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Genius Properties Ltd.

CSE: GNI

## **GENIUS PROPERTIES SIGNS LETTER OF INTENT TO SELL THE SHARES OF ITS SUBSIDIARY ZIPPLER INC.**

**April 7, 2014 – Montreal, Quebec**– Genius Properties Ltd. (the “Corporation”) (CSE: GNI) is pleased to announce it has signed, as of today, a letter of intent (the “LOI”) with Investments TSPL Inc. (“TSPL”) to sell all of the issued and outstanding shares of its subsidiary ZIPPLER Inc. (“ZIPPLER”).

Under the Letter of Intent, the Company agreed to sell the shares of Zippler in consideration for the issuance to Genius of 16,000,000 common shares of TSPL, a deemed value of \$ 3.2 million.

### **Conditions to the completion of the transaction**

The transaction is subject to the completion of a private placement of common shares of Genius in the amount of \$ 150,000 prior to closing. The funds from the private placement will be used entirely for the development of Zippler.

The transaction is conditional on obtaining a loan by TSPL for a minimum of \$ 100,000 prior to closing.

The transaction is also subject to the completion of a private placement of TSPL units for a minimum of \$ 500,000 and up to \$ 750,000, provided that the source of funds will affect the agreed value of TSPL and Zippler, and may lead to an adjustment of the number of TSPL shares issued to Genius as part of the transaction.

Genius shall have conducted and completed to its satisfaction, the due diligence of TSPL no later than 45 days from the signing of the letter of intent.

An amount of \$ 150,000 due to Genius by Zippler will be repaid in full at closing.

All directors and officers of Zippler will remain in office following the closing of the transaction.

The CSE has neither approved nor disapproved the contents of this press release. The CSE does not accept responsibility for the adequacy or accuracy of this release.

### **For more information, contact:**

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