



**FOR IMMEDIATE RELEASE** – July 29, 2013

## **Genesis Land Development Corp. Announces Adoption of a Shareholder Rights Plan and Advance Notice By-Law**

**CALGARY, July 29, 2013** – Genesis Land Development Corp. (TSX: GDC) (the “**Company**” or “**Genesis**”) announced today that the board of directors of the Company has adopted a Shareholder Protection Rights Plan (the “**Rights Plan**”) and an Advance Notice By-law, each effective July 28, 2013. The objective of the Rights Plan and Advance Notice By-Law is to ensure, to the extent possible, that all shareholders of the Company are treated equally and fairly in connection with any initiative to acquire control of the Company.

As previously disclosed by the Company in its news release dated July 24, 2013, the Company is concerned that a group of minority shareholders may attempt to seize control of the Company's board, and ultimately the Company, without paying a premium to shareholders, in connection with the upcoming Annual General Meeting of Shareholders to be held on August 12, 2013 at 9 a.m. (Mountain Daylight time)(the “**Meeting**”).

### **Rights Plan**

The Rights Plan is not intended to and will not prevent a take-over of the Company. The purpose of the Rights Plan is to encourage a potential bidder to make a “Permitted Bid”, having terms and conditions designed to meet the objectives of the Rights Plan, or to negotiate the terms of an offer with the board of directors of the Company. A Permitted Bid is a take-over bid that is made to all holders of voting shares of the Company for all of the voting shares held by them, by way of a take-over bid circular prepared in compliance with applicable securities laws, that remains open for acceptance by shareholders of the Company for 90 days (or such shorter period of time as may be approved by the board of directors of the Company from time to time), and that satisfies certain other conditions.

A special committee of the Board is investigating whether Garfield R. Mitchell, who beneficially owns and/or controls approximately 22.07% of the Company's outstanding common shares according to a report filed under applicable securities laws dated May 1, 2013, is acting jointly or in concert with his brother Mark W. Mitchell, who is a current director of the Company and who holds approximately 9.5% of the Company's outstanding common shares, and/or Liberty Street Capital Corp. (“**Liberty**”), which beneficially owns and/or controls approximately 2.85% of the Company's outstanding common shares. If it is determined that Garfield Mitchell is acting jointly or in concert with either his brother and/or Liberty and that they have failed to disclose this fact prior to the date of the adoption of the Rights Plan, the Rights Plan would be triggered immediately upon its implementation, unless the Separation Time is deferred in accordance with the terms of the Rights Plan. Accordingly, in order to avoid triggering the Rights Plan immediately upon its implementation, the Board has resolved to defer the Separation Time to such later date as shall be determined by the Board.

The Rights Plan is in effect for a period of six months, unless earlier terminated. The listing of the rights is subject to regulatory acceptance by the Toronto Stock Exchange.

### **Advance Notice By-law**

The Advance Notice By-law introduces an advance notice requirement in connection with shareholders intending to nominate directors in certain circumstances.

In particular, the Advance Notice By-law sets forth a procedure requiring advance notice to the Company by any shareholder who intends to nominate any person for election as director of the Company other than pursuant to (i) a requisition of a meeting made pursuant to the provisions of the *Business Corporations Act* (Alberta), or (ii) a shareholder proposal made pursuant to the provisions of the ABCA. Among other things, the Advance Notice By-law sets a deadline by which such shareholders must notify the Company in writing of an intention to nominate directors prior to any meeting of shareholders at which directors are to be elected and set forth the information that the shareholder must include in the notice for it to be valid.

The Board believes that the Advance Notice By-law provides a clear and transparent process for all shareholders to follow if they intend to nominate directors. In that regard, the Advance Notice By-law provides a reasonable time frame for shareholders to notify the Company of their intention to nominate directors and require shareholders to disclose information concerning the proposed nominees that is mandated by applicable securities laws. The Board will be able to evaluate the proposed nominees' qualifications and suitability as directors and respond as appropriate in the best interests of the Company. The Advance Notice By-law is also intended to facilitate an orderly and efficient meeting process.

In the case of an annual meeting of shareholders, notice to the Company must be made not less than 30 and not more than 65 days prior to the date of the annual meeting; provided, however, that in the event that the annual meeting is to be held on a date that is less than 50 days after the date on which the first public announcement of the date of the annual meeting was made, notice may be made not later than the close of business on the 10th day following such public announcement. In the case of the upcoming Meeting, notice to the Company must be made not later than the close of business on August 2, 2013.

In the case of a special meeting of shareholders (which is not also an annual meeting), notice to the Company must be made not later than the close of business on the 15th day following the day on which the first public announcement of the date of the special meeting was made.

The Advance Notice By-law is effective immediately.

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A complete copy of the Rights Plan and Advance Notice By-law is available upon request. Shareholders wishing to receive a copy of the Rights Plan and/or Advance Notice By-law should make their request by telephone at (403) 265-8079, by email at [genesis@genesisland.com](mailto:genesis@genesisland.com) or by mail to Genesis Land Development Corp., 7315 – 8 Street NE Calgary AB T2E 8A2, Attention: Mr. Bruce Rudichuk. A copy of the Rights Plan and Advance Notice By-law will be filed on SEDAR at [www.sedar.com](http://www.sedar.com).

### **About Genesis Land Development Corp.**

Genesis is a Calgary-based real estate development corporation engaged in the acquisition, development, and sale of land, residential lots and homes in Alberta and British Columbia. All business activities of the Company are conducted in Western Canada, with development lands held primarily in and around the cities of Calgary and Airdrie. With a diversified and substantial land base, the Company is well positioned to focus on developing those projects that offer the best return in the market going forward.

The TSX has not reviewed and does not accept responsibility for the adequacy or accuracy of this news release. This news release may contain assumptions, estimates, and other forward-looking statements regarding future events. Such forward-looking statements involve inherent risks and uncertainties and are subject to factors, many of which are beyond the Company's control, which may cause actual results or performance to differ materially from those currently anticipated in such statements.

### **Cautionary Statement on Forward-looking Information**

*This press release contains certain statements which constitute forward-looking statements or information ("forward-looking statements") within the meaning of applicable securities legislation concerning the business,*

*operations and financial performance and condition of Genesis. Forward-looking statements include, but are not limited to, statements with respect to future development of the Sage Hill Crossing project and joint venture and sale opportunities of the portion of the development land retained by Genesis. Generally, these forward-looking statements can be identified by the use of forward-looking terminology such as "plans", "expects" or "does not expect", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates" or "does not anticipate", or "believes", or variations of such words and phrases or state that certain actions, events or results "may", "could", "would", "might" or "will be taken", "occur" or "be achieved". Although Genesis believes that the anticipated future results, performance or achievements expressed or implied by the forward-looking statements are based upon reasonable assumptions and expectations, the reader should not place undue reliance on forward-looking statements because they involve assumptions, known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of Genesis to differ materially from anticipated future results, performance or achievement expressed or implied by such forward-looking statements. Accordingly, Genesis cannot give any assurance that its expectations will in fact occur and cautions that actual results may differ materially from those in the forward-looking statements. Factors that could cause actual results to differ materially from those set forth in the forward-looking statements include, but are not limited to, general economic conditions; local real estate conditions, including the development of properties in close proximity to Genesis' properties; the ability of Genesis to participate or find joint venture or sale opportunities for the remaining development land; the uncertainties of real estate development and acquisition activity; interest rates; availability of equity and debt financing; economic conditions in Western Canada, and other risks and factors described from time to time in the documents filed by Genesis with securities regulators in Canada available at [www.sedar.com](http://www.sedar.com)., including the Annual Information Form under the heading "Risk Factors" and in Genesis' most recent interim report under the heading "Management's Discussion and Analysis." The forward-looking statements contained in this press release are made as of the date of this press release and, except as required by applicable law, Genesis does not undertake any obligation to publicly update or to revise any of the forward-looking statements, whether as a result of new information, future events or otherwise.*

FOR FURTHER INFORMATION, PLEASE CONTACT:

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**TSX Stock Symbol: GDC**