

FORM 51-102F3
MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

Genesis Land Development Corp. (“Genesis”)
7315 – 8th Street NE
Calgary, AB, T2E 8A2

Item 2 Date of Material Change

August 29, 2019

Item 3 News Release

A news release announcing an agreement to purchase residential development land in north Calgary for \$23.7 million was issued and disseminated by Genesis on August 29, 2019 through CNW Group. A copy of the news release is attached hereto as Schedule “A”.

Item 4 Summary of Material Change

On August 29, 2019, Genesis announced that it had entered into a firm purchase and agreement to purchase approximately 130 acres of developable land in north Calgary for a purchase price of \$23.7 million.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

On August 29, 2019 Genesis announced that it had entered into a firm purchase and sale agreement to acquire approximately 130 developable acres of future residential development land (the “**Land**”) in north Calgary. It is anticipated that the transaction will close on September 25, 2019, subject to closing conditions customary for a transaction of this nature.

Genesis will pay a purchase price of \$23.7 million at closing, with a cash payment of \$5.1 million, which will be funded from internal resources, and a Vendor Take-Back Mortgage (“**VTB**”) of \$18.6 million. The VTB is repayable in two equal installments of \$9.3 million in 2021 and 2022, has an interest rate of 5% per annum and is secured by the Land.

Genesis believes the land acquisition fits well with its existing land base in terms of location and time to market. Genesis intends to develop the Land into a residential community, with servicing slated to begin in 2020. Upon completion, the community is expected to include over 800 single family homes, and approximately 7 acres of multi-family and commercial sites.

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: 403-265-8079

Item 9 Date of Report

September 5, 2019.

ADVISORIES***Forward-Looking Statements***

This material change report may contain 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 of Genesis generally and the proposed acquisition of the Land in particular. 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".

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: failure to complete the Land acquisition; local real estate conditions; the uncertainties of real estate development and acquisition activity; fluctuations in interest rates; ability to access 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, 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 the Corporation's MD&A under the heading "Risks and Uncertainties" and the AIF 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 Announces Agreement to Purchase Residential Development Land in North Calgary for \$23.7 Million

For Immediate Release

Calgary, August 29, 2019 - Genesis Land Development Corp. ("Genesis") is pleased to report that it has entered into a firm purchase and sale agreement relating to the previously announced acquisition of approximately 130 developable acres of future residential development land (the "Land") in north Calgary. It is anticipated that the transaction will close on September 25, 2019, subject to closing conditions customary for a transaction of this nature.

The purchase price of \$23.7 million will be paid at closing with a cash payment of \$5.1 million, which will be funded from internal resources, and a Vendor Take-Back Mortgage ("VTB") of \$18.6 million. The VTB is repayable in two equal installments of \$9.3 million in 2021 and 2022, has an interest rate of 5% per annum and is secured by the Land.

The north Calgary area is experiencing solid growth and Genesis believes the Land acquisition fits well with its existing land base in terms of location and time to market. Genesis intends to develop the Land into a residential community, with servicing slated to begin in 2020. Upon completion, the community is expected to include over 800 single family homes, and approximately 7 acres of multi-family and commercial sites.

Iain Stewart, President and CEO of Genesis stated, "These Lands provide Genesis with an attractive, short term residential development opportunity that leverages our expertise and strong balance sheet by reinvesting capital in Calgary real estate at an opportune time."

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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Wayne King, CPA, CA, Chief Financial Officer
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Email: genesis@genesisland.com
Website: www.genesisland.com

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