

**PLEASE READ THIS MATERIAL CAREFULLY AS YOU ARE REQUIRED TO MAKE A DECISION
PRIOR TO 5:00 P.M. (TORONTO TIME) ON DECEMBER 17, 2021.**

This rights offering circular is prepared by management. No securities regulatory authority or regulator has assessed the merits of these securities or reviewed this circular. Any representation to the contrary is an offence.

This is the rights offering circular referred to in the November 10, 2021 rights offering notice, which you should have already received. Your rights DRS advice and relevant forms were enclosed with the rights offering notice. This rights offering circular should be read in conjunction with the rights offering notice and our continuous disclosure prior to making an investment decision.

The securities offered hereby have not been and will not be registered under the United States Securities Act of 1933, as amended (the "U.S. Securities Act"), or the securities laws of any state of the "United States" (as defined in Regulation S under the U.S. Securities Act). This rights offering circular does not constitute an offer to sell or a solicitation of an offer to buy any of the securities offered hereby within the United States, and the securities offered herein may not be offered or sold in or into the United States or to, or for the account or benefit of, any "U.S. Persons" (as defined in Regulation S under the U.S. Securities Act) ("U.S. Persons") except in exempt transactions under the U.S. Securities Act.

Rights Offering Circular

November 10, 2021



GENESIS LAND DEVELOPMENT CORP.

OFFERING OF RIGHTS TO SUBSCRIBE FOR 15,000,000 COMMON SHARES

Price: \$2.00 per Common Share

SUMMARY OF THE RIGHTS OFFERING

Unless we have indicated otherwise, or the context otherwise requires, references in this circular to "**Genesis**", the "**Corporation**", "**we**", "**our**", "**us**" and similar terms refer to Genesis Land Development Corp. References in this circular to "**you**", "**your**" and "**Shareholders**" similar terms refer to holders of Genesis' common shares (the "**Common Shares**").

Why are you reading this circular?

We are issuing to the holders of our outstanding Common Shares of record at the close of business (Toronto time) on November 18, 2021 (the "**Record Date**") an aggregate of 41,863,335 rights ("**Rights**") to subscribe for an aggregate of 15,000,000 Common Shares on the terms described in this rights offering circular (the "**Rights Offering**"). The purpose of this rights offering circular ("**circular**") is to provide you with detailed information about your rights and obligations in respect of this Rights Offering. This circular should be read in conjunction with the November 10, 2021 rights offering notice (the "**Rights Offering Notice**") that you should have already received.

What is being offered?

Each holder of Common Shares on the Record Date resident in an Eligible Jurisdiction will receive one Right for each Common Share held as of the Record Date. An aggregate of 41,863,335 Rights are expected to be issued to subscribe for 15,000,000 Common Shares pursuant to the Rights Offering. The final number of Rights to be issued will depend on the actual number of issued and outstanding Common Shares on the Record Date.

What do Rights entitle you to receive?

Each whole Right entitles the holder thereof to subscribe for 0.3583088 of a Common Share. As a result, holders of Common Shares will need to exercise 2.790889 Rights to acquire one Common Share upon payment of the Subscription Price (as defined below) on or before the Expiry Time on the Expiry Date (each as defined herein) (the "**Basic Subscription Privilege**"). No fractional Common Shares will be issued. Any resulting

fractions will be rounded down to the nearest whole Common Share without further compensation.

If you exercise your Basic Subscription Privilege in full, you will also be entitled to subscribe pro rata for any Common Shares (the "**Additional Common Shares**") not otherwise purchased by holders of Rights pursuant to the Basic Subscription Privilege (the "**Additional Subscription Privilege**"). See "*How to exercise the Rights*".

What is the Subscription Price?

A holder of Rights must pay \$2.00 to purchase one Common Share (the "**Subscription Price**").

On November 9, 2021, the last trading day prior to the announcement of the Rights Offering, the closing price of the Common Shares on the Toronto Stock Exchange (the "TSX") was \$2.67 per share.

Who is eligible to participate in the Rights Offering?

The Rights are offered only to holders of Common Shares resident in a province or territory of Canada. See "*How to exercise the Rights*".

When does the Rights Offering expire?

The Rights Offering expires at 5:00 p.m. (Toronto time) (the "**Expiry Time**") on December 17, 2021 (the "**Expiry Date**"). The Corporation expects closing of the Rights Offering to occur on or about December 22, 2021 (the "**Closing Date**"). Closing of the Rights Offering is not subject to any conditions. There is no requirement that a minimum number of Common Shares being issued under the Rights Offering.

What are the significant attributes of the Rights issued under the Rights Offering and the Common Shares to be issued upon the exercise of Rights?

Rights

Each whole Right entitles you to subscribe for 0.3583088 of a Common Share or 2.790889 Rights for one Common Share at the Subscription Price. The Rights are transferrable and will trade on the Toronto Stock Exchange (the "TSX") until the Expiry Time on the Expiry Date. Rights not exercised by the Expiry Time on the Expiry Date will be void and of no value. See "*Where will the Rights and the Common Shares issuable upon exercise of the Rights be listed for trading?*".

Each registered holder of Common Shares on the Record Date whose address of record is in a province or territory of Canada will receive Rights. Registered holders of Common Shares on the Record Date whose address of record is not in a province or territory of Canada (the "**Ineligible Shareholders**") will not receive Rights. Accordingly, Rights will not be issued to any U.S. Person, person in the United States or person acquiring the Rights for the benefit or account of a U.S. Person or person in the United States. See "*Who is eligible to receive Rights*". Neither the Rights nor the Common Shares issuable upon exercise of the Rights may be transferred to, or for the benefit of, any account of any U.S. Person or any person in the United States. Notwithstanding the foregoing, the Corporation may permit the issuance to, and exercise of Rights by, certain major institutional investors in the United States that qualify as a Qualified Institutional Buyer as defined in Regulation 144A under the U.S. Securities Act in individually negotiated private placements that are exempt from registration under that Act.

