

FORM 62-103F1

REQUIRED DISCLOSURE UNDER THE EARLY WARNING REQUIREMENTS

State if this report is filed to amend information disclosed in an earlier report. Indicate the date of the report that is being amended.

This report amends information contained in an earlier Early Warning Report dated August 24, 2015.

Item 1 – Security and Reporting Issuer

1.1 State the designation of securities to which this report relates and the name and address of the head office of the issuer of the securities.

Common shares (the “**Common Shares**”) of Genesis Land Development Corp. (“**Genesis**”):

Genesis Land Development Corp.
7315 - 8th Street NE
Calgary, Alberta
T2E 8A2

1.2 State the name of the market in which the transaction or other occurrence that triggered the requirement to file this report took place.

Toronto Stock Exchange (the “**TSX**”)

Item 2 – Identity of the Acquiror

2.1 State the name and address of the acquiror.

Smoothwater Capital Corporation (“**Smoothwater**”)
Suite 4610, 100 King Street West
Toronto, Ontario M5X 1E5

2.2 State the date of the transaction or other occurrence that triggered the requirement to file this report and briefly describe the transaction or other occurrence.

During the period of August 25, 2015 to July 15, 2019, Smoothwater acquired an aggregate of 359,700 Common Shares on the open market through the facilities of the Toronto Stock Exchange (the “**Market Purchases**”), representing approximately 0.85% of the issued and outstanding Common Shares (the “**Outstanding Shares**”) as at May 3, 2019, as reported by Genesis in its management’s discussion and analysis for the quarter ended March 31, 2019.

On July 16, 2019, Smoothwater acquired 908,285 Common Shares at a price of \$2.50 per Common Share pursuant to a private purchase from two vendors resident in

Ontario for aggregate consideration of \$2,270,712.50 (the “**Private Purchase**”), representing approximately 2.15% of the Outstanding Shares.

Combined, the Market Purchases and the Private Purchase make up a total of 1,267,985 Common Shares, representing approximately 3.01% of the Outstanding Shares.

2.3 State the names of any joint actors.

Garfield Mitchell, the sole shareholder of Smoothwater, may be considered to be acting jointly or in concert with Smoothwater, as may be any entities controlled by Smoothwater and/or Mr. Mitchell.

Stephen J. Griggs, the Chief Executive Officer of Smoothwater and a director and the Executive Chair of the Board of Genesis, may be considered to be acting jointly or in concert with Smoothwater and Mr. Mitchell. Mr. Griggs currently holds no Common Shares, but was granted the option to purchase 450,000 Common Shares at a price of \$3.48 per Common Share on September 20, 2018.

Item 3 – Interest in Securities of the Reporting Issuer

3.1 State the designation and number or principal amount of securities acquired or disposed of that triggered the requirement to file this report and the change in the acquiror’s securityholding percentage in the class of securities.

Prior to the Market Purchases and the Private Purchase, Smoothwater and its joint actors had ownership and control over 15,123,535 Common Shares, representing approximately 35.85% of the Outstanding Shares.

After giving effect to the Market Purchases and the Private Purchase, Smoothwater has ownership and control over 16,379,520 Common Shares, representing approximately 38.83% of the Outstanding Shares.

After giving effect to the Market Purchases and the Private Purchase, Smoothwater, together with its joint actors, have ownership and control over 16,391,520 Common Shares, representing approximately 38.86% of the Outstanding Shares.

3.2 State whether the acquiror acquired or disposed ownership of, or acquired or ceased to have control over, the securities that triggered the requirement to file this report.

See Items 2.2 and 3.1 above.

3.3 If the transaction involved a securities lending arrangement, state that fact.

Not applicable.

3.4 State the designation and number or principal amount of securities and the acquiror’s securityholding percentage in the class of securities, immediately before and after the transaction or other occurrence that triggered the requirement to file this report.

See Item 3.1 above.

3.5 State the designation and number or principal amount of securities and the acquiror's securityholding percentage in the class of securities referred to in Item 3.4 over which

- (a) **the acquiror, either alone or together with any joint actors, has ownership and control,**

See Items 2.3 and 3.1 above.

- (b) **the acquiror, either alone or together with any joint actors, has ownership but control is held by persons or companies other than the acquiror or any joint actor, and**

Not applicable.

- (c) **the acquiror, either alone or together with any joint actors, has exclusive or shared control but does not have ownership.**

Not applicable.

3.6 If the acquiror or any of its joint actors has an interest in, or right or obligation associated with, a related financial instrument involving a security of the class of securities in respect of which disclosure is required under this item, describe the material terms of the related financial instrument and its impact on the acquiror's securityholdings.

Not applicable.

3.7 If the acquiror or any of its joint actors is a party to a securities lending arrangement involving a security of the class of securities in respect of which disclosure is required under this item, describe the material terms of the arrangement including the duration of the arrangement, the number or principal amount of securities involved and any right to recall the securities or identical securities that have been transferred or lent under the arrangement.

