

**GENIUS PROPERTIES LTD.**

**MATERIAL CHANGE REPORT  
FORM 51-102F3**

**Item 1. Reporting Issuer**

Genius Properties Ltd. (« Genius »)  
1200 McGill College Avenue  
Suite 1240  
Montreal, Québec  
H3B 4G7

**Item 2. Date of Material Change**

April 24, 2014.

**Item 3. Press Release**

A press release with respect to the material change referred to in this report was issued through newswire services of Marketwired on April 24, 2014.

**Item 4. Summary of Material Changes**

On April 24, 2014, Genius announced the acquisition of 100% of the assets of Zippler by its wholly-owned subsidiary 8845131 Canada Inc. Zippler is a geo-location based application and social network.

**Item 5. Full Description of Material Change**

According to the terms of the Asset and Purchase Agreement, the owners and inventors of Zippler will receive 7,8 million shares, payable in several tranches upon reaching established milestones, as consideration for all assets of Zippler. The transaction was also conditional to the purchaser entering into Agreements with Thomas Scott as key employee and Éric Aubertin as key advisor.

The team is led by investor and advisor Eric Aubertin, also a serial entrepreneur. In 1999, Eric successfully led a start-up project through the same process Zippler is going through now. After raising \$500,000 from one person with an idea, Eric and team invented a patented E-Mail and Online Fundraising. The platform was created in 6 months and was sold with 12 months for \$27M USD. Eric, key advisor at Zippler, has relevant knowledge in all the areas related to Zippler – social media, local advertising, online media, monetization, loyalty programs, payment solutions, offers networks and deals, user acquisition and retention, branding, and securing funding. Thomas Scott with hands-on experience in mobile product development and gaming is a key player who has helped create/refine the idea. He will lead the product development efforts. Jack Elias and Daniel Forman, two social media gurus from Ensuite Media, a firm specializing in social media, will execute the social media user acquisition plan. Zippler will recruit senior advisors with some being located in San Francisco and Silicon Valley.

Zippler is currently patent pending. And the team has worked hard on refining the concept for a while now. Fundraising efforts will fund the development and

commercialization of this useful, fun, and progressive SoLoMo geo Location Based App and Social Network.

Genius intends to enter into various types of agreements on its properties and management is currently evaluating, through specialized wholly-owned subsidiaries of the Corporation, other opportunities in other markets and industries having a strong growth potential to enhance shareholder value in the short term.

**Item 6. Reliance on Section 7.1(2) or (3) of Regulation 51-102 respecting continuous disclosure obligations**

N/A

**Item 7. Omitted Information**

None

**Item 8. Executive Officer**

The following executive officer is knowledgeable about the material change and this report

Stéphane Leblanc  
President and CEO  
Tel: (418) 717-2553

**Item 9. Date of Report**

May 5, 2014