



CSE:GNI

Genius Properties Ltd. – 203-22 Lafleur Ave. North, Saint-Sauveur, Québec, Canada J0R 1R0

Genius Properties Ltd. Closes \$1.5M First Tranche Financing, Announces Amendment to Mt. Cameron Option Agreement and Provides Update on Proposed Transaction

ST-SAUVEUR, QUÉBEC — (April 12, 2018) -

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Genius Properties Ltd. (CSE:GNI)(CSE:GNI.CN)(CNSX:GNI) ("**Genius**" or the "**Corporation**") is pleased to announce the closing of a \$1,556,000 non-brokered private placement (the "**Offering**") of 10,373,335 units of the Corporation ("**Units**"), each Unit consisting of one common share (a "**Share**") and one-half of one Share purchase warrant (each whole, a "**Warrant**"), at a price of \$0.15 per Unit. Each Warrant will entitle its holder to purchase one additional Share at a price of \$0.25 for a period of 12 months from the date of closing of the Offering.

The Corporation will use the net proceeds of the Offering for its working capital and as a cash contribution in connection with the proposed transaction with Cerro de Pasco Resources S.A. ("**Cerro de Pasco**"), as previously described in the Corporation's news releases dated November 9, 2017, December 7, 2017 and January 23, 2018. Such cash contribution will be expended, based on the joint determination of Genius and Cerro de Pasco, on the development of the property owned by Cerro de Pasco, for metallurgical testing and to cover capital requirements related to community relations, permitting and general and administrative expenses.

Any 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.

In connection with the Offering, Genius paid finder's fees to arm's length third parties in the amount of \$14,250.

Insiders of the Corporation purchased a total of 200,000 Units. Their participation in the Offering constitutes a "related party transaction" as defined under National Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions* ("**NI 61-101**"). However, such participation is exempt from the valuation and minority shareholder approval requirements of NI 61-101 based on the fact that neither the fair market value of the Offering, nor the consideration paid by such persons, exceeds 25% of the Corporation's market capitalization. The Corporation did not file a material change report at least 21 days prior to the closing of the Offering as participation of the insiders had not been established at that time.

Amendment to Mt. Cameron Option Agreement

The Corporation is pleased to announce that it has entered into an amendment agreement (the "**Amendment Agreement**") to the option agreement entered into with Mt. Cameron Minerals Inc. ("**MCM**") on March 8, 2017 (the "**Option Agreement**"), pursuant to which the Corporation has an option to acquire from MCM an undivided

100% interest in and to the leases, licenses, claims, permits and authorities relating to the Mt. Cameron property located in Nova Scotia (the “**Tenements**”).

Pursuant to the terms and conditions of the Option Agreement, the Corporation has the option to acquire the Tenements, upon, among other things, incurring not less than \$1,000,000 of direct expenditures (including exploration, evaluation and development of the Tenements) on the Tenements (the “**Direct Expenditures**”), as follows: \$500,000 on or before December 31, 2017 and \$500,000 on or before December 31, 2018. MCM and the Corporation agreed to amend the Option Agreement to extend the period granted to the Corporation to incur the Direct Expenditures and postpone the above mention deadlines by a year each.

In consideration for the postponement of the deadlines to incur the Direct Expenditures, the Corporation issued an aggregate of 200,000 common shares of its capital stock to shareholders of MCM, at a deemed value of \$0.15 per common share. These common shares are subject to a hold period under applicable securities laws, which will expire four months and one day from the date of their issuance.

Update of the Proposed Transaction

The Corporation and Cerro de Pasco continue to work towards the completion of a Listing Statement regarding the proposed transaction, which they expect to file with the Canadian Securities Exchange for review on April 20, 2018.

A formal notice of meeting will be filed tomorrow announcing the June 6, 2018 annual and special meeting of the shareholders of Genius (the “**Meeting**”). At the Meeting, the shareholders of Genius will be asked to, among other things, consider and, if deemed advisable, approve the previously announced spin-off of Genius’ properties and the proposed transaction with Cerro de Pasco.

About Genius Properties Ltd.

Genius is a Canadian mineral exploration company focused on developing projects with some of the world's most critical metals and minerals.

Neither the Canadian Securities Exchange nor its Regulation Services Provider accepts responsibility for the adequacy or accuracy of this release.

Forward-Looking Statements and Disclaimer

Certain statements in this press release may be forward-looking. Such statements include those with respect to the use of the proceeds raised under the Offering. Although the Corporation believes the expectations reflected in such forward-looking statements are based on reasonable assumptions, it can give no assurances that its expectations will be achieved. Such assumptions, which may prove incorrect, include the following: (i) Genius will be successful in its efforts to pursue the activities referred to in this news release, and (ii) Genius' management will not identify and pursue other business objectives using the proceeds of the Offering. Factors that could cause actual results to differ materially from expectations include (i) the inability or unwillingness of the subscribers under the Offering to fulfill their contractual obligations, in whole or in part, (ii) the Corporation's failure to make effective use of the proceeds of the Offering, (iii) the Corporation's inability to obtain the necessary regulatory approvals for the Offering, and (iv) generally, the Corporation's inability to develop and implement a successful business plan for any reason. A description of other risks affecting Genius’ business and activities appears in its annual management's discussion and analysis, which is available on SEDAR at www.sedar.com. No assurance can be given that any events anticipated by the forward-looking information in this press release will occur, or if any of them do so, what benefits that Genius will derive therefrom. In particular, no assurance can be given as to the future financial performance of Genius. Genius does not undertake any obligation to update or revise any forward-looking statements, except as required under applicable law. The reader is warned against undue reliance on these forward-looking statements.

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