

# Genius Properties Ltd. Announces \$300,000 Offering of Flow-Through Shares to Existing Shareholders and Accredited Investors

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[Genius Properties Ltd.](#) (CSE:GNI)(CSE:GNI.CN)(CNSX:GNI) ("Genius" or the "Corporation") is pleased to announce its intention to complete a non-brokered private placement offering (the "Offering") of up to 1,500,000 flow-through shares of the Corporation ("FT Shares") at a price of \$0.20 per FT Share, for aggregate gross proceeds of up to \$300,000. The Corporation intends to complete the Offering in accordance with *Regulation 45-513 Respecting Prospectus Exemption for distribution to existing security holders* and various corresponding blanket orders and rules of other Canadian jurisdictions that have adopted the same or a similar exemption from prospectus requirement (the "Existing Security Holder Exemption"). The Corporation may, at its discretion, also accept subscriptions pursuant to other prospectus exemptions available under applicable laws. The Offering will be completed concurrently with a private placement of up to 6,666,667 units of the Corporation ("Units") at a price of \$0.15 per Unit for gross proceeds of up to \$1,000,000.

Subject to certain limitations discussed below, the Offering is open to all existing shareholders of the Corporation until October 31, 2017. Any existing shareholders of the Corporation interested in participating in the Offering should contact the Corporation using the contact information set out below no later than October 27, 2017 so that subscription materials can be provided for completion and returned to the Corporation no later than October 30, 2017. The Corporation will also accept subscriptions from "accredited investors" (as defined in National Instrument 45-106 - *Prospectus Exemptions*, and in Québec *Regulation 45-106 respecting Prospectus Exemptions*) and may close the Offering in several tranches during the course of the Offering.

The Corporation will renounce to the purchasers of the FT Shares, effective no later than December 31, 2017, an amount of "Canadian exploration expenses" ("CEE") as defined in subsection 66.1(6) of the *Income Tax Act* (Canada) equal to the gross proceeds raised from the sale of FT Shares. The Corporation agrees and covenants that 100% of such renounced CEE shall also qualify as "flow-through mining expenditures" as defined in subsection 127(9) of the *Income Tax Act* (Canada). The Corporation agrees and covenants that it will incur the full CEE in the Province of Québec, and which expenditures will qualify for the corresponding income tax credits and deductions under the laws of the Province of Québec in respect of eligible exploration expenses incurred in the Province of Québec.

Any securities issued pursuant to the Offering will be subject to a hold period under applicable securities laws, which will expire four months plus one day from the date of closing of the Offering.

The Corporation has set October 12, 2017 as the record date (the "Record Date") for the purpose of determining existing shareholders entitled to purchase FT Shares pursuant to the Existing Security Holder Exemption. Subscribers purchasing FT Shares under the Existing Security Holder Exemption will need to represent in writing that they meet certain requirements of the Existing Security Holder Exemption, including that they were a shareholder of the Corporation as of the Record Date and still are a shareholder of the Corporation. The aggregate acquisition cost to a subscriber under the Existing Security Holder Exemption cannot exceed \$15,000 unless that subscriber has obtained advice regarding the suitability of the investment and, if the subscriber is resident in a jurisdiction of Canada, such advice is obtained from a person that is registered as an investment dealer in the subscriber's jurisdiction.

In the event that the Offering is oversubscribed, the Corporation may increase the size of the Offering or allocate subscriptions on a pro rata basis in accordance with holdings of existing shareholders as of the Record Date.

Certain insiders of the Corporation, including significant shareholders of Genius, may acquire FT Shares under the Offering. Any such participation would constitute a "related party transaction" as defined under *Regulation 61-101 respecting Protection of minority security holders in special transactions* ("Regulation 61-101"). However, such participation is exempt from the valuation and minority shareholder approval requirements of Regulation 61-101 based on the fact that neither the fair market value of the Offering, nor the consideration paid by such persons, exceeds 25% of the Corporation's market capitalization.

The Corporation has not engaged an agent to assist in completing the Offering. However the Corporation may pay finder's fees in connection with certain subscriptions.

Closing of the Offering is subject to a number of conditions, including receipt of all necessary corporate and regulatory approvals, including approval of the Canadian Securities Exchange.

About Genius Properties Ltd.

Genius is a Canadian mineral exploration company focused on developing projects with some of the world's most critical metals and minerals.

*Neither the Canadian Securities Exchange nor its Regulation Services Provider accepts responsibility for the adequacy or accuracy of this release.*

#### Forward-Looking Statements and Disclaimer

Certain statements in this press release may be forward-looking. Such statements include those with respect to Corporation's ability to raise funds under the Offering and the use of the proceeds raised thereunder. Although the Corporation believes the expectations reflected in such forward-looking statements are based on reasonable assumptions, it can give no assurances that its expectations will be achieved. Such assumptions, which may prove incorrect, include the following: (i) Genius will be successful in its efforts to pursue the activities referred to in this news release, (ii) Genius will be successful in its efforts to identify and secure subscribers under the Offering, (iii) the subscribers under the Offering will complete the subscriptions they have agreed to make under their subscription agreements, and (iv) Genius' management will not identify and pursue other business objectives using the proceeds of the Offering. Factors that could cause actual results to differ materially from expectations include (i) the inability or unwillingness of the subscribers under the Offering to fulfill their contractual obligations, in whole or in part, (ii) the Corporation's failure to make effective use of the proceeds of the Offering, (iii) the Corporation's inability to obtain the necessary regulatory approvals for the Offering, and (iv) generally, the Corporation's inability to develop and implement a successful business plan for any reason. A description of other risks affecting Genius' business and activities appears in its annual management's discussion and analysis, which is available on SEDAR at [www.sedar.com](http://www.sedar.com). No assurance can be given that any events anticipated by the forward-looking information in this press release will occur, or if any of them do so, what benefits that Genius will derive therefrom. In particular, no assurance can be given as to the future financial performance of Genius. Genius does not undertake any obligation to update or revise any forward-looking statements, except as required under applicable law. The reader is warned against undue reliance on these forward-looking statements.

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