



November 21, 2018

Autorité des marchés financiers
Alberta Securities Commission
British Columbia Securities Commission
Ontario Securities Commission

Dear Sirs/Mesdames:

Re: Amended notice of change in corporate structure

On November 16, 2018, Genius Metals Inc. (the “**Issuer**”) filed an amended notice of change in corporate structure pursuant to section 4.9 of *Regulation 51-102 Respecting Continuous Disclosure Obligations* (the “**Notice**”) to amend items 5 and 6 of the Notice dated November 5, 2018. A copy of the Notice is enclosed herewith.

On May 25, 2018, the Issuer was incorporated for the sole purpose of completing a Spin-Off and Distribution (as such terms are defined in the enclosed Noticed) of Cerro de Pasco Resources Inc. (formerly Genius Properties Ltd.) (“**CDPR**”).

On October 5, 2018, the Issuer became a reporting issuer as a result of the Spin-Off and the Distribution. The Issuer also completed a private placement of common share units and flow-through share units (the “**Private Placement**”).

On October 30, 2018, the Canadian Securities Exchange approved the listing of the common shares of the Issuer, and trading began the next day under the symbol “**GENI**”.

On October 31, 2018, the Issuer filed on SEDAR a listing statement dated October 29, 2018 to which is attached an audited opening balance sheet of the Issuer as of May 25, 2018.

The Issuer had no operations between May 25, 2018 and October 5, 2018, other than the preparation of the Spin-Off, the Distribution and the Private Placement.

The financial year end date of the Issuer is July 31. The first financial year end of the Issuer after the Spin-Off and the Distribution will be July 31, 2019. The Issuer will file interim financial statements for the quarters ending October 31, 2018, January 31, 2019 and April 30, 2019.

Genius Metals Inc.

(s) Robert Boisjoli

Robert Boisjoli
Chief Financial Officer

AMENDED NOTICE OF CHANGE IN CORPORATE STRUCTURE

Pursuant to Section 4.9 of Regulation 51-102 Respecting Continuous Disclosure Obligations

This notice amends items 5 and 6 of the notice dated November 5, 2018.

1. Names of the parties to the transaction

- Genius Properties Ltd. / Les propriétés Genius Ltée. which changed its name to Cerro de Pasco Resources Inc. / Ressources Cerro de Pasco inc. on October 5, 2018 (“Genius Properties”)
- Genius Metals Inc. / Métaux Genus inc. (“Genius Metals”)

2. Description of the transaction

Genius Properties carried out a spin-off transaction whereby it transferred substantially all of its assets and liabilities to Genius Metals, then a wholly-owned subsidiary of Genius Properties, in consideration for 9,797,790 common shares of Genius Metals, pursuant to an Asset Transfer Agreement between Genius Properties and Genius Metals dated June 6, 2018 and amended on July 19, 2018 (the “Spin-Off”). Such 9,797,790 common shares of Genius Metals were distributed to the holders of common shares of Genius Properties as at August 30, 2018 (the “Distribution”).

The closing date of the Spin-Off and the Distribution is October 5, 2018.

Genius Metals became a reporting issuer under section 68 (4) of the *Securities Act* (Québec) as a result of the closing of the Spin-Off on October 5, 2018.

The head office of Genius Metals is located in the province of Québec.

3. Effective date of the transaction

October 5, 2018.

4. Names of each party, if any, that ceased to be a reporting issuer subsequent to the transaction

N/A.

5. Date of the reporting issuer’s first financial year-end after the transaction if paragraph (a) or subparagraph (b)(ii) of section 4.9 applies

July 31, 2019.

6. **Periods, including the comparative periods, if any, of the interim financial reports and the annual financial statements required to be filed for the reporting issuer's first financial year after the transaction, if paragraph (a) or subparagraph (b)(ii) of section 4.9 applies**

Interim financial statements for the quarters ending October 31, 2018, January 31, 2019 and April 30, 2019.

Audited financial statements for the year ending July 31, 2019.

7. **Documents were filed under Regulation 51-102 that described the transaction and where those documents can be found in electronic format, if paragraph (a) or subparagraph (b)(ii) of section 4.9 applies**

Press release dated October 9, 2018 filed on SEDAR under Genius Properties' profile.

Listing statement of Genius Metals dated October 29, 2018 filed on SEDAR under Genius Metals' profile.

Management proxy circular of Genius Properties dated June 6, 2018, as amended on July 19, 2018 filed on SEDAR under Genius Properties' profile.

Dated November 16, 2018.