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**Genius Properties Ltd.**

**CSE: GNI**

## **GENIUS CLOSES NON-BROKERED PRIVATE PLACEMENT**

November 25, 2014 – Montreal, Quebec – Genius Properties Ltd. (“Genius” or the “Corporation”) (CSE: GNI) is pleased to announce that it has closed the previously announced non-brokered private placement (the "Private Placement") of 2,333,333 common shares of Genius (the "Shares") at a price of \$0.15 per Share for total gross proceeds of \$350,000.

Mr. Stéphane Leblanc, the President and CEO of the Corporation and two other insiders of the Corporation, participated in the private placement by purchasing an aggregate of 683,333 Shares, which constitutes a related party transaction pursuant to Multilateral Instrument 61-101 Protection of Minority Security Holders in Special Transactions ("MI 61-101"). The Company relied on Section 5.5(a) of MI 61-101 for an exemption from the formal valuation requirement and Section 5.7(1)(a) of MI 61-101 for an exemption from the minority shareholder approval requirement of MI 61-101 as the fair market value of the transaction with each of the parties did not exceed 25% of the Corporation's market capitalization. The foregoing subscriptions were unanimously approved by all of the directors of the Corporation. No new insiders of the Corporation were created, nor has there been any change of control as a result of the private placement.

The proceeds from the Private Placement are expected to be used for general working capital purposes.

The Shares issued in connection with the closing of the Private Placement will be subject to a four-month hold period from the date of issuance, pursuant to applicable securities regulation. As a result of the closing of the Private Placement, Genius has 31,231,610 Shares outstanding.

### **About Genius Properties**

Genius is primarily targeting Quebec's excellent mineral potential to discover new world-class deposits and is the ideal partner for exploration companies and capital pool companies looking for qualified transaction projects of merit. The Corporation intends to enter various types of agreements on its available mineral properties. 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. To-date, wholly-owned subsidiaries of the Corporation include 100% of the assets of Zippler, a patent pending geo-location based application and social network, and 70% of the assets of ZenCig, a company specializing in the distribution and processing of electronic cigarettes.

### **Summary of our subsidiaries**

#### **About ZenCig**

ZenCig is a cleaner and healthier alternative to smoking for all. ZenCig is one of the leading electronic cigarette companies in this rapidly emerging and fast-growing market. The Corporation began online sales in 2011 and expanded to retail in 2013. ZenCig offers the highest quality and latest technology in this market. ZenCig provides an artificial flavored vapor with or without nicotine. A cartridge filled with an aromatic liquid is located in the filter. Ingredients contained in the cartridge include nicotine, artificial flavor and glycerol. During inhalation, the microprocessor enables a spray, mixing the air inhaled with the liquid contained in the cartridge. This vapor is then inhaled by the user. Evaporation of glycerol allows an imitation of real smoke produced by a cigarette. A LED at the end of the cigarette simulates true combustion and the sprayed mixture is delivered at a temperature of 50-60 Celsius degrees which is comparable to regular tobacco cigarette. With a soft filter and same size and weight as a real cigarette, it really gives to its user the most realistic experience of a tobacco cigarette. And without tar, ash and second



hand smoke, people can really start to **BREATHE AGAIN !** With its established online presence and the lowest retail price in the world, the ZenCig management team is positioned to leverage its already well-recognized brand and give great value to its shareholders.

[www.zencig.com](http://www.zencig.com)

**About Zippler**

Zippler is a PATENT PENDING location-based social network and microblogging service, using a unique navigation scheme and user interface, that enables its users to locate and interact with people around them, plan group activities, get information, discover cool new things, get targeted local offers and a lot more – all based on your location.

[www.zippler.com](http://www.zippler.com)

This news release contains forward-looking information within the meaning of applicable Canadian securities laws. All information other than historical fact is forward-looking information. Forward-looking information relates to future events or future performance and is based on GNI current internal expectations, estimates, projections, assumptions and beliefs. Forward-looking information is often, but not always, identified by the use of words such as "expect", "project", "proposed", "intend", "seek", "anticipate", "budget", "plan", "continue", "estimate", "forecast", "may", "will", "predict", "potential", "targeting", "could", "might", "should", "believe" and similar expressions. Although management considers the assumptions and estimates, reflected in forward-looking information, to be reasonable, based on information currently available, there can be no assurance that such information will prove to be correct. As a consequence, actual results may differ materially from those anticipated.

Undue reliance should not be placed on forward-looking information which is inherently uncertain, and subject to known and unknown risks and uncertainties (both general and specific) and other factors that contribute to the possibility that the future events or circumstances contemplated by the forward looking information will not occur or that may cause the actual results, level of activity, performance or achievements of the Corporation to be materially different from those expressed or implied by such forward-looking information. These risks include, but are not limited to risks associated with general economic conditions, the actual results of current exploration activities, conclusions of economic evaluations, changes in project parameters as plans continue to be refined, future metal prices, financial risks and substantial capital requirements. Further information regarding certain of these risks (as well as risks relating generally to the Corporation's business) may be found under the headings "Risks and Uncertainties", "Forward-Looking Information" and "Financial risk factors" in the latest Corporation's Management's Discussion & Analysis on [www.sedar.com](http://www.sedar.com). Readers are cautioned that the foregoing list of factors that may affect future results is not exhaustive. The forward-looking statements contained in this news release are made as of the date hereof and GNI does not undertake any obligation to update publicly or to revise any of the included forward-looking statements, except as required by applicable law. The forward-looking statements contained herein are expressly qualified by this cautionary statement.

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.

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