

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. (“**Genesis**” or the “**Corporation**”) will be held in the Logan Landing Boardroom at the Genesis head office, 6240, 333 – 96 Ave. NE, Calgary, Alberta, T3K 0S3 on Tuesday, May 14, 2024 at 2:30 PM (Mountain Daylight Time). The following business is to be conducted at the Meeting:

1. to receive and consider the audited consolidated financial statements of the Corporation for the financial year ended December 31, 2023 and the report of the auditors thereon;
2. to fix the number of directors of the Corporation to be elected at the Meeting at five and to elect the directors of the Corporation for the ensuing year;
3. to appoint MNP LLP, Chartered Professional Accountants, 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 such other business as may properly be brought before the Meeting or any adjournment or postponement thereof.

Shareholders of record of Common Shares at the close of business on April 2, 2024 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. See page 12 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 or postponements 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, the 18th day of March 2024.

BY ORDER OF THE BOARD OF DIRECTORS

“Erica Frey”

Erica Frey
Secretary of the Board
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 the Meeting in person 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. In addition to mailing in your form of proxy, or if you're a beneficial holder – your Voting Instruction Form (“**VIF**”), shareholders can also vote prior to the proxy cut-off for the Meeting by phone or by submitting their vote online. Information on how to vote by phone or online is located in the voting form the shareholder received. 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.*

Forward-Looking Statements

Certain statements in this Circular and any information incorporated herein by reference may 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, operations and financial

performance and condition of the Corporation generally and in particular relating to timing for future Board assessments. 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 the Corporation believes that the anticipated future results, performance or achievements expressed or implied by forward-looking statements are based upon reasonable assumptions and expectations, investors 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 the Corporation to differ materially from anticipated future results, performance or achievement expressed or implied by such forward-looking statements. Accordingly, the Corporation 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 the Corporation's properties; the uncertainties of real estate development and acquisition activity; fluctuations in interest rates; the ability to access and raise debt and 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 the Corporation with the securities regulators in Canada available at www.sedar.com, including the Corporation's most recent Management Discussion & Analysis under the heading "Risks and Uncertainties" and the Corporation's most recent Annual Information Form under the heading "Risk Factors", both of which are available under the Corporation's profile on SEDAR at www.sedar.com. The forward-looking statements contained in this Circular are made as of the date of this Circular and, except as required by applicable law, the Corporation 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.