



GENIUS PROPERTIES LTD.

Condensed Interim Consolidated Financial Statements

((Unaudited and unreviewed by the Company's Independent Auditors))

**Three-month periods ended
March 31, 2018 and 2017**

GENIUS PROPERTIES LTD.
Condensed Interim Consolidated Financial Statements
Three-month periods ended March 31, 2018 and 2017

Condensed Interim Consolidated Financial Statements

Condensed Interim Consolidated Statements of Financial Position	1
Condensed Interim Consolidated Statements of Comprehensive Loss	2
Condensed Interim Consolidated Statements of Changes in Equity	3
Condensed Interim Consolidated Statements of Cash Flows	4
Notes to Condensed Interim Consolidated Financial Statements	
1 Reporting entity	5
2 Going concern	5
3 Basis of preparation	5
4 Discontinued operations	6
5 Significant accounting policies	7
6 Interests in subsidiaries	7
7 Cash and cash equivalents	8
8 Other receivables	9
9 Loan to a non-related company	9
10 Marketable securities	10
11 Property and equipment	10
12 Trade accounts payable and other liabilities	10
13 Obligation under capital lease	11
14 Share capital and warrants	11
15 Share-based compensation	15
16 Exploration and evaluation expenditures	16
17 General and administrative expenses by nature	18
18 Finance expenses	18
19 Supplemental cash flow information	18
20 Related party transactions	18
21 Lease	19
22 Subsequent events	19

GENIUS PROPERTIES LTD.

Condensed Interim Consolidated Statements of Financial Position

As at March 31, 2018 and December 31, 2017

(in Canadian dollars)

	Note	March 31 2018	December 31 2017
		\$	\$
Assets			
Current assets:			
Cash and cash equivalents	7	551,907	304,536
Other receivables	8	42,531	101,713
Prepaid expenses		2,500	23,615
Loan to a non-related company	9	989,050	649,000
Total current assets		1,585,988	1,078,864
Non-current assets:			
Property and equipment	11	25,459	18,512
Total non-current assets		25,459	18,512
Total assets		1,611,447	1,097,376
Liabilities and Equity			
Current liabilities:			
Trade accounts payable and other liabilities	12	723,325	695,263
Other liability related to flow-through financings		40,299	42,500
Loan payable to a director, without interest		180,000	-
Current portion of obligation under capital lease	13	2,061	2,058
Total liabilities		945,685	739,821
Non-current liabilities:			
Obligation under capital lease	13	4,356	4,894
Total non-current liabilities		4,356	4,894
Total liabilities		950,041	744,715
Equity:			
Share capital	14	13,604,399	13,604,399
Shares to be issued	14	610,500	-
Warrants	14	263,542	263,542
Share options	15	7,320	14,640
Contributed surplus		4,335,422	4,328,102
Deficit		(18,004,874)	(17,703,249)
Total equity attributable to owners of the parent company		816,309	507,434
Non-controlling interest		(154,903)	(154,773)
Total equity		661,406	352,661
Total liabilities and equity		1,611,447	1,097,376

Going concern, see Note 2.

The accompanying notes are an integral part of these condensed interim consolidated financial statements.

These financial statements were approved and authorized for issue by the Board of Directors on May 30 2018.

(S) Guy Goulet
Director

(S) Hubert Vallée
Director

GENIUS PROPERTIES LTD.

Condensed Interim Consolidated Statements of Comprehensive Loss

Three-month periods ended March 31, 2018 and 2017

(in Canadian dollars)

