

FORM 7

MONTHLY PROGRESS REPORT

Name of Listed Issuer: Genius Metals Inc. (the “Issuer”).

Trading Symbol: GENI

Number of Outstanding Listed Securities: 18,665,836

Date: December 4, 2019 (for the month ended November 30th, 2019)

This Monthly Progress Report must be posted before the opening of trading on the fifth trading day of each month. This report is not intended to replace the Issuer’s obligation to separately report material information forthwith upon the information becoming known to management or to post the forms required by Exchange Policies. If material information became known and was reported during the preceding month to which this report relates, this report should refer to the material information, the news release date and the posting date on the Exchange website.

This report is intended to keep investors and the market informed of the Issuer’s ongoing business and management activities that occurred during the preceding month. Do not discuss goals or future plans unless they have crystallized to the point that they are “material information” as defined in the Policies. The discussion in this report must be factual, balanced and non-promotional.

General Instructions

- (a) Prepare this Monthly Progress Report using the format set out below. The sequence of questions must not be altered nor should questions be omitted or left unanswered. The answers to the items must be in narrative form. State when the answer to any item is negative or not applicable to the Issuer. The title to each item must precede the answer.
- (b) The term “Issuer” includes the Issuer and any of its subsidiaries.
- (c) Terms used and not defined in this form are defined or interpreted in Policy 1 – Interpretation and General Provisions.

Report on Business

1. Provide a general overview and discussion of the development of the Issuer’s business and operations over the previous month. Where the Issuer was inactive disclose this fact.

During the month of November, the Issuer planned its drilling campaign for the Iserhoff property which is set to begin on December 5th, 2019. The drilling campaign consists of 1,000m to 1,500m of drilling split between the 7-8 most promising targets on the property. On the A-Lake property, the prospection has ended mid-November due to harsh winter weather and multiple till samples sent for assaying.

Private Placement

On November 22, 2019, the Issuer completed the first tranche of a non-brokered private placement offering (the “Private Placement”) for gross proceeds to the Issuer of \$560,500.

Under the first tranche of the Private Placement, the Issuer issued and sold:

- 1,365,000 common share units at a price of \$0.20 per unit, with each such unit being comprised of one Issuer Share and one common share purchase warrant of the Issuer entitling the holder thereof to purchase one Issuer Share at an exercise price of \$0.30 for a period of eighteen months; and
- 1,150,000 Flow-Through Share Units at a price of \$0.25 per unit, with each such unit being comprised of one “flow-through” Issuer Share and one-half of one common share purchase warrant of the Issuer entitling the holder of one whole Warrant to purchase one Issuer Share at an exercise price of \$0.30 for a period of eighteen months.

The net proceeds of the Private Placement will be used principally for exploration campaigns on the Sakami and Iserhoff properties in Québec and for general corporate purposes.

In connection with the first tranche of the Private Placement, the Corporation paid finder’s fees to arm’s length third parties in the amount of \$19,110.

2. Provide a general overview and discussion of the activities of management.

During the month of November, management of the Issuer focused its efforts on completing the first tranche of non-brokered Private Placement. Management of the Issuer also worked actively to plan the drilling campaign set to begin on December 5th on the Iserhoff property. Finally, management of the Issuer also continued its dialogue with potential partners to advance work on all of its portfolio of properties.

3. Describe and provide details of any new products or services developed or offered. For resource companies, provide details of new drilling, exploration or production programs and acquisitions of any new properties and attach any mineral or oil and gas or other reports required under Ontario securities law.

Iserhoff Property

Genius Metals will initiate a 1,000-1,500m drilling campaign on Iserhoff property located near Lebel-sur-Quévillon, Abitibi, Québec. Starting on December 5, 2019, the campaign will target historical gold and base metal zones recently recognized in the field during a small exploration campaign conducted in late October.

4. Describe and provide details of any products or services that were discontinued. For resource companies, provide details of any drilling, exploration or production programs that have been amended or abandoned.

N/A

5. Describe any new business relationships entered into between the Issuer, the Issuer's affiliates or third parties including contracts to supply products or services, joint venture agreements and licensing agreements etc. State whether the relationship is with a Related Person of the Issuer and provide details of the relationship.

During the month of November, the Issuer entered into a binding contract with Roby Drilling to perform between 1,000 and 1,500m of diamond drilling on the Iserhoff property beginning on December 5th.

6. Describe the expiry or termination of any contracts or agreements between the Issuer, the Issuer's affiliates or third parties or cancellation of any financing arrangements that have been previously announced.

