



NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN THAT an annual and special meeting of the shareholders (the "Meeting") of Genius Metals Inc. (the "Corporation") will be held at 1, Place Ville Marie, 40th Floor, Montréal, Québec H3B 4M4 and via live webcast at <https://lavery.zoom.us/j/61862978151>, on Thursday, January 16, 2025, 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, 2024 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;
4. to consider and, if deemed advisable, to pass a special resolution to authorize an amendment to the Articles of the Corporation to modify the name of the Corporation from "Métaux Genius Inc. / Genius Metals inc." to "Société Cuprifère du Maroc / Morocco Copper Corporation"; and
5. 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. If you are a registered shareholder, please vote by completing the enclosed Proxy. You should specify your choice by marking the box on the Proxy and by dating, signing and returning it to the Corporation's transfer agent, Computershare Investor Services Inc., according to the instructions on the Proxy, as soon as possible but at least 48 hours (excluding Saturdays, Sundays and holidays) prior to the time of the Meeting. Voting by Proxy will not prevent you from voting if you attend the Meeting and revoke your Proxy, but will ensure that your vote will be counted if you are unable to attend.

The time limit for deposit of Proxies may be waived or extended at the discretion of the chairman of the Meeting, without notice. Registered shareholders may also exercise their voting rights (i) by calling the toll-free number 1-866-732-8683 or any other number indicated on the Proxy form or (ii) by going to the following website: www.investorvote.com. For any additional information, please contact the transfer agent by calling at no charge at 1-866-962-0498 (within North America) and at 514-982-8716 (outside North America) or by email at service@computershare.com.

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 14, 2023. For more information on how you may vote, please refer to the section titled "Vote by Proxy" in the Circular.

Montréal, Québec, December 13, 2024

BY ORDER OF THE BOARD OF DIRECTORS

(s) Guy Goulet
President and Chief Executive Officer

REGISTRATION AND LOG IN PROCESS

To attend the Meeting virtually, please register using the following link: <https://lavery.zoom.us/j/61862978151> at least 30 minutes before the scheduled start of the Meeting. After registering, you will receive a confirmation email with access instructions. You can contact the Corporation at ndion@geniusmetals.com for more information. To ensure a smooth process, the Corporation is asking registered participants to log into by 9:45 a.m. (Montreal time) on January 16, 2025. Registered shareholders and duly appointed proxyholders will be asked to identify themselves before the beginning of the Meeting.