



CSE:GNI

Genius Properties Ltd. – 203-22 Lafleur Ave. North, Saint-Sauveur, Québec, Canada J0R 1R0

Genius Announces 2018 AGM Results

ST-SAUVEUR, QUÉBEC – August 3, 2018

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Genius Properties Ltd. (CSE:GNI)(CSE:GNI.CN)(CNSX:GNI) ("**Genius**" or the "**Corporation**") announces the results of the annual and special meeting of its shareholders (the "**Meeting**") held today.

More than 24 million shares representing approximately 42% of the Corporation's common shares outstanding were represented at the meeting. Genius' shareholders voted in favor of all matters brought before the meeting as follows:

Election of Directors

Guy Goulet and John Booth, effective immediately, and Keith Philip Brill, Manuel Rodriguez, Frank Hodgson and Steven Allen Zadka, effective upon closing of the merger with Cerro de Pasco Resources S.A. ("Cerro de Pasco"), were appointed as directors of the Corporation.

Resolution Approving the Merger With Cerro De Pasco Resources S.A.

The shareholders approved the acquisition by Genius of all the issued and outstanding shares of Cerro de Pasco, on the terms and subject to the conditions set out in a Merger Agreement dated November 9, 2017, as amended on February 28, 2018.

Genius expects to close the transaction with Cerro de Pasco on August 31, 2018 and therefore to proceed with the change of name, the spin-off and the distribution of SpinCo shares to its shareholders.

Spin-Off Resolution

The shareholders approved the transfer by Genius to Genius Metals Inc. ("**SpinCo**") of substantially all of the assets and all of the liabilities of Genius.

Distribution of SpinCo Shares and Reduction of Stated Capital Resolution

The shareholders approved a reduction of the stated capital of the Corporation for the purpose of effecting a distribution of the common shares of SpinCo to the shareholders of Genius. **The record date for such distribution will be August 30, 2018, being one day prior to the anticipated date of closing with Cerro de Pasco.**

Change of Name Resolution

The shareholders approved the change of name to “Cerro de Pasco Resources Inc.” in order to reflect the merger with Cerro de Pasco.

Appointment of Auditors

Raymond Chabot Grant Thornton LLP, Chartered Professional Accountants were reappointed as auditors of the Corporation for the 2018 fiscal year.

Debt Settlement Resolution

The shareholders approved the conversion of the indebtedness of Genius in the aggregate amount of \$49,500 into common shares in the capital of SpinCo.

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.

The Exchange has in no way passed upon the merits of the Proposed Transaction and has neither approved nor disapproved the contents of this news release. Neither the Canadian Securities Exchange nor its Regulation Services Provider accepts responsibility for the adequacy or accuracy of this news release.

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