



Genius Properties Ltd.

CSE: GNI

**GENIUS SIGNS LETTER OF INTENT FOR THE ACQUISITION
OF THE PORTFOLIO OF PROPRIETARY BRANDS AND EXCLUSIVE RECIPES
OF FUNCTIONAL FOODS AND NATURAL HEALTH BEVERAGES FROM REÏVA**

May 21, 2015 – Montreal, Quebec – Genius Properties Ltd. (“Genius” or the “Corporation”) (CSE: GNI) is pleased to announce it has entered into a letter of intent (“LOI”) with 9191364 Canada Inc., a company doing business under the name Reïva Global Corporation (“Reïva”), for the acquisition of all the assets of Reïva, composed primarily of a portfolio of proprietary brands and exclusive recipes of functional foods and natural health beverages.

Principal Terms of the LOI

Under the terms of the LOI, Genius will issue to Reïva an aggregate THIRTY MILLION (30,000,000) new common shares (the “Consideration Shares”) from the Corporation’s share capital. The parties intend to treat the transaction as a rollover under subsection 85(1) of the *Income Tax Act* (Canada) and section 518 of the *Taxation Act (Quebec)*. The Consideration Shares will be subject to a thirty-six (36) month escrow, in accordance with CSE policies and applicable securities regulation.

It is contemplated that Denis Richard, the founder of Reïva, will become President and Chief Executive Officer of Genius following the closing of the transaction and that Stéphane Leblanc will become Executive Vice-President and Secretary. Mr. Leblanc will also remain as a Director of the Corporation.

The LOI is non-binding and is expected to be superseded by definitive agreements to be agreed to and entered into between the parties (“Definitive Agreements”). The Transaction is subject to regulatory approval and standard closing conditions.

Further details about this transaction and the combined entity will be provided in a comprehensive press release when the parties complete the Definitive Agreements.

About Reïva

Reïva has developed a range of world class exclusive products, a “new generation” of functional foods and natural health products. Its founder’s primary objective is to offer a healthier lifestyle to consumers. When Denis Richard started developing world class exclusive formulas to fill the current void in the industry, he addressed the problems at their source, in collaboration with universities and independent laboratories. The Reïva team is committed to producing safe and efficient products designed to fill the void in the industry by offering consumers products focused on health and wellness. The team’s devotion is supported by several pending patent applications.

Reïva is developing these products under the supervision of M. Guy Chamberland, M. Sc., Ph.D., Master herbalist and specialist in drug development. He has spent more than 15 years in the pharmaceutical industry and has commercialized new products, from their discovery to human clinical trials and to the market. He holds a master of science (M. Sc.) and a doctor of philosophy (Ph.D.) in biomedical sciences (in the field of toxicology). He has developed expertise in drugs safety and regulatory affairs while working in the pharmaceutical and biotech industry.



Reiva Global Corp. aims markets with high sales volumes, such as:

- The energy drinks market (37 billion dollars in 2014);
- The sports nutrition supplements market (4.2 billion dollars in 2014);
- The energy bars market (more than one billion dollars in 2014);
- The children's healthy snacks market.

The "REIVA" products include the following features:

- They have a first choice antioxidant power;
- They greatly improve sports performances;
- They improve blood circulation;
- They improve control on good and bad cholesterol;
- They have recognized cardiovascular features;
- They are high quality dietary supplements;
- They help the body metabolize carbohydrates, fats and proteins;
- They help maintain good muscular functions;
- They help the regeneration of red blood cells;
- They reinforce the immune system;
- And much more.

The demand for these products has never been stronger and with the growing new sector of natural and functional beverages industry, Genius strongly believes it will be able to garner attention and build a solid company in the North American beverages industry.

The revenue model for Genius, in the first phase, will be derived from the sports and energy drinks market and the health and wellness trends.

About Genius

Genius is an international firm dedicated to building, buying, investing, and representing the next generation of brands. We focus on selecting and marketing brands that are innovative, eco-friendly, and/or are market disruptors. We only work with brands that have scalable revenue potential.

A Proven Team and Formula

- Ensures systems are in place to conduct business
- Provides the execution strategy for launching brands
- Develops powerful presentations for launch of products
- Creates marketing programs that are affordable but look like tier 1 companies
- Build national and international sales teams to successfully launch products with great potential

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 Genius' 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. 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 Genius 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. Neither the CSE nor its Regulation Services Provider (as that term is defined in the policies of the CSE) accepts responsibility for the adequacy or accuracy of this release.

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