A Right does not entitle the holder thereof to any rights as a security holder of the Corporation other than the right to subscribe for and purchase Common Shares on the terms and conditions described herein.

Common Shares

Genesis is authorized to issue an unlimited number of Common Shares without nominal or par value, of which, as at the date of this circular, 41,863,335 Common Shares were issued and outstanding. Genesis is

also authorized to issue an unlimited number of preferred shares without nominal or par value (the "**Preferred Shares**"). To date, no Preferred Shares have been issued.

The holders of Common Shares are entitled to dividends as and when declared by the Board, to one vote per share at meetings of shareholders of Genesis and, upon liquidation, dissolution or winding-up, to receive such assets of Genesis as are distributable to the holders of the Common Shares.

The Preferred Shares may be issued from time to time in one or more series. The Board may fix the number of Preferred Shares, the designations, rights, privileges, restrictions, and conditions attaching to the shares of each series of Preferred Shares. With respect to payment of dividends and distributions of assets in the event of liquidation, dissolution or winding-up of Genesis, whether voluntary, or involuntary, or any other distribution of the assets of Genesis among its shareholders for the purpose of winding-up its affairs, the Preferred Shares of each series shall rank equally with the Preferred Shares of every other series and shall be entitled to preference over the Common Shares, and the shares of any other class ranking junior to the Preferred Shares.

What is the minimum and maximum number or amount of Common Shares that may be issued under the Rights Offering?

There is no minimum number of Common Shares that may be issued under the Rights Offering. A maximum of 15,000,000 Common Shares may be issued under the Rights Offering.

Where will the Rights and the Common Shares issuable upon exercise of the Rights be listed for trading?

The TSX has approved the listing on the TSX of the Rights and the Common Shares issuable upon exercise of the Rights subject to the Corporation fulfilling all of the listing requirements of the TSX. The Common Shares are listed on the TSX under the symbol "GDC".

The Rights will be listed on the TSX under the trading symbol "GDC.RT" and will be posted for trading beginning November 17, 2021 until the Expiry Time on the Expiry Date, at which time the Rights will be halted from trading. Rights not exercised by the Expiry Time on the Expiry Date will be void and of no value. See "*How to exercise the Rights - How does a Rights holder sell or transfer Rights*".

FORWARD-LOOKING STATEMENTS

This circular contains certain statements which constitute forward-looking statements or information ("**forward-looking statements**") within the meaning of applicable securities legislation, including National Instrument 51-102 *Continuous Disclosure Obligations*. All statements, other than statements of historical fact, that address activities, events or developments that Genesis believes, expects or anticipates will or may occur in the future are forward-looking statements. 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", "budget", "scheduled", "estimates", "forecasts", "intends", "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".

The forward-looking information in this circular includes, but is not limited to, statements regarding: the Corporation's objectives; financial or other projections; completion of the Rights Offering; the anticipated benefits of the Rights Offering; the estimated costs of the Rights Offering and the net proceeds to be available upon completion of the Rights Offering; the intended use of proceeds from the Rights Offerings; insider participation in the Rights Offering; completion of the Rights Offering and the Corporation's capitalization.

Forward-looking statements are based on material factors or assumptions made by us with respect to, among other things, opportunities that may or may not be pursued by us; changes in the real estate industry; fluctuations in the Canadian and Alberta economy (including due to, or as a result of, COVID-19); 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 regulation; the completion of the Rights Offering; the anticipated benefits of the Rights Offering; the estimated costs of the Rights Offering and the net proceeds to be available upon

completion of the Rights Offering; and the ability of Genesis' business to perform as expected.

Although Genesis believes that the anticipated future results, performance or achievements expressed or implied by the 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: Genesis' ability to complete the Rights Offering; the actual amount of funds raised under the Rights Offering; 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; labour matters; governmental regulations; COVID-19 and its national, regional and local impacts, 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 Genesis' Management Discussion & Analysis under the heading "Risks and Uncertainties" and Annual Information Form under the heading "Risk Factors". The forward-looking statements contained in this circular are made as of the date of this circular 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.

NOTICE TO SHAREHOLDERS IN THE UNITED STATES

Neither this Rights Offering nor the Rights or Common Shares issuable upon exercise of Rights have been approved or disapproved by the United States Securities and Exchange Commission (the "**SEC**") or the securities regulatory authorities in any state of the United States, nor has the SEC or the securities regulatory authorities in any state of the United States passed upon the fairness or merits of this Rights Offering or upon the adequacy or accuracy of the information contained in this circular. Any representation to the contrary is a criminal offence.

The Rights and the Common Shares issuable upon exercise of the Rights have not been and will not be registered under the U.S. Securities Act or any applicable U.S. state securities laws and such Rights may not be offered, sold, pledged, or transferred, directly or indirectly, in the United States or to, or for the account or benefit of, any U.S. Person (as defined in Regulation S under the U.S. Securities Act). Any holder of Common Shares that is in the United States or a U.S. Person cannot participate in the Rights Offering. Notwithstanding the foregoing, the Corporation may permit the issuance to, and exercise of Rights by, certain major institutional investors in the United States that qualify as a Qualified Institutional Buyer as defined in Regulation 144A under the U.S. Securities Act in individually negotiated private placements that are exempt from registration under that Act.

USE OF AVAILABLE FUNDS

Why are we raising funds?

Genesis expects to raise gross proceeds of approximately \$30 million from the Rights Offering and intends to use all the proceeds, less offering expenses to provide funds to further the development of existing projects, to pursue acquisition opportunities that may arise and to pay amounts due on previously announced acquisitions (collectively, the "**Anticipated Uses**"), minimizing the need for additional debt facilities and maintaining Genesis' strong financial position. Funds raised under the Rights Offering will supplement the Corporation's cash flows from operating activities and funds available under existing credit facilities and will

provide cost savings by avoiding borrowing that otherwise may be required under existing credit facilities to fund the Anticipated Uses.

