FORM 9 - AMENDED

NOTICE OF ISSUANCE OR PROPOSED ISSUANCE OF LISTED SECURITIES

(or securities convertible or exchangeable into listed securities[1])

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

Date: December 30, 2020 Is this an updating or amending Notice: ☒Yes ☐ No

If yes provide date(s) of prior Notices: N/A.

Issued and Outstanding Securities of Issuer Prior to Issuance: 27,631,239

Pricing

Date of news release announcing proposed issuance: December 2, 2020 or

Date of confidential request for price protection: N/A

Closing Market Price on Day Preceding the news release: 0.205 or

Day preceding request for price protection: N/A

Closing

Number of securities to be issued: 767,714

Issued and outstanding securities following issuance: 28,398,953

Instructions:

1. For private placements (including debt settlement), complete tables 1A and 1B in Part 1 of this form.
2. Complete Table 1A – Summary for all purchasers, excluding those identified in Item 8.
3. Complete Table 1B – Related Persons only for Related Persons
4. If shares are being issued in connection with an acquisition (either as consideration or to raise funds for a cash acquisition) please proceed to Part 2 of this form.
5. An issuance of non-convertible debt does not have to be reported unless it is a significant transaction as defined in Policy 7, in which case it is to be reported on Form 10 – Notice of Proposed Transaction
6. Post the completed Form 9 to the CSE website in accordance with *Policy 6 – Distributions.* In addition, the completed form must be delivered to listings@thecse.com with an appendix that includes the information in Table 1B for ALL placees.

Part 1. Private Placement

Table 1A – Summary

Each jurisdiction in which purchasers reside	Number of Purchasers	Price per Security	Total dollar value (CDN$) raised in the jurisdiction
Québec	3	$0.20	$49,000
Québec	3	$0.28	$113,600
Québec	2	$0.30	$20,100
United Kingdom	1	$0.20	$10,000
Total number of purchasers:	**9**		
Total dollar value of distribution in all jurisdictions:			**$192,700**

Table 1B – Related Persons

Full Name &Municipality of Residence of Placee	Number of Securities Purchased or to be Purchased	Purchase price per Security (CDN$)	Conversion Price (if Applicable) (CDN$)	Prospectus Exemption	TotalSecurities Previously Owned, Controlled or Directed	Payment Date(1)	Describe relations-hip to Issuer (2)
John Booth	50,000 units	$0.20	$0.35	NI 45-106 2.3	311,666 common shares 125,000 warrants 225,000 options	December 29, 2020	Director
Robert Boisjoli	20,000 units and 270,000 FT-Shares	$0.20/unit $0.28/ FT Share	$0.35 N/A	NI 45-106 2.3	129,833 common shares 63,117 warrants 325,000 options	December 29, 2020	CFO

Hubert Vallée	35,714 FT-Shares	$0.28	N/A	NI 45-106 2.3	331,999 common shares, 198,888 warrants and 150,000 options	December 29, 2020	Director
Guy Goulet	50,000 FT Units	$0.30	$0.40	NI 45-106 2.3	1,817,186 common shares 50,000 warrants 590,000 options	December 29, 2020	CEO, Director

[1]An issuance of non-convertible debt does not have to be reported unless it is a significant transaction as defined in Policy 7, in which case it is to be reported on Form 10.

1. Total amount of funds to be raised**: $192,700** .

2. Provide full details of the use of the proceeds. The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the transaction without reference to any other material.

   The Corporation will use the proceeds of the Offering of Flow-Through Units and the Flow-Through Shares to incur qualifying expenditures on its Sakami Property, and the proceeds of the Offering of Units for exploration on its mining properties and for general working capital purposes.

3. Provide particulars of any proceeds which are to be paid to Related Persons of the Issuer: **N/A** .

4. If securities are issued in forgiveness of indebtedness, provide details of the debt agreement(s) or and the agreement to exchange the debt for securities. **N/A**

5. Description of securities to be issued:

   (a) **N/A** .

   (b) The offering consists of (i) 295,000 units of the Issuer (the "Units") at a price of $0.20 per Unit, each Unit consisting of one common share and one common share purchase warrant at an exercise price of $0.35; (ii) 405,714

flow-through shares of the Issuer (the "FT Shares") at a price of $0.28 per FT Share, and (iii) 67,000 flow-through units of the Issuer (the "FT Units") at a price of $0.30 per FT Unit; one-half of one common share purchase warrant entitling the holder of one whole warrant to purchase one Common Share at an exercise price of $0.40.

(c) Price per security: $0.20 per Unit, $0.28 per Québec FT Shares and $0.30 per Québec FT Unit

(d) Voting rights One voting per common share

6. Provide the following information if warrants, (options) or other convertible securities are to be issued:

(a) Number 328,500 Warrants .

(b) Number of securities eligible to be purchased on exercise of warrants (or options) 328,500 common shares

(c) Exercise price $0.35 per Warrant and $0.40 per FT Warrant .

(d) Expiry date Warrant 18 months and FT Warrant 12 months after issuance.

7. Provide the following information if debt securities are to be issued: **N/A**

(a) Aggregate principal amount _____ .

(b) Maturity date _____ .

(c) Interest rate _____ .

(d) Conversion terms _____ .

(e) Default provisions _____ .

8. 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 placement (including warrants, options, etc.):

(a) Details of any dealer, agent, broker or other person receiving compensation in connection with the placement (name, and if a corporation, identify persons owning or exercising voting control over 20% or more of the voting shares if known to the Issuer):

(b) Cash N/A .

(c) Securities N/A .

(d) Other_____ .

