

FORM 10

NOTICE OF PROPOSED SIGNIFICANT TRANSACTION (not involving an issuance or potential issuance of a listed security)¹

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

Trading Symbol: GENI

Issued and Outstanding Securities of the Issuer Prior to Transaction: 13,700,886

Date of News Release Fully Disclosing the Transaction: November 15, 2018

1. Transaction

1. Provide details of the transaction including the date, description and location of assets, if applicable, parties to and type of agreement (eg: sale, option, license, contract for Investor Relations Activities etc.) and relationship to the Issuer. The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the transaction without reference to any other material:

Nictaux Falls Dam Co-Ni-As-Bi-Au Property, Nova Scotia

The Corporation has signed a letter of intent dated November 13, 2018 (the "Letter of Intent") to acquire the interest of Atlantic Vanadium Corporation ("Atlantic") in the Nictaux Property, located in Nova Scotia (the "Proposed Transaction").

Genius agrees to pay an amount of \$10,000 to Atlantic. This payment will entitle Genius to have access, as soon as they will become available, to reports and presentations on the Property. In addition, Genius agrees to pay an additional amount of \$20,000 to Atlantic on or prior to February 28, 2019.

Thereafter, subject to our complete due diligence review of the Property, Genius could acquire a 100% interest in the Property for the following considerations:

- 1- Incur exploration work for an aggregate amount of \$500,000, on or prior to December 31, 2021;
- 2- Make annual cash payments equal to 10% of the amount spent in exploration for that year, pursuant to paragraph 1, subject to a maximum of \$50,000; and
- 3- Pay a 4% NSR, with a buy-down before December 31, 2023 of \$500,000 for the first 1%, \$1 million for the second 1% and \$2 million for the third 1%.

¹ If the transaction involved the issuance of securities, other than debt securities that are not convertible into listed securities, use Form 9.

2. Provide the following information in relation to the total consideration for the transaction (including details of all cash, non-convertible debt securities or other consideration) and any required work commitments:
- (a) Total aggregate consideration in Canadian dollars:
Approximately \$80,000 .
 - (b) Cash: Approximately \$80,000 .
 - (c) Other: N/A .
 - (d) Work commitments: \$500,000 .
3. State how the purchase or sale price and the terms of any agreement were determined (e.g. arm's-length negotiation, independent committee of the Board, third party valuation etc).
Arm's-length negotiation
4. Provide details of any appraisal or valuation of the subject of the transaction known to management of the Issuer: None.
5. If the transaction is an acquisition, details of the steps taken by the Issuer to ensure that the vendor has good title to the assets being acquired: _____
Before completing the Proposed Transaction, Genius will conduct a complete due diligence review of the Property, notably through the analysis of reports and presentations on the Property. Additionally, it is a closing condition that Atlantic be the sole legal beneficial owner of the Property. .
6. Provide the following information for any agent's fee, commission, bonus or finder's fee, or other compensation paid or to be paid in connection with the transaction (including warrants, options, etc.):
- (a) Details of any dealer, agent, broker or other person receiving compensation in connection with the transaction (name, address. If a corporation, identify persons owning or exercising voting control over 20% or more of the voting shares if known to the Issuer): N/A .
 - (b) Cash N/A .
 - (c) Other N/A .
7. State whether the vendor, sales agent, broker or other person receiving compensation in connection with the transaction is a Related Person or has any other relationship with the Issuer and provide details of the relationship. N/A

**FORM 10 - NOTICE OF PROPOSED
SIGNIFICANT TRANSACTION**

8. If applicable, indicate whether the transaction is the acquisition of an interest in property contiguous to or otherwise related to any other asset acquired in the last 12 months. This transaction is related to the proposed acquisition of the A Lake Cu-Sn-Zn Property in New Brunswick as provided in a letter of intent dated November 13, 2018.

2. Development

Provide details of the development. The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the transaction without reference to any other material: N/A

3. 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. To the knowledge of the Issuer, at the time an agreement in principle was reached, no party to the transaction had knowledge of any undisclosed material information relating to the Issuer, other than in relation to the transaction.
3. As of the date hereof there is no material information concerning the Issuer which has not been publicly disclosed.
4. 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).
5. All of the information in this Form 10 Notice of Proposed Significant Transaction is true.

Dated November 21, 2018.

Guy Goulet
Name of Director or Senior Officer



Signature
President and CEO
Official Capacity