What will our available funds be upon closing of the Rights Offering?

Genesis estimates it will have the following amount of available funds (the "**Available Funds**") following the Rights Offering:

		Assuming 15% of the Rights Offering	Assuming 50% of the Rights Offering	Assuming 75% of the Rights Offering	Assuming 100% of the Rights Offering
A	Amount to be raised by this offering	\$4,500,000	\$15,000,000	\$22,500,000	\$30,000,000
B	Selling commissions and fees	-	-	-	-
C	Estimated offering costs (e.g., legal, accounting, audit)	\$150,000	\$150,000	\$150,000	\$150,000
D	Available Funds: D = A – (B+C)	\$4,350,000	\$14,850,000	\$22,350,000	\$29,850,000
E	Additional sources of funding ⁽¹⁾	-	-	-	-
F	Working capital deficiency	-	-	-	-
G	Total	\$4,350,000	\$14,850,000	\$22,350,000	\$29,850,000

Notes

1. Funds raised under the Rights Offering will supplement the Corporation's cash flows from operating activities and funds available under existing credit facilities.

How will we use the available funds?

The net proceeds of the offering will be used for the purposes set out in the table below:

Description of intended use of Available Funds	Assuming 15% of the Rights Offering	Assuming 50% of the Rights Offering	Assuming 75% of the Rights Offering	Assuming 100% of the Rights Offering
To fund the Anticipated Uses.	\$4,350,000	\$14,850,000	\$22,350,000	\$29,850,000
Total use of Available Funds	\$4,350,000	\$14,850,000	\$22,350,000	\$29,850,000

Notes

1. We intend to spend the available funds as stated. We will reallocate funds only for sound business reasons.

We intend to use the Available Funds for the Anticipated Uses, however, there may be circumstances where a reallocation of the Available Funds may be necessary. Management will have discretion in the actual application of the Available Funds and may elect to allocate Available Funds differently than those described if it believes that it would be in the best interests of Genesis. Any use of the Available Funds will be in furtherance of our business and consistent with our business objectives.

How long will the available funds last?

The Corporation currently has working capital in excess of its basic requirements for the next 12 months, as well as available credit facilities. It is currently expected that the Available Funds will be used by the Corporation as stated above within the 12 months following the Rights Offering.

INSIDER PARTICIPATION

Will insiders be participating?

It is expected that directors and officers of Genesis and holders of 10% or more of the Common Shares, who collectively beneficially own, or exercise control or direction over, approximately 29.1 million Common Shares (representing approximately 69.5% of the issued and outstanding Common Shares as of the date of this circular), will purchase Common Shares pursuant to the Basic Subscription Privilege, and, if available, the Additional Subscription Privilege.

Who are the holders of 10% or more of our Common Shares before and after the Rights Offering?

To the knowledge of the Corporation's directors and officers, as of the date of this circular no person beneficially owns or controls or directs, directly or indirectly, more than 10% of the voting rights attached to the outstanding Common Shares other than as set forth below.

Name	Holdings before the Rights Offering⁽¹⁾	Holdings after the Rights Offering⁽⁴⁾
Garfield R. Mitchell Toronto, Ontario	21,036,820 ⁽²⁾ Common Shares, representing approximately 50.3% of the outstanding Common Shares as of the date of this circular.	Approximately 31.0 million Common Shares (representing approximately 55.9% of the outstanding Common Shares).
Mark W. Mitchell Calgary, Alberta	7,790,333 ⁽³⁾ Common Shares, representing approximately 18.6% of the outstanding Common Shares as of the date of this circular.	Approximately 11.5 million Common Shares (representing approximately 20.7% of the outstanding Common Shares).

Notes

(1) The information as to the Common Shares beneficially owned, not being within the knowledge of the Corporation, is based on information filed on SEDI by the foregoing shareholders.

(2) Garfield R. Mitchell holds 21,024,820 Common Shares through Smoothwater Capital Corporation ("**Smoothwater**"), a company of which he is the sole shareholder. In addition, Mr. Mitchell owns 12,000 Common Shares through RRSPs and TFSAs.

(3) Mark W. Mitchell holds 7,711,133 Common Shares through MWM Enterprises Limited ("**MWM**") and owns 79,200 Common Shares through RRSPs and TFSAs.

(4) Assumes no other Shareholders participate in the Rights Offering and Smoothwater and MWM subscribe for Common Shares through the Basic Subscription Privilege and the Additional Subscription Privilege for an aggregate of approximately 10.0 million Common Shares and 3.7 million Common Shares, respectively.

We have been advised by each of Smoothwater and MWM that they intend to subscribe for Common Shares through the Basic Subscription Privilege. In addition, if available, each of Smoothwater and MWM have advised that they intend to exercise their Additional Subscription Privilege for up to an aggregate (including their Basic Subscription Privilege) of approximately 10.0 million Common Shares and 3.7 million Common Shares, respectively.

DILUTION

If you do not exercise your Rights, by how much will your security holdings be diluted?

If you wish to retain your current ownership percentage of the common shares, you should exercise your rights and pay the Subscription Price for all of the common shares to which you are entitled under the Basic Subscription Privilege. If you fail to do so, your percentage ownership of the common shares will be diluted. Assuming issuance of the maximum number of common shares under the rights offering, your shareholdings will be diluted by approximately 26.4%. See "*Risk Factors - Dilution*".

STANDBY COMMITMENT

There is no stand-by guarantor in connection with the Rights Offering.

MANAGING DEALER, SOLICITING DEALER AND UNDERWRITING CONFLICTS

The Corporation has not retained any party to solicit the exercise of the Rights.