(e) Expiry date of any options, warrants etc._____ .

(f) Exercise price of any options, warrants etc._____ .

9. State whether the sales agent, broker, dealer or N/A other person receiving compensation in connection with the placement is Related Person or has any other relationship with the Issuer and provide details of the relationship **N/A**

_____ .

10. Describe any unusual particulars of the transaction (i.e. tax "flow through" shares, etc.).

N/A _____ .

11. State whether the private placement will result in a change of control.

No _____ .

12. Where there is a change in the control of the Issuer resulting from the issuance of the private placement shares, indicate the names of the new controlling shareholders. **No** _____

_____

_____ .

13. Each purchaser has been advised of the applicable securities legislation restricted or seasoning period. All certificates for securities issued which are subject to a hold period bear the appropriate legend restricting their transfer until the expiry of the applicable hold period required by National Instrument 45-102 Resale of Securities.

Part 2. Acquisition

1. Provide details of the assets to be acquired by the Issuer (including the location of the assets, if applicable). 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** _____

_____ .

2. Provide details of the acquisition including the date, parties to and type of agreement (eg: sale, option, license etc.) and relationship to the Issuer. The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the acquisition without reference to any other material: **N/A** _____

3. Provide the following information in relation to the total consideration for the acquisition (including details of all cash, securities or other consideration) and any required work commitments: **N/A**

(a) Total aggregate consideration in Canadian dollars: _____ .

(b) Cash: _____ .

(c) Securities (including options, warrants etc.) and dollar value: ____ _____ .

(d) Other: _____ .

(e) Expiry date of options, warrants, etc. if any: _____ .

(f) Exercise price of options, warrants, etc. if any: _____ .

(g) Work commitments: _____ .

4. State how the purchase or sale price was determined (e.g. arm's-length negotiation, independent committee of the Board, third party valuation etc). **N/A**

5. Provide details of any appraisal or valuation of the subject of the acquisition known to management of the Issuer: **N/A** _____ .

6. The names of parties receiving securities of the Issuer pursuant to the acquisition and the number of securities to be issued are described as follows:

Name of Party (If not an individual, name all insiders of the Party)	Number and Type of Securities to be Issued	Dollar value per Security (CDN$)	Conversion price (if applicable)	Prospectus Exemption	Total Securities, Previously Owned, Controlled or Directed by Party	Describe relationship to Issuer(1)

(1) Indicate if Related Person

7. Details of the steps taken by the Issuer to ensure that the vendor has good title to the assets being acquired: **N/A** _____ .

8. 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 acquisition (including warrants, options, etc.):

(a) Details of any dealer, agent, broker or other person receiving compensation in connection with the acquisition (name, andif 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:_____ .

(c) Securities_____ .

(d) Other_____ .

(e) Expiry date of any options, warrants etc._____

(f) Exercise price of any options, warrants etc._____ .

9. State whether the sales agent, broker or other person receiving compensation in connection with the acquisition is a Related Person or has any other relationship with the Issuer and provide details of the relationship.N/A_____
_____
_____

10. If applicable, indicate whether the acquisition is the acquisition of an interest in property contiguous to or otherwise related to any other asset acquired in the last 12 months._____
_____

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 on behalf of the Issuer.

2. As of the date hereof there is not material information concerning the Issuer which has not been publicly disclosed.

3. the Issuer has obtained the express written consent of each applicable individual to:

   (a) the disclosure of their information to the Exchange pursuant to this Form or otherwise pursuant to this filing; and

   (b) the collection, use and disclosure of their information by the Exchange in the manner and for the purposes described in Appendix A or as otherwise identified by the Exchange, from time to time

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 CSE Policy 1).

5. All of the information in this Form 9 Notice of Issuance of Securities is true.

Dated: January 15, 2021

Guy Goulet
Name of Director or Senior Officer

Signature

President & CEO
Official Capacity

Appendix A

PERSONAL INFORMATION COLLECTION POLICY REGARDING FORM 9

The Canadian Securities Exchange and its subsidiaries, affiliates, regulators and agents (collectively, "CSE or the "Exchange") collect and use the information (which may include personal or other information) which has been provided in Form 9 for the following purposes:

- To determine whether an individual is suitable to be associated with a Listed Issuer;
- To determine whether an issuer is suitable for listing;
- To determine whether allowing an issuer to be listed or allowing an individual to be associated with a Listed Issuer could give rise to investor protection concerns or could bring the Exchange into disrepute;
- To conduct enforcement proceedings;
- To ensure compliance with Exchange Requirements and applicable securities legislation; and
- To fulfil the Exchange's obligation to regulate its marketplace.

The CSE also collects information, including personal information, from other sources, including but not limited to securities regulatory authorities, law enforcement and self-regulatory authorities, regulation service providers and their subsidiaries, affiliates, regulators and agents. The Exchange may disclose personal information to these entities or otherwise as provided by law and they may use it for their own investigations.

The Exchange may use third parties to process information or provide other administrative services. Any third party will be obliged to adhere to the security and confidentiality provisions set out in this policy.

All personal information provided to or collected by or on behalf of The Exchange and that is retained by The Exchange is kept in a secure environment. Only those employees who need to know the information for the purposes listed above are permitted access to the information or any summary thereof. Employees are instructed to keep the information confidential at all times.

Information about you that is retained by the Exchange and that you have identified as inaccurate or obsolete will be corrected or removed.

If you wish to consult your file or have any questions about this policy or our practices, please write the Chief Privacy Officer, Canadian Securities Exchange, 220 Bay Street – 9th Floor, Toronto, ON, M5J 2W4.