquisition of the Land; the future residential development of the Land; and future servicing and zoning approvals. Generally, these forward-looking statements can be identified by the use of forward-looking terminology such as "plans", "expects" or "does not expect", "is expected", "scheduled", "anticipates" or "does not anticipate", or "believes", or variations of such words and phrases or state that certain actions, events or results "may", "could", "would", "might" or "will be taken", "occur" or "be achieved".

Forward-looking statements are based on material factors or assumptions made by Genesis with respect to, among other things, opportunities that may or may not be pursued by Genesis; changes in the real estate industry; fluctuations in the Canadian and Alberta economy; changes in the number of lots sold and homes delivered per year; and changes in laws or regulations or the interpretation or application of those laws and regulations. Because forward-looking statements relate to the future, they are subject to inherent uncertainties, risks and changes in circumstances that are difficult to predict and many of which are outside of our control.

Although Genesis believes that the anticipated future results, performance or achievements expressed or implied by forward-looking statements are based upon reasonable assumptions and expectations, the reader should not place undue reliance on forward-looking statements because they involve assumptions, known and unknown risks, uncertainties and other factors many of which are beyond the Corporation's control, which may cause the actual results, performance or achievements of Genesis to differ materially from anticipated future results, performance or achievement expressed or implied by such forward-looking *statements. Accordingly, Genesis cannot give any assurance that its expectations will in fact occur and cautions that actual results may differ materially from those in the forward-looking statements.*

Factors that could cause actual results to differ materially from those set forth in the forward-looking statements include, but are not limited to: the impact of contractual arrangements and incurred obligations on future operations and liquidity; local real estate conditions, including the development of properties in close proximity to Genesis' properties; the uncertainties of real estate development and acquisition activity; fluctuations in interest rates; ability to access and raise capital on favourable terms; not realizing on the anticipated benefits from transactions or not realizing on such anticipated benefits within the expected time frame; the cyclicality of the oil and gas industry; changes in the Canadian US dollar exchange rate; labour matters; governmental regulations; general economic and financial conditions; stock market volatility; and other risks and factors described from time to time in the documents filed by Genesis with the securities regulators in Canada available at www.sedar.com, including in the Corporation's MD&A under the heading "Risks and Uncertainties" and the Corporation's annual information form under the heading "Risk Factors".

The forward-looking statements contained in this material change report are made as of the date of this material change report and, except as required by applicable law, Genesis does not undertake any obligation to publicly update or to revise any of the forward-looking statements, whether as a result of new information, future events or otherwise.

Schedule "A"

See attached

Genesis Land Development Corp. Announces 157-Acre Acquisition for $29.15 Million in Calgary

For Immediate Release

CALGARY, February 8, 2021 – Genesis Land Development Corp. ("Genesis") (TSX: GDC), is pleased to report that it has entered into a binding agreement to acquire approximately 157 acres of future residential development land (the "Land") in the Belvedere community in the City of Calgary. Genesis has paid a non-refundable deposit of $2.18 million, with the balance of $26.97 million to be paid on closing, currently scheduled for April 2022. The Land is located within Calgary City limits and is on the edge of existing residential and retail developments. Genesis plans to immediately commence the process of obtaining Land Use and Outline Plan approvals from the City of Calgary. Upon completion of development, the lands are expected to yield over 1,200 housing units including single-family, townhouse and multi-family apartment units.

Iain Stewart, President and CEO said "Land purchases such as the Belvedere acquisition are important steps in our long-term plan to increase the size of the land holdings and the cash flow of our business."

About Genesis

Genesis Land Development Corp. is a land developer and residential home builder in the Calgary Metropolitan Area. The Corporation's common shares are listed on the Toronto Stock Exchange (TSX: GDC).

Contact Information

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www.genesisland.com

Cautionary Statement Regarding Forward Looking Information

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