HOW TO EXERCISE THE RIGHTS

Subscriptions for Common Shares (pursuant to the Basic Subscription Privilege and the Additional Subscription Privilege, as applicable) made in connection with this Rights Offering either directly or through a Participant (as defined herein) will be irrevocable and subscribers will be unable to withdraw their subscriptions for such Common Shares once submitted.

How does an Eligible Holder that is a registered holder participate in the Rights Offering?

For Eligible Holders (as defined below) who hold their Common Shares in registered form, a subscription form (the "**Rights Subscription Form**") and statement issued under the Subscription Agent's direct registration system (the "**Rights DRS Advice**") representing the total number of transferable Rights to which the holder is entitled as at the Record Date will be mailed with a copy of the Rights Offering Notice. To exercise the Rights represented by the Rights DRS Advice, you must complete and deliver the Rights DRS Advice in accordance with the instructions set out below. Rights not exercised at or prior to the Expiry Time on the Expiry Date will be void and of no value. The method of delivery is at the discretion and risk of the holder of the Rights DRS Advice and delivery to the Subscription Agent will only be effective when actually received by the Subscription Agent. Rights DRS Advices and payments received after the Expiry Time on the Expiry Date will not be accepted. Please allow sufficient time to avoid late delivery.

In order to exercise your rights, you must:

- **Complete and sign Form 1 on the Rights Subscription Form.** The maximum number of Rights that you may exercise under the Basic Subscription Privilege is shown on the first page of the Rights DRS Advice. If you complete the Form 1 so as to exercise some but not all of the Rights evidenced by the Rights DRS Advice, you will be deemed to have waived the unexercised balance of such rights, unless you otherwise specifically advise the Subscription Agent at the time the Rights DRS Advice is surrendered to the Subscription Agent.
- **Additional Subscription Privilege.** Complete and sign Form 2 on the Rights Subscription Form only if you also wish to participate in the Additional Subscription Privilege. See " - *What is the Additional Subscription Privilege and how can you exercise this privilege?*".
- **Enclose payment in Canadian funds by certified cheque, bank draft or money order payable to the order of Computershare Investor Services Inc.** You must pay \$2.00 to exercise one whole Right to purchase one Common Share. In addition to the amount payable for any Common Shares you wish to purchase under the Basic Subscription Privilege, you must also pay the amount required for any Additional Common Shares subscribed for under the Additional Subscription Privilege.

- **Delivery.** Deliver or mail the completed Rights Subscription Form and Rights DRS Advice and payment in the enclosed return envelope addressed to the Subscription Agent so that it is received at the office of the Subscription Agent noted below before the Expiry Time on the Expiry Date. If you are mailing your documents, registered mail is recommended. Please allow sufficient time to avoid late delivery. Mailing is at the sole risk of the holder of the Rights and neither the Corporation nor the Subscription Agent accept any responsibility for the mailing.

The Subscription Agent has been appointed to receive subscriptions and payments from holders of Rights and to perform the services relating to the exercise of the Rights. See "*Appointment of Subscription Agent*". The office of the Subscription Agent noted below has been appointed to perform these services.

By Hand, Courier or Registered Mail:	By Mail:
Computershare Investor Services Inc. 8th Floor, 100 University Avenue Toronto, Ontario M5J 2Y1 Attention: Corporate Actions	Computershare Investor Services Inc. P.O. Box 7021 31 Adelaide Street East Toronto, Ontario M5C 3H2 Attention: Corporate Actions

The signature of the Rights DRS Advice holder must correspond in every particular with the name that appears on the face of the Rights DRS Advice. Signatures by a trustee, executor, administrator, curator, tutor, guardian, attorney, officer of a corporation, partnership, association or any person acting in a fiduciary or representative capacity should be accompanied by evidence of authority satisfactory to the Subscription Agent. We will determine all questions as to the validity, form, eligibility (including time of receipt) and acceptance of any subscription in our sole discretion. Subscriptions are irrevocable. We reserve the right to reject any subscription if it is not in proper form or if the acceptance thereof or the issuance of Common Shares pursuant thereto could be unlawful. We also reserve the right to waive any defect in respect of any particular subscription. Neither Genesis nor the Subscription Agent is under any duty to give any notice of any defect or irregularity in any subscription, nor will Genesis be liable for the failure to give any such notice.

How does an Eligible Holder that is not a registered holder participate in the Rights Offering?

You are a beneficial Eligible Holder if (i) you hold your Common Shares through a securities broker or dealer, bank or trust company or other participant (each, a "**Participant**") in the book-based system administered by CDS Clearing and Depository Services Inc. ("**CDS**") and (ii) you are resident in an Eligible Jurisdiction (as defined below). Beneficial Eligible Holders who hold their Common Shares through a Participant will not receive physical certificates or Rights DRS Advices evidencing their ownership of Rights. The total number of Rights to which all beneficial Eligible Holders as at the Record Date are entitled will be issued to CDS and will be deposited with CDS following the Record Date. We expect that each beneficial Eligible Holder will receive a confirmation of the number of Rights issued to it from its Participant in accordance with the practices and procedures of that Participant. CDS will be responsible for establishing and maintaining book-entry accounts for Participants holding Rights.

If you are a beneficial Eligible Holder:

- to exercise your Rights held through a Participant, you must instruct such Participant to exercise all or a specified number of such Rights and forward to such Participant the Subscription Price for each Common Share that you wish to subscribe for; and
- you may subscribe for Additional Common Shares pursuant to the Additional Subscription Privilege by instructing such Participant to exercise the Additional Subscription Privilege in respect of the number of Additional Common Shares you wish to subscribe for and forwarding to such Participant the Subscription Price for such Additional Common Shares requested. See "*- What is the Additional Subscription Privilege and how can you exercise this privilege?*".

Any excess funds will be returned to the relevant Participant for the account of the beneficial holder, without interest or deduction.