N/A

7. Describe any acquisitions by the Issuer or dispositions of the Issuer's assets that occurred during the preceding month. Provide details of the nature of the assets acquired or disposed of and provide details of the consideration paid or payable together with a schedule of payments if applicable, and of any valuation. State how the consideration was determined and whether the acquisition was from or the disposition was to a Related Person of the Issuer and provide details of the relationship.

N/A

8. Describe the acquisition of new customers or loss of customers.

N/A

9. Describe any new developments or effects on intangible products such as brand names, circulation lists, copyrights, franchises, licenses, patents, software, subscription lists and trade-marks.

N/A

10. Report on any employee hirings, terminations or lay-offs with details of anticipated length of lay-offs.

N/A

11. Report on any labour disputes and resolutions of those disputes if applicable.

N/A

12. Describe and provide details of legal proceedings to which the Issuer became a party, including the name of the court or agency, the date instituted, the principal parties to the proceedings, the nature of the claim, the amount claimed, if any, if the proceedings are being contested, and the present status of the proceedings.

N/A

13. Provide details of any indebtedness incurred or repaid by the Issuer together with the terms of such indebtedness.

The Issuer entered into a debt settlement agreement with Cerro de Pasco Resources Inc. ("CDPR") on November 15, 2019 to settle the Issuer's debt of \$179,684.20 to CDPR. The parties have agreed to settle the debt by converting it into 718,736 common shares of Genius at a price of \$0.25 per share, the whole upon the terms and conditions set forth in the debt settlement agreement.

14. Provide details of any securities issued and options or warrants granted.

Pursuant to the **Private Placement** (see section 1)

Security	Number Issued	Details of Issuance	Use of Proceeds ⁽¹⁾
Common shares	1,365,000	Issuance of 1,365,000 units at a price of \$0.20 per unit for gross proceeds of \$273,000. Each unit consists of one (1) common share and one (1) share purchase warrant.	For the working capital.
Warrants	1,365,000	Each warrant entitles its holder to purchase one additional common share at a price of \$0.30 per share for a period of 18 months from the date of its issuance.	
"Flow-through" common shares	1,150,000	Issuance of 1,150,000 flow-through shares at a price of \$0.25 per flow-through unit consists of one (1) common share and one half (½) purchase warrants for gross proceeds of \$287,500	For eligible exploration work on the Sakami and Iserhoff properties in Québec
Warrants	1,150,000	Each whole warrant entitles its holder to purchase one additional common share at a price of \$0.45 per share for a period of 12 months from the date of its issuance.	

Pursuant to the **Debt Settlement** (see section 13)

Security	Number Issued	Details of Issuance	Use of Proceeds⁽¹⁾
Common shares	718,736	Deemed issue price of \$0.25	N/A

15. Provide details of any loans to or by Related Persons.

N/A

16. Provide details of any changes in directors, officers or committee members.

N/A

17. Discuss any trends which are likely to impact the Issuer including trends in the Issuer's market(s) or political/regulatory trends.

N/A

Certificate Of Compliance

The undersigned hereby certifies that:

1. The undersigned is a director and/or senior officer of the Issuer and has been duly authorized by a resolution of the board of directors of the Issuer to sign this Certificate of Compliance.
2. As of the date hereof there were is no material information concerning the Issuer which has not been publicly disclosed.
3. The undersigned hereby certifies to the Exchange that the Issuer is in compliance with the requirements of applicable securities legislation (as such term is defined in National Instrument 14-101) and all Exchange Requirements (as defined in CNSX Policy 1).
4. All of the information in this Form 7 Monthly Progress Report is true.

Dated December 5, 2019.

Guy Goulet

Name of Director or Senior Officer



Signature

President and Chief Executive Officer

Official Capacity

Issuer Details Name of Issuer	For Month End	Date of Report YY/MM/D
<u>Genius Metals Inc.</u>	<u>November 2019</u>	<u>2019/12/05</u>
Issuer Address		
<u>22 Lafleur Avenue North, Suite 203</u>		
City/Province/Postal Code	Issuer Fax No.)	Issuer Telephone No.
<u>Saint-Sauveur (Québec)</u>		<u>(579) 476-7000</u>
Contact Name	Contact Position	Contact Telephone No.
<u>Guy Goulet</u>	<u>President and Chief Executive Officer</u>	<u>(514) 294-7000</u>
Contact Email Address	Web Site Address	
<u>ggoulet@geniusmetals.com</u>	<u>www.genuismetals.com</u>	