



NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN THAT the annual meeting of the shareholders (the “**Meeting**”) of Genius Metals Inc. (the “**Corporation**” or the “**Issuer**”) will be held at the offices of Lavery, de Billy, L.L.P., 1 Place Ville Marie, Suite 4000, Montréal, Québec on Tuesday, January 28, 2020 at 10:00 a.m. (Montréal time) for the following purposes:

1. to receive the financial statements of the Corporation for the fiscal year ended July 31, 2019 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 “**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 5:00 p.m. (Montréal Time) on January 24, 2020.

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 December 24, 2019. For more information on how you may vote, please refer to the section titled “**VOTING INFORMATION**” of the Circular.

Montréal, Québec, December 24, 2019.

BY ORDER OF THE BOARD OF DIRECTORS

(s) Guy Goulet

President and Chief Executive Officer