If a beneficial Eligible Holder is subscribing through a Participant, such beneficial Eligible Holder must deliver the payment and instructions to the Participant sufficiently in advance of the Expiry Date to allow the Participant to properly exercise the Rights on such beneficial Eligible Holder's behalf. The ability of a person having an interest in Rights held through a Participant to pledge such interest or otherwise take action with respect to such interest (other than through a Participant) may be limited due to the lack of a physical Rights DRS Advice.

Subscriptions for Common Shares (pursuant to the Basic Subscription Privilege or the Additional Subscription Privilege, as applicable) made in connection with the Rights Offering through a Participant will be irrevocable and subscribers will be unable to withdraw their subscriptions for such Common Shares once submitted.

Neither the Corporation nor the Subscription Agent will have any liability for (i) the records maintained by CDS or Participants relating to the Rights or the book-entry accounts maintained by them, (ii) maintaining, supervising or reviewing any records relating to such Rights, or (iii) any advice or representations made or given by CDS or Participants with respect to the rules and regulations of CDS or any action to be taken by CDS or Participants.

Except as otherwise specifically provided herein (see " - *Who is eligible to receive the Rights?*"), payment of the Subscription Price, or any purchase price for Additional Common Shares pursuant to the Additional Subscription Privilege, by a non-registered holder of Common Shares will constitute a representation to the Corporation, the Subscription Agent and to any Participant that the subscriber is not in the United States or a U.S. Person or the agent of any person in the United States or U.S. Person and is not purchasing the Common Shares for the account or benefit of, or for the resale to, any person in the United States or U.S. Person.

Who is eligible to receive Rights?

The Rights are offered only to holders ("**Eligible Holders**") of Common Shares resident in a province or territory of Canada (the "**Eligible Jurisdictions**"). This circular has not been filed with the securities commission or similar regulatory authority of any jurisdiction other than the Eligible Jurisdictions.

The Rights and Common Shares issuable upon exercise of the Rights are not being offered to persons who are or appear to be, or who the Corporation or the Subscription Agent (as defined below) have reason to believe are, residents of jurisdictions other than the Eligible Jurisdictions (the "**Ineligible Jurisdictions**"), nor will the Corporation or Subscription Agent accept subscriptions from any Ineligible Shareholders or from any transferee of Rights who is or appears to be, or who the Corporation or the Subscription Agent has reason to believe is, a resident of an Ineligible Jurisdiction.

The United States is an Ineligible Jurisdiction. The securities of the Corporation, including the Rights and the Common Shares issuable on the exercise of the Rights, have not been, and will not be, registered under the U.S. Securities Act or the securities laws of any U.S. state and may not be offered, sold, pledged or transferred, directly or indirectly, in the United States or to, or for the account or benefit of, any U.S. Person. Consequently, this Rights Offering is not being made in the United States or to, or for the account or benefit of, any U.S. Person and is not to be construed as an offering of any securities for sale to a U.S. Person or a person located in the United States (both of whom are Ineligible Shareholders as defined in this circular) or a solicitation thereto or therein of an offer to buy any securities of the Corporation. Accordingly, subscriptions for Common Shares will not be accepted from or on behalf of shareholders whose addresses of record are in the United States. Notwithstanding the foregoing, the Corporation may permit the issuance to, and exercise of Rights by, certain major institutional investors in the United States that qualify as a Qualified Institutional Buyer as defined in Regulation 144A under the U.S. Securities Act in individually negotiated private placements that are exempt from registration under that Act.

Payment of the Subscription Price will constitute a representation to the Corporation and, if applicable, to the Participant by the subscriber (including by its agents) that: (i) the subscriber is not a citizen or resident of an Ineligible Jurisdiction, and (ii) the subscriber is not purchasing the Common Shares for resale to any person who is a citizen or resident of an Ineligible Jurisdiction.

What happens to Rights issued to registered Ineligible Shareholders?

Rights DRS Advices (as defined below) in respect of Rights issued to registered Ineligible Shareholders will not be issued and forwarded by the Corporation to registered Ineligible Shareholders. Instead, registered Ineligible Shareholders have been sent the Rights Offering Notice, for information purposes only, together with a letter notice (the "**Letter Notice**") advising them that, among other things, their Rights DRS Advice will be issued to and held by the Subscription Agent, which will hold such Rights as agent for the benefit of all registered Ineligible Shareholders. Instructions as to the sale, transfer or exercise of the Rights represented thereby will not be accepted from such holders.

Notwithstanding the foregoing, the Corporation may permit the issuance to, and exercise of Rights by, certain major institutional investors in the United States that qualify as a Qualified Institutional Buyer as defined in Regulation 144A under the U.S. Securities Act in individually negotiated private placements that are exempt from registration under that Act.

The Subscription Agent will hold the Rights until December 10, 2021, inclusive, in order to give registered Ineligible Shareholders the opportunity to claim the Rights DRS Advice by satisfying the Corporation and the Subscription Agent that they are resident in an Eligible Jurisdiction (or, in respect of a Qualified Institutional Buyer, as otherwise permitted by the Corporation).

Following December 10, 2021, the Subscription Agent will, prior to the Expiry Time on the Expiry Date, use its reasonable commercial efforts to sell the Rights evidenced by such Rights DRS Advices on behalf of all such respective Ineligible Shareholders on such date(s) and at such price(s) and otherwise in such manner as the Subscription Agent may determine in its sole discretion. **Any sale of Rights and the price(s) obtained will be dependent on market conditions. No assurances are made regarding the sale of Rights or the price(s) if Rights are sold.** No charge will be made for the sale of Rights by the Subscription Agent except for a proportionate share of any brokerage commissions incurred by the Subscription Agent and any costs incurred by the Subscription Agent in connection with sale of the Rights. The Subscription Agent will endeavour to effect sales of Rights on the open market and any proceeds received by the Subscription Agent with respect to the sale of Rights (net of brokerage fees and costs incurred and, if applicable, the Canadian tax required to be withheld) will be divided on a pro rata basis among such registered Ineligible Shareholders and paid by cheque delivered to such registered Ineligible Shareholders at their respective registered address. Amounts of less than CAD \$10.00 will not be remitted. In the event that the net proceeds attributable to any Ineligible Shareholder is less than CAD \$10.00, then no monies will be paid or delivered to such Ineligible Shareholders and, in such event, the monies will be delivered to the Corporation and the Corporation and the Subscription Agent will have no further obligations to such Ineligible Shareholders whatsoever.

