

Form 51-102F3
Material Change Report

Item 1 Name and Address of Company

Genius Metals Inc. (“Genius Metals” or the “Corporation”)
22 Lafleur Nord, Suite 203
Saint-Sauveur, Québec J0R 1R0

Item 2 Date of Material Change

August 27, 2021

Item 3 News Release

A news release pertaining to the material change being the subject of the present report was released on September 1, 2021 and was subsequently filed on SEDAR.

Item 4 Summary of Material Change

Genius Metals announced the closing of the first tranche of a non-brokered private placement offering (the “Offering”) for a gross proceeds of \$2,395,140.

Item 5 Full Description of Material Change

Genius Metals announced the closing of the first tranche of a non-brokered private placement offering (the “Offering”) for a gross proceeds of \$2,395,140 and issued: 7,062,500 common share units (the “Common Share Units”) at a price of \$0.20 per Common Share Unit, with each such unit being comprised of one common share of the Corporation (“Common Share”) and one common share purchase warrant entitling the holder thereof to purchase one Common Share at an exercise price of \$0.35 for a period of eighteen months; 1,616,571 flow-through share (the “Flow-Through Shares”) at a price of \$0.28 per Flow-Through Share; and 1,766,667 flow-through share units (the “Flow-Through Share Units”) at a price of \$0.30 per Flow-Through Unit, with each such unit being comprised of one “flow-through” Common Share and one-half of one warrant entitling the holder of one whole warrant to purchase one Common Share at an exercise price of \$0.40 for a period of eighteen months..

The proceeds of the Offering will be used to incur mining expenditures on the Sakami project and for the working capital of the Corporation. In connection with the Offering, the Corporation paid an amount of \$81,800 as finder’s fees to arm’s length third parties.

All securities issued pursuant to the Offering will be subject to a hold period under applicable securities laws which will expire four months and one day from the date of their issuance.

Three directors and one officer of the Corporation have participated in the Offering and were issued an aggregate of 62,500 Common Share Units and 366,571 Flow-Through Shares. Such participation is a “related party transaction” as defined in *Regulation 61-101 respecting Protection of Minority Security Holders in Special Transactions* (“Regulation 61-101”). The Offering is exempt from the formal valuation and minority shareholder approval requirements of Regulation 61-101 as neither the fair market value of the securities issued to insiders nor the consideration for such securities by insiders exceed 25% of the Corporation’s market capitalization. The Corporation did not file a material change report 21 days prior to closing of the Offering as the participation of insiders had not been confirmed at that time.

Item 6 Reliance on subsection 7.1(2) of National Instrument 51-102

Not applicable.

Item 7 Omitted Information

Not applicable.

Item 8 Executive Officer

For further information, contact:

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President and CEO
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Item 9 Date of Report

September 3, 2021.