

**2017 ANNUAL GENERAL MEETING
MANAGEMENT INFORMATION CIRCULAR**

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN THAT the Annual Meeting (the “**Meeting**”) of holders of common shares (“**Common Shares**”) of Genesis Land Development Corp. (the “**Corporation**”) will be held in the Saddlestone Boardroom at the Genesis Head Office, 7315 8th Street N.E., Calgary, Alberta, T2E 8A2 on Thursday, May 11, 2017 at 10:00 a.m. (Mountain Daylight time), for the following purposes:

1. to receive and consider the audited consolidated financial statements of the Corporation for the financial year ended December 31, 2016 and the report of the auditors thereon;
2. to fix the Board of directors of the Corporation to be elected at the Meeting at seven (7) members and to elect the Board of directors of the Corporation for the ensuing year;
3. to appoint MNP LLP, Chartered Professional Accountants, of Calgary, Alberta, as auditors of the Corporation for the ensuing year and to authorize the Board of directors of the Corporation to fix the auditors' remuneration; and
4. to transact any such other business as may properly be brought before the Meeting or any adjournment thereof.

Shareholders of record of Common Shares of the Corporation at the close of business on March 30, 2017 will be entitled to vote at the Meeting.

Shareholders who are unable to attend the Meeting in person are requested to date and execute the enclosed form of proxy and return it in the envelope provided for that purpose. Alternatively, shareholders may vote by proxy, by telephone or over the internet (please refer to page 14 of the accompanying Circular for further information).

In order to be valid and acted upon at the Meeting, the proxy must be received by Computershare Trust Company of Canada (the “**Transfer Agent**”) not later than 48 hours (excluding Saturdays, Sundays and holidays) prior to the time set for the Meeting or any adjournments thereof. Shareholders are cautioned that the use of the mail to transmit proxies is at shareholders' risk. The Chair of the Meeting has discretion to waive or extend the proxy deadline.

DATED at the City of Calgary, in the Province of Alberta, this 4th day of April, 2017.

BY ORDER OF THE BOARD OF DIRECTORS

“Stephen J. Griggs”

Stephen J. Griggs

Chair of the Board & Interim Chief Executive Officer
Genesis Land Development Corp.

IMPORTANT

It is desirable that as many Common Shares as possible be represented at the Meeting. If you do not expect to attend and would like your Common Shares represented, please complete the enclosed form of proxy and return it as soon as possible in the envelope provided for that purpose. Late forms of proxy may be accepted or rejected by the Chair of the Meeting in his sole discretion and the Chair is under no obligation to accept or reject any late forms of proxy.