The Subscription Agent will act in its capacity as agent of the respective registered Ineligible Shareholders on a reasonable commercial efforts basis only and the Corporation and the Subscription Agent do not accept responsibility for the price obtained on the sale of, or the inability to sell, the Rights on behalf of any registered Ineligible Shareholder. The Subscription Agent's ability to sell the Rights of Ineligible Shareholders, and the price obtained therefor, are dependent on market conditions. Neither the Corporation nor the Subscription Agent will be subject to any liability for the failure to sell any Rights of registered Ineligible Shareholders or as a result of the sale of any Rights at a particular price or on a particular day.

There is a risk that the proceeds received from the sale of Rights will not exceed costs incurred by the Subscription Agent in connection with the sale of such Rights and, if applicable, the Canadian tax required to be withheld. In such event, no proceeds will be remitted.

Holders of Rights who are Ineligible Shareholders should be aware that the acquisition and disposition of Rights or Common Shares may have tax consequences in Canada as well as the jurisdiction where they reside, which are not described herein. Accordingly, such Ineligible Shareholders should consult their own tax advisors about the specific tax consequences to them of acquiring, holding and disposing of Rights or Common Shares having regard to their particular circumstances.

Shareholders will be presumed to be resident in the place of their registered address, unless the contrary is shown to the satisfaction of the Corporation and the Subscription Agent. A registered Ineligible Shareholder whose address of record is outside the Eligible Jurisdictions but who holds Common Shares on behalf of a

holder who is eligible to participate in the Rights Offering must notify the Corporation and the Subscription Agent, in writing, on or before December 10, 2021 if such beneficial holder wishes to participate in the Rights Offering. Otherwise, the Subscription Agent will sell the Rights of such beneficial Shareholder as described above.

What happens to Rights issued to non-registered holders resident in an Ineligible Jurisdiction?

Rights delivered to Participants may not be delivered by those intermediaries to non-registered Rights holders who are resident in an Ineligible Jurisdiction. Participants receiving Rights that would otherwise be deliverable to non-registered Rights holders may attempt to sell those Rights for the accounts of such holders and deliver the proceeds of sale to such persons. Participants are responsible for any action pertaining to Rights that may have been received on behalf of non-registered Rights holders who are not eligible to participate in the Rights Offering. We expect that each non-registered Rights holder will receive, in accordance with the practices and procedures of the Participant, a confirmation from the Participant of the number of Rights issued to such holder.

There is a risk that the proceeds received from the sale of Rights will not exceed costs incurred by the Participant in connection with the sale of such Rights and, if applicable, the Canadian tax required to be withheld.

Non-registered Rights holders should be aware that the acquisition and disposition of Rights or Common Shares may have tax consequences in Canada as well as the jurisdiction where they reside, which are not described herein. Accordingly, non-registered Rights holders should consult their own tax advisors about the specific tax consequences to them of acquiring, holding and disposing of Rights or Common Shares having regard to their particular circumstances.

What is the Additional Subscription Privilege and how can you exercise this privilege?

Each Rights holder who has exercised in full its Basic Subscription Privilege may exercise additional Rights, if available, at a price equal to the Subscription Price for each additional Right. The number of additional Rights available will be the difference, if any, between the total number of Rights issued pursuant to the Rights Offering and the total number of Rights validly exercised and paid for pursuant to the Basic Subscription Privilege at the Expiry Time on the Expiry Date.

If the aggregate number of Additional Common Shares subscribed for by those who exercise their Additional Subscription Privilege is less than the number of available Additional Common Shares, each such holder of Rights will be allotted the number of Additional Common Shares subscribed for under the Additional Subscription Privilege.

If the aggregate number of Additional Common Shares subscribed for by those who exercise their Additional Subscription Privilege exceeds the number of available Additional Common Shares, each such holder of Rights will be entitled to receive the number of Additional Common Shares equal to the lesser of:

- the number of Additional Common Shares subscribed for by the holder under the Additional Subscription Privilege; and
- the product (disregarding fractions) obtained by multiplying the aggregate number of Additional Common Shares available through unexercised Rights after giving effect to the Basic Subscription Privilege by a fraction, the numerator of which is the number of Rights exercised by the holder under the Basic Subscription Privilege and the denominator of which is the aggregate number of Rights exercised under the Basic Subscription Privilege by all holders of Rights that have subscribed for Additional Common Shares under the Additional Subscription Privilege.

Registered holders of Rights exercising their Additional Subscription Privilege

If you wish to exercise the Additional Subscription Privilege, you must first exercise your Basic Subscription Privilege in full by completing Form 1 on the Rights Subscription Form for the maximum number of Common

Shares that you may subscribe for and also complete Form 2 on the Rights Subscription Form, specifying the number of Additional Common Shares for which you would like to subscribe. Send the purchase price for the Additional Common Shares under the Additional Subscription Privilege with your Rights DRS Advice to the Subscription Agent. The purchase price is payable in Canadian funds by certified cheque, bank draft or money order payable to the order of Computershare Investor Services Inc. These funds will be placed in a segregated account pending allocation of the Additional Common Shares, with any excess funds being returned by mail without interest or deduction. Interest, if any, earned on such funds will be for our benefit.

Beneficial holders of Rights exercising their Additional Subscription Privilege

If you are a beneficial holder of Rights through a Participant in CDS and you wish to exercise your Additional Subscription Privilege, you must deliver your payment and instructions to the Participant sufficiently in advance of the Expiry Date to allow the Participant to properly exercise the Additional Subscription Privilege on your behalf. See " - How does an Eligible Holder that is not a registered holder participate in the Rights Offering?".

How does a Rights holder sell or transfer Rights?

The Rights will be listed on the TSX under the trading symbol "GDC.RT" and will be posted for trading on the TSX beginning November 17, 2021 until the Expiry Time on the Expiry Date, at which time the Rights will be halted from trading. Rights not exercised by the Expiry Time on the Expiry Date will be void and of no value.

You may elect to exercise only a part of your Rights and dispose of the remainder or dispose of all your Rights. Any commission or other fee payable in connection with the exercise or any trade of Rights (other than the fee for services to be performed by the Subscription Agent as described herein) is the responsibility of the holder of such Rights. Depending on the number of Rights a holder may wish to sell, the commission payable in connection with a sale of Rights could exceed the proceeds received from such sale.

Registered holders of Rights selling or transferring Rights

If you do not wish to exercise some or all of your Rights, you may sell or transfer them directly or through your broker or investment dealer at your expense, subject to any applicable resale restrictions. See "*Are there restrictions on the resale of securities?*". If you wish to transfer your Rights, a Stock Power of Attorney form (the "**Transfer Form**") will need to be obtained from the Subscription Agent and completed and the signature guaranteed by an "eligible institution" to the satisfaction of the Subscription Agent (in accordance with the instructions provided on the Transfer Form). The Rights DRS Advice and properly completed Transfer Form is to be delivered to the transferee. Eligible institution means a Canadian Schedule 1 chartered bank, a major trust company in Canada, a member of the Securities Transfer Agents Medallion Program or a member of the Stock Exchange Medallion Program. Members of these programs are usually members of a recognized stock exchange in Canada or members of the Investment Industry Regulatory Organization of Canada.

It is not necessary for a transferee to obtain a new Rights DRS Advice to exercise the Rights or the Additional Subscription Privilege, but the signature of the transferee on Forms 1 and 2 must correspond in every particular with the name of the transferee shown on the Transfer Form. Signatures by a trustee, executor, administrator, curator, tutor, guardian, attorney, officer of a corporation, partnership, association or any person acting in a fiduciary or representative capacity should be accompanied by evidence of authority satisfactory to the Subscription Agent. If the Transfer Form is properly completed, the Corporation and the Subscription Agent will treat the transferee (or the bearer if no transferee is specified) as the absolute owner of the Rights DRS Advice for all purposes and will not be affected by notice to the contrary. A Rights DRS Advice so completed should be delivered to the appropriate person in ample time for the transferee to use it before the expiration of the Rights.

Beneficial holders of Rights selling or transferring Rights

If you hold Common Shares through a Participant and do not wish to exercise some or all of your Rights, you may arrange for the sale or transfer of Rights through that Participant at your expense, subject to any applicable resale restrictions. See "*Are there restrictions on the resale of securities?*".

When can you trade the Common Shares issuable upon the exercise of your Rights?

The Common Shares are listed on the TSX under the symbol "GDC". The TSX has conditionally approved the listing on the TSX of the Rights and the Common Shares issuable upon exercise of the Rights, subject to the Corporation fulfilling all of the listing requirements of the TSX. Subject to the disclosure set out in "*Are there restrictions on the resale of securities*" below, all Common Shares issuable on exercise of the Rights will be listed and posted for trading on the TSX as soon as practicable after the Closing Date.

Are there restrictions on the resale of securities?

The Rights being issued hereunder and the Common Shares issuable upon exercise of the Rights (collectively, the "**Securities**") are being distributed by the Corporation in the Eligible Jurisdictions pursuant to exemptions from the prospectus requirements under securities laws in the Eligible Jurisdictions.

Resale of the Securities may be subject to restrictions pursuant to applicable securities laws then in force. Set out below is a general summary of the restrictions governing first trades in the Securities in the Eligible Jurisdictions. Additional restrictions may apply to 'insiders' of the Corporation and holders of the Securities who are 'control persons' or the equivalent or who are deemed to be part of what is commonly referred to as a 'control block' in respect of the Corporation for purposes of securities laws. Each holder of Rights is urged to consult its professional advisors to determine the exact conditions and restrictions applicable to trades of the Securities.

Generally, the first trade of any of the Securities will be exempt from the prospectus requirements of securities laws in the Eligible Jurisdictions if: (i) the Corporation is and has been a 'reporting issuer' in a jurisdiction of Canada for the four months immediately preceding the trade; (ii) the trade is not a 'control distribution' (as defined in applicable Canadian securities laws); (iii) no unusual effort is made to prepare the market or to create a demand for the Securities; (iv) no extraordinary commission or consideration is paid to a person in respect of such trade; and (v) if the seller is an insider or officer of the Corporation, the seller has no reasonable grounds to believe that the Corporation is in default of applicable securities laws. If such conditions have not been met, then the Securities may not be resold except pursuant to a prospectus or prospectus exemption, which may only be available in limited circumstances.

The Rights and the Common Shares issuable upon exercise of the Rights have not been and will not be registered under the U.S. Securities Act or any applicable U.S. state securities laws. Accordingly, the Rights and the Common Shares issuable upon exercise thereof may not be offered, sold, pledged or transferred, directly or indirectly, in the United States or to, or for the account or benefit of, any U.S. Person. Notwithstanding the foregoing, the Corporation may permit the issuance to, and exercise of Rights by, certain major institutional investors in the United States that qualify as a Qualified Institutional Buyer as defined in Regulation 144A under the U.S. Securities Act in individually negotiated private placements that are exempt from registration under that Act.

The foregoing is a summary only and is not intended to be exhaustive. Holders of Rights should consult with their advisors concerning restrictions on resale and should not resell their Securities until they have determined that any such resale is in compliance with the requirements of applicable legislation.

Will we issue fractional Common Shares upon exercise of the Rights?

No, the Corporation will not issue fractional Common Shares upon the exercise of the Rights. Where the exercise of Rights would otherwise entitle the holder of Rights to receive fractional Common Shares, the holder's entitlement will be reduced to the next lowest whole number of Common Shares and no cash or other consideration will be paid in lieu thereof.

APPOINTMENT OF SUBSCRIPTION AGENT

Who is the subscription agent?

Computershare Investor Services Inc. has been appointed to act as the depositary and as the subscription agent for the Rights Offering (the "**Subscription Agent**"). Pursuant to an agreement with the Corporation,

the Subscription Agent has been appointed to (i) receive subscriptions and payments from Rights holders for Common Shares subscribed for under the Basic Subscription Privilege and, if applicable, the Additional Subscription Privilege; (ii) perform services relating to the exercise and transfer of the Rights, including the issue of Common Shares; and (iii) subject to the provisions of this circular, use its reasonable commercial efforts to sell Rights issued to Ineligible Shareholders and to deliver the proceeds thereof to such Ineligible Shareholders.

The Subscription Agent will hold all funds received in payment for Common Shares subscribed for on exercise of Rights in a segregated account pending closing of the Rights Offering. If the Corporation decides to terminate the Rights Offering prior to completion we will not have any obligation with respect to the Rights except to return any funds received by the Subscription Agent without interest or deduction. The Corporation will pay for all such services of the Subscription Agent.

The Subscription Agent will accept subscriptions for Common Shares and payment of the Subscription Price from Rights holders by hand, courier or registered mail at the applicable office of the Subscription Agent noted below.

By Hand, Courier or Registered Mail:	By Mail:
Computershare Investor Services Inc. 8th Floor, 100 University Avenue Toronto, Ontario M5J 2Y1 Attention: Corporate Actions	Computershare Investor Services Inc. P.O. Box 7021 31 Adelaide Street East Toronto, Ontario M5C 3H2 Attention: Corporate Actions

The Rights holder bears the risk of delivery to the Subscription Agent of their completed subscription and payment of the Subscription Price.

Questions relating to the Rights Offering should be addressed to the Subscription Agent by telephone at 1-800-564-6253 (North America) or by sending an e-mail to corporateactions@computershare.com.

What happens if the Rights Offering is terminated?

If the Corporation terminates the Rights Offering prior to completion, the Subscription Agent will return all funds held (without interest or deduction) to holders of Rights that have subscribed for Common Shares under the Rights Offering.

RISK FACTORS

An investment in Common Shares issuable upon exercise of the Rights is subject to certain risks including those described below and in our continuous disclosure documents accessible under the Corporation's SEDAR profile at www.sedar.com.

Dilution

If a Shareholder exercises all of the Rights issued to them pursuant to the Rights Offering, they will retain their proportionate interest in the outstanding Common Shares on a non-diluted basis. If a Shareholder does not exercise some or all of the Rights issued to them, their percentage ownership will be diluted by the issuance of Common Shares upon the exercise of Rights by other holders of Rights. If a Shareholder elects to sell its unexercised Rights or if its Rights are sold on its behalf, any consideration received may not be sufficient to compensate it for dilution caused by the exercise of Rights by other holders.

Interests of Certain Persons in the Rights Offering

Certain officers and directors of the Corporation may have interests in the Rights Offering that may be different from, or in addition to, the interests of the Shareholders.

No Minimum Offering

The Rights Offering is not conditional upon receiving a minimum amount of proceeds (or any other conditions to closing). If we decide to terminate the Rights Offering prior to completion, we will not have any obligation with respect to the Rights except to return any funds held (without interest or deduction) to holders of Rights that have subscribed for Common Shares under the Rights Offering.

Trading Market for Rights

Although the rights will be listed on the TSX, there is no assurance that an active or any trading market in the rights will develop or that rights can be sold on the TSX at any time.

Exercise of Rights Irrevocable

You may not revoke or change the exercise of your rights after you send in your subscription form and payment. The common share trading price could decline below the Subscription Price for the common shares, resulting in a loss of some or all of your subscription payment.

Subscription Price Not Necessarily Indication of Value

You should not consider the Subscription Price to be an indication of Genesis' value, and the Common Shares may trade at prices above or below the Subscription Price.

Volatility of Market Price of Common Shares

There can be no assurance regarding the future trading price of the Common Shares and the market price of the Common Shares may be volatile. The volatility may affect the ability of holders to sell the Rights and (or) Common Shares at an advantageous price. Market price fluctuations may be due to adverse changes in general market conditions or regulatory requirements, economic trends, acquisitions or dispositions or other factors including those set forth under "*Forward-Looking Statements*".

Responsibilities of Holders of Rights

If you fail to follow the subscription procedures and to meet the subscription deadline, your subscription may be rejected. None of Genesis, the Subscription Agent or any Participant undertakes to contact you concerning, or will attempt to correct, an incomplete or incorrect payment or subscription form. A determination as to whether a subscription properly follows the subscription procedures is solely within our discretion. See "*How to exercise the Rights*".

Use of Proceeds

We currently intend to allocate the proceeds received from the Rights Offering as described under "*Use of Available Funds*", however management will have discretion in the actual application of the proceeds and may elect to allocate proceeds differently than those described if it believes that it would be in the best interests of Genesis. The failure to apply the proceeds effectively could adversely affect Genesis.

ADDITIONAL INFORMATION

Where can you find more information about Genesis?

You can access our continuous disclosure documents filed with Canadian securities regulators under the Corporation's profile on SEDAR at www.sedar.com. You can also access information about us at our website at www.genesisland.com.

MATERIAL FACTS AND MATERIAL CHANGES

There is no material fact or material change about Genesis that has not been generally disclosed.