



NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN THAT the annual meeting of the shareholders (the “**Meeting**”) of Cerro de Pasco Resources Inc. (the “**Corporation**”) will be held at the offices of Lavery, de Billy, L.L.P., 1 Place Ville Marie, Suite 4000, Montréal, Québec on Wednesday, June 19, 2019 at 9:30 a.m. (Montréal time) for the following purposes:

1. to receive the financial statements of the Corporation for the fiscal year ended December 31, 2018 and the auditors' report thereon;
2. to elect the directors of the Corporation for the forthcoming year;
3. to reappoint Raymond Chabot Grant Thornton LLP, Chartered Professional Accountants, as auditors of the Corporation and to authorize the directors to fix the auditors' remuneration; and
4. to transact such other business that may properly be brought before the meeting or any postponement or adjournment thereof.

The management information circular (the “**Circular**”) and the form of proxy (the “**Proxy**”) prepared in respect of the Meeting accompany this notice. The enclosed Circular contains supplementary information on matters to be discussed at the Meeting, as detailed under the heading “**Note**”:

A company controlled by Frank Hodgson, a director of the Corporation.

MATTERS TO BE ACTED UPON AT THE MEETING”, and is hereby deemed to be an integral part of this notice.

Your participation is important to us. In the event you cannot attend, we urge you to express your support by voting, using your Proxy in advance of the Meeting, on the various proposals that will be put forward at the Meeting.

Proxies, to be valid, must be deposited at the office of the registrar and transfer agent of the Corporation, Computershare Investor Services Inc., at 1500 Robert-Bourassa Street, 7th Floor, Montréal, Québec H3A 3S8, no later than 5 p.m.(Montréal Time) on June 17, 2019.

You are entitled to vote at the meeting and any postponement or adjournment thereof if you owned common shares of the Corporation at the close of business on April 18, 2019. For more information on how you may vote, please refer to the section titled “**VOTING INFORMATION**” of the Circular.

Pursuant to a Certificate and Articles of Amendment issued by Corporations Canada under the *Canada Business Corporations Act*, the Corporation, formerly known as Genius Properties Ltd., completed the transactions of spin-out and reverse take-over in October 2018. Please refer to the detailed related transactions documents under Corporation's profile on SEDAR.

Montréal, Québec, May 21, 2019.

BY ORDER OF THE BOARD OF DIRECTORS

(s) *Guy Goulet*

President and Chief Executive Officer