Not applicable.

State if the securities lending arrangement is subject to the exception provided in section 5.7 of NI 62-104.

Not applicable.

3.8 If the acquiror or any of its joint actors is a party to an agreement, arrangement or understanding that has the effect of altering, directly or indirectly, the acquiror's economic exposure to the security of the class of securities to which this report relates, describe the material terms of the agreement, arrangement or understanding.

Not applicable.

Item 4 – Consideration Paid

4.1 State the value, in Canadian dollars, of any consideration paid or received per security and in total.

The Market Purchases were made by Smoothwater at an average price of approximately \$2.74 per Common Share for aggregate consideration of \$984,298.00

The Private Purchase was made by Smoothwater at a price of \$2.50 per Common Share for aggregate consideration of \$2,270,712.50.

4.2 In the case of a transaction or other occurrence that did not take place on a stock exchange or other market that represents a published market for the securities, including an issuance from treasury, disclose the nature and value, in Canadian dollars, of the consideration paid or received by the acquiror.

Not applicable.

4.3 If the securities were acquired or disposed of other than by purchase or sale, describe the method of acquisition or disposition.

Not applicable.

Item 5 – Purpose of the Transaction

State the purpose or purposes of the acquiror and any joint actors for the acquisition or disposition of securities of the reporting issuer. Describe any plans or future intentions which the acquiror and any joint actors may have which relate to or would result in any of the following:

- (a) the acquisition of additional securities of the reporting issuer, or the disposition of securities of the reporting issuer;
- (b) a corporate transaction, such as a merger, reorganization or liquidation, involving the reporting issuer or any of its subsidiaries;
- (c) a sale or transfer of a material amount of the assets of the reporting issuer or any of its subsidiaries;
- (d) a change in the board of directors or management of the reporting issuer, including any plans or intentions to change the number or term of directors or to fill any existing vacancy on the board;
- (e) a material change in the present capitalization or dividend policy of the reporting issuer;
- (f) a material change in the reporting issuer's business or corporate structure;
- (g) a change in the reporting issuer's charter, bylaws or similar instruments or another action which might impede the acquisition of control of the reporting issuer by any person or company;

- (h) a class of securities of the reporting issuer being delisted from, or ceasing to be authorized to be quoted on, a marketplace;
- (i) the issuer ceasing to be a reporting issuer in any jurisdiction of Canada;
- (j) a solicitation of proxies from securityholders;
- (k) an action similar to any of those enumerated above.

Smoothwater and Mr. Mitchell hold Common Shares for investment purposes. Smoothwater and/or its joint actors may, from time to time, on an individual or joint basis, directly or indirectly, acquire ownership of or control over additional securities of Genesis.

Item 6 – Agreements, Arrangements, Commitments or Understandings With Respect to Securities of the Reporting Issuer

Describe the material terms of any agreements, arrangements, commitments or understandings between the acquiror and a joint actor and among those persons and any person with respect to securities of the class of securities to which this report relates, including but not limited to the transfer or the voting of any of the securities, finder’s fees, joint ventures, loan or option arrangements, guarantees of profits, division of profits or loss, or the giving or withholding of proxies. Include such information for any of the securities that are pledged or otherwise subject to a contingency, the occurrence of which would give another person voting power or investment power over such securities, except that disclosure of standard default and similar provisions contained in loan agreements need not be included.

Smoothwater entered into a purchase agreement with two vendors resident in Ontario in connection with the Private Purchase. The purchase agreement contains customary terms and conditions for a transaction of this nature.

Item 7– Change in Material Fact

If applicable, describe any change in a material fact set out in a previous report filed by the acquiror under the early warning requirements or Part 4 in respect of the reporting issuer’s securities.

Not applicable.

Item 8 – Exemption

If the acquiror relies on an exemption from requirements in securities legislation applicable to formal bids for the transaction, state the exemption being relied on and describe the facts supporting that reliance.

The Market Purchases were acquired in reliance on the “normal course purchase” exemption from the take-over bid requirements contained in section 4.1 of National Instrument 62-104 – *Take-Over Bids and Issuer Bids* (“**NI 62-104**”).

The Private Purchase was made in reliance on the “private agreement” exemption contained in section 4.2 of NI 62-104 because (i) the purchase of the Common Shares was not made from more than five persons, (ii) the offer to purchase was not made generally to all holders

of Common Shares, and (iii) the value of the consideration paid for the Common Shares pursuant to the Private Purchase, including brokerage fees or commissions, was not greater than 115% of the market price of Common Shares on the TSX, as determined in accordance with section 1.11 of NI 62-104.

Item 9 – Certification

I, as the acquiror, certify, or I, as the agent filing this report on behalf of an acquiror, certify to the best of my knowledge, information and belief, that the statements made in this report are true and complete in every respect.

Date: July 17, 2019

SMOOTHWATER CAPITAL CORPORATION

“Stephen J. Griggs”

Stephen J. Griggs
Chief Executive Officer