		Three-month period ended	
	Note	March 31 2018	March 31 2017
		\$	\$
Expenses:			
Exploration and evaluation expenditures	16	24,363	242,714
General and administrative expenses	17	300,336	144,711
Operating loss before other expenses (revenues), income tax and loss from discontinued operations			
		324,699	387,425
Other expenses (revenues):			
Net change in fair value of marketable securities		-	(12,640)
Finance expense (income)	18	1,759	(7,819)
Exchange gain		(22,935)	-
		(21,176)	(20,459)
Income tax:			
Income tax		(2,201)	(22,269)
		(2,201)	(22,269)
Net loss from continuing operations		301,322	344,697
Net loss (earnings) from discontinued operations	4	433	(157)
Net loss and comprehensive loss			
		301,755	344,540
Net loss from continuing operations attributable to:			
Shareholders of Genius Properties Ltd.		301,322	344,697
Non-controlling interests		-	-
		301,322	344,697
Net loss (earnings) from discontinued operations attributable to:			
Shareholders of Genius Properties Ltd.		303	(110)
Non-controlling interests		130	(47)
		433	(157)
Weighted average number of common shares outstanding			
		43,011,743	18,461,299
Basic and diluted loss (earnings) per share:			
Basic and diluted loss per share from continuing operations		0.01	0.02
Basic and diluted loss (earnings) per share from discontinued operations		-	-
Basic and diluted loss per share:			
		0.01	0.02

The accompanying notes are an integral part of these condensed interim consolidated financial statements.

GENIUS PROPERTIES LTD.

Condensed Interim Consolidated Statements of Changes in Equity

Three-month periods ended March 31, 2018 and 2017

(in Canadian dollars)

	Note	Number of shares outstanding	Share capital	Shares to be issued	Warrants	Share options	Contributed surplus	Deficit	Total attributable to the owners of the parent company	Non-controlling interest	Total equity
			\$	\$	\$	\$	\$	\$	\$	\$	\$
Balance as at December 31 2017		43,011,743	13,604,399	-	263,542	14,640	4,328,102	(17,703,249)	507,434	(154,773)	352,661
Shares to be issued pursuant to private placement				610,500					610,500		610,500
Share options cancelled						(7,320)	7,320		-	-	-
Transactions with owners		-	-	610,500	-	(7,320)	7,320	-	610,500	-	610,500
Net (loss) and comprehensive loss for the period								(301,625)	(301,625)	(130)	(301,755)
Balance as at March 31 2018		43,011,743	13,604,399	610,500	263,542	7,320	4,335,422	(18,004,874)	816,309	(154,903)	661,406
Balance as at December 31 2016		17,679,077	9,439,143	-	239,239	163,319	3,952,840	(13,983,687)	(189,146)	(155,105)	(344,251)
Shares and units issued:											
As payment of exploration and evaluation expenditures		800,000	160,000	-					160,000	-	160,000
Share options cancelled			-			(5,324)	5,324		-		-
Transactions with owners		800,000	160,000	-	-	(5,324)	5,324	-	160,000	-	160,000
Net (loss) earnings and comprehensive loss for the period								(344,587)	(344,587)	47	(344,540)
Balance as at March 31 2017		18,479,077	9,599,143	-	239,239	157,995	3,958,164	(14,328,274)	(373,733)	(155,058)	(528,791)

The accompanying notes are an integral part of these condensed interim consolidated financial statements.

GENIUS PROPERTIES LTD.

Condensed Interim Consolidated Statements of Cash Flows

Three-month periods ended March 31, 2018 and 2017

(in Canadian dollars)

	Note	Three-month period ended March 31 2018	March 31 2017
		\$	\$
Operating activities:			
Net loss from continuing operations		(301,322)	(344,697)
Adjustments for:			
Tax income		(2,201)	(22,269)
Exploration and evaluation expenses paid through issuance of shares		-	160,000
Depreciation of property and equipment		1,448	-
Change in fair value of marketable securities		-	(12,640)
Operating activities before changes in working capital items		(302,075)	(219,606)
Change in other receivables		59,182	(33,187)
Change in prepaid expenses		21,115	24,485
Change in trade accounts payable and accrued liabilities		38,300	7,485
Change in working capital items		118,597	(1,217)
Net cash used for operating activities of continuing operations		(183,478)	(220,823)
Net cash used for operating activities of discontinued operations	4	-	-
Cash flows used for operating activities		(183,478)	(220,823)
Financing activities:			
Proceeds from shares to be issued		610,500	-
Loan payable to a director		180,000	-
Capital lease repayments		(535)	-
Share issuance costs		(1,800)	(200)
Net cash from (used for) financing activities of continuing operations		788,165	(200)
Net cash from financing activities of discontinued operations	4	-	-
Cash flows from (used for) financing activities		788,165	(200)
Investing activities:			
Acquisition of property and equipment		(17,266)	-
Proceeds from disposal of marketable securities	10	-	69,515
Loan to a non-related company		(340,050)	-
Net cash (used for) from investing activities of continuing operations		(357,316)	69,515
Net cash from investing activities of discontinued operations	4	-	-
Cash flows (used for) from investing activities		(357,316)	69,515
Net change in cash and cash equivalents		247,371	(151,508)
Cash and cash equivalents, beginning of period		304,536	196,919
Cash and cash equivalents, end of period		551,907	45,411

Interest paid

796

-

Additional disclosures of cash flows information (Note 19).

The accompanying notes are an integral part of these condensed interim consolidated financial statements.

GENIUS PROPERTIES LTD.

Notes to Condensed Interim Consolidated Financial Statements

Three-month periods ended March 31, 2018 and 2017

(in Canadian dollars)

1. Reporting entity:

Genius Properties Ltd. and its subsidiaries (hereafter the "Company" or "Genius Properties" or "GNI") is engaged in the acquisition and exploration of mineral properties.

Genius Properties is a company domiciled in Canada. Genius Properties was incorporated on June 6, 2003 under the *Business Corporations Act (Alberta)*. Genius Properties is a public company listed on the Canadian Securities Exchange ("CSE") and its trading symbol is "GNI".

The Company's head office, which is also the main establishment is located at 22 Lafleur Avenue North, suite 203, Saint-Sauveur, Québec, Canada J0R 1R0 and its web site is www.geniusproperties.ca.

2. Going concern:

The accompanying consolidated financial statements have been prepared on the basis of the on going concern assumption meaning the Company will be able to realize its assets and discharge its liabilities in the normal course of business. In assessing whether the going concern assumption is appropriate, management takes into account all available information about the future, which is at least, but not limited to, 12 months from the end of the reporting period.

Management is aware, in making its assessment, of material uncertainties related to events and conditions that may cast a significant doubt on the Company's ability to continue as a going concern and, accordingly, the appropriateness of the use of accounting principles applicable to a going concern. These financial statements do not reflect the adjustments to the carrying values of assets and liabilities, expenses and financial position classifications that would be necessary if the going concern assumption was not appropriate. These adjustments could be material.

For the three-month period ended March 31, 2018, the Company recorded a net loss of \$301,755 (\$344,540 in 2017) and has an accumulated deficit of \$18,004,874 as at March 31, 2018 (\$17,703,249 as at December 31, 2017). Besides the usual needs for working capital, the Company must obtain funds to enable it to meet the timelines of its exploration programs and to pay its overhead and administrative costs. As at March 31, 2018, the Company had a working capital of \$640,303 (\$339,043 as at December 31, 2017) consisting of cash and cash equivalents of \$551,907 (\$304,536 as at December 31, 2017). Management believes that these funds will not be sufficient to meet the obligations and liabilities of the Company. These uncertainties cast significant doubt regarding the Company's ability to continue as a going concern. Any funding shortfall may be met in the future in a number of ways, including but not limited to, the issuance of new equity instruments. Given that the Company has not yet determined whether its mineral properties contain mineral deposits that are economically recoverable, the Company has not yet generated income nor cash flows from its operations. The recovery of the cost of exploration and evaluation assets as well as other tangible and intangible assets, is subject to certain conditions: the discovery of economically recoverable reserves, the ability of the Company to obtain the necessary financing to continue the exploration, evaluation, development, construction and ultimately disposal of these assets. During the three-month period ended March 31, 2018, the Company has raised \$610,500 from private placements which were concluded on April 6, 2018 combined with other closing in April 2018 (See the Subsequent events (Note 22)) consisting of common shares to fund exploration works and working capital. While management has been successful in raising financing in the past, there is no assurance that it will succeed in obtaining additional financing in the future.

3. Basis of preparation:

3.1 Statement of compliance:

These unaudited and unreviewed condensed interim consolidated financial statements have been prepared in accordance with the International Financial Reporting Standards ("IFRS"), issued by the International Accounting Standards Board ("IASB") in accordance with IAS 34, Interim Financial Reporting.

Certain information, in particular the accompanying notes, normally included in the audited annual consolidated financial statements prepared in accordance with IFRS has been omitted or condensed. Accordingly, these unaudited condensed interim consolidated financial statements do not include all the information required for full annual financial statements, and, therefore, should be read in conjunction with the audited annual consolidated financial statements of the Company and the notes thereto for the year ended December 31, 2017.

3.2 Basis of measurement:

The unaudited and unreviewed condensed interim consolidated financial statements have been prepared on the historical cost basis except for where IFRS requires recognition at fair value.

3.3 Basis of consolidation:

A subsidiary is an entity over which the Company has control. The Company controls an entity when the group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. Subsidiaries are fully consolidated from the date on which control is acquired and de-consolidated from the date that control ceases.

GENIUS PROPERTIES LTD.

Notes to Condensed Interim Consolidated Financial Statements (continued)

Three-month periods ended March 31, 2018 and 2017

(in Canadian dollars)

3. Basis of preparation (continued):

3.3 Basis of consolidation (continued):

The financial statements of the subsidiaries are prepared for the same reporting period as the Company, using consistent accounting policies. The subsidiaries have a reporting date of December 31. The Company attributes total comprehensive loss of subsidiaries between the owners of the parent and the non-controlling interests based on their respective ownership interests. All intra-group transactions and balances are eliminated in full on consolidation.

Subsidiary	Jurisdiction of Incorporation	% of Ownership
Zippler Inc. ("Zippler")	Canada	100%
Zencig Corp. ("Zencig")	USA	70%

3.4 Functional and presentation currency:

Items included in the financial statements of each of the GNI's entities are measured using the currency of the primary economic environment in which those entities operate ("the functional currency"). The condensed interim consolidated financial statements are presented in Canadian dollars, which is Genius Properties functional and presentation currency.

3.5 Use of estimates and judgements:

The preparation of the condensed interim consolidated financial statements in conformity with IFRS requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected.

Critical judgments in applying the accounting policies of the Company in the preparation of these condensed interim consolidated financial statements and key assumptions related to these estimation uncertainties are the same as the ones listed and described in the annual audited consolidated financial statements of the Company as at December 31, 2017.

4. Discontinued operations:

On November 11, 2015, the Company announced that it would discontinued the distribution of consumable products under its subsidiary Zencig and the development of a geo-localisation software under its subsidiary Zippler to concentrate its effort on the acquisition and exploration of mineral properties.

The revenues and expenses related to the discontinued operations were separated from the Company's continuing operations activities and are presented on a separate line in the consolidated statement of comprehensive loss.

The following table shows the net loss (earnings) from discontinued operations:

	Genius	Zencig	Zippler	March 31 2018 Total
	\$	\$	\$	\$
Other revenues				
Exchange loss	-	433	-	433
	-	433	-	433
Net earnings and comprehensive income	-	433	-	433

GENIUS PROPERTIES LTD.

Notes to Condensed Interim Consolidated Financial Statements (continued)

Three-month periods ended March 31, 2018 and 2017

(in Canadian dollars)

4. Discontinued operations (continued):

	Genius	Zencig	Zippler	March 31 2017 Total
	\$	\$	\$	\$
Other expenses (revenues)				
Exchange gain	-	(157)	-	(157)
	-	(157)	-	(157)
Net earnings and comprehensive income	-	(157)	-	(157)

5. Significant accounting policies:

These condensed interim consolidated financial statements have been prepared following the same accounting policies used in the audited financial statements for the year ended December 31, 2017.

5.1 Adoption of new accounting standards:

The Company did not adopt any new standards, amendments to standards and interpretations during the three-month period ended March 31, 2018.

5.2 New standards and interpretations that have not yet been adopted:

Since the issuance of the Company's audited consolidated financial statements for the year ended December 31, 2017, the IASB and IFRIC have issued no additional new and revised standards and interpretations which are applicable to the Company.

Management anticipates that all of the pronouncements will be adopted in the Company's accounting policy for the first period beginning after the effective date of pronouncement. Information on new standards, amendments and interpretations that are expected to be relevant to the Company's financial statements is provided below. Certain other new standards and interpretations have been issued but are not expected to have an impact on the Company's financial statements.

The following new standards, interpretations and amendments have been issued but are not yet effective and therefore have not been applied in preparing these financial statements:

(i) IFRS 9 - Financial Instruments:

In July 2014, the IASB published IFRS 9 which replaces IAS 39, Financial Instruments: Recognition and Measurement (IAS 39). IFRS 9 introduces improvements which include a logical model for classification and measurement of financial assets, a single, forward-looking "expected loss" impairment model and a substantially-reformed approach to hedge accounting. IFRS 9 is effective for annual reporting periods beginning on or after January 1, 2018. Earlier application is permitted. The application of this new standard will not have significant impact on the financial statements.

6. Interests in subsidiaries:

The Company's consolidated financial statements include one subsidiary with a material NCI.

Name	Proportion of ownership interest and voting rights held by NCI	Total Comprehensive Loss allocated to NCI	Accumulated NCI
Zencig	30%	130	(154,903)

No dividends were paid to the NCI during the three-month period ended March 31, 2018 and year ended December 31, 2017.

GENIUS PROPERTIES LTD.

Notes to Condensed Interim Consolidated Financial Statements (continued)

Three-month periods ended March 31, 2018 and 2017

(in Canadian dollars)

6. Interests in subsidiaries (continued):

Summarized financial information, before intragroup eliminations, is set out below:

	March 31 2018	December 31 2017
	\$	\$
Current assets	107	107
Non-current assets	-	-
Total assets	107	107
Current liabilities	96,002	95,569
Non-current liabilities	420,447	420,447
Total liabilities	516,449	516,016
Equity attributable to shareholders of the parent	(361,439)	(361,136)
Non-controlling interests	(154,903)	(154,773)

	March 31 2018	December 31 2017
	\$	\$
Net loss (income) and comprehensive loss (income) attributable to shareholders of the parent	303	(110)
Net loss (income) and comprehensive loss (income) attributable to NCI	130	(47)
Net loss and total comprehensive loss	433	(157)

	March 31 2018	December 31 2017
	\$	\$
Net cash used in operating activities	-	-
Net cash used in investing activities	-	-
Net cash from financing activities	-	-
Net cash inflow (outflow)	-	-

7. Cash and cash equivalents:

	March 31 2018	December 31 2017
	\$	\$
Cash	530,985	245,310
Cash in trust	5,922	44,226
Guaranteed investment certificate, 0.9 % maturing in October 2018 is used as guarantee for credit card	15,000	15,000
Total	551,907	304,536

Funds reserved for exploration and evaluation expenditures

On December 15 and 21, 2017, the Company completed a flow-through private placement of \$212,500. The Company has until December 31, 2018 to incur eligible exploration and evaluation expenditures in order to comply with the requirements of flow-through private placement. As at March 31, 2018, the Company has the obligation to incur an amount of \$201,502 in exploration and evaluation expenditures until December 31, 2018.

There is no guarantee that the Company's exploration and evaluation expenditures will qualify as Canadian exploration expenses, even if the Company is committed to taking all the necessary measures in this regard. Refusal of certain expenses by the tax authorities could have a negative tax impact for investors.

GENIUS PROPERTIES LTD.

Notes to Condensed Interim Consolidated Financial Statements (continued)

Three-month periods ended March 31, 2018 and 2017

(in Canadian dollars)

8. Other receivables:

	March 31 2018	December 31 2017
	\$	\$
Sales tax receivable	38,306	56,140
Other	4,225	45,573
	42,531	101,713

9. Loan to a non-related company:

	March 31 2018	December 31 2017
	\$	\$
Loan to Cerro de Pasco Resources S.A. ⁽¹⁾	989,050	649,000
	989,050	649,000

⁽¹⁾ Summary of the Proposed Transaction with Cerro de Pasco Resources S.A.:

On November 9, 2017, the Company has entered into a merger agreement (the "Proposed Transaction") with Cerro de Pasco Resources S.A. ("Cerro"), a company incorporated under the laws of Peru, pursuant to which will result in a merger of Genius and Cerro de Pasco. Cerro's main asset is a 100% interest in the El Metalurgista Concession (where the so-called Quiulacocha Tailings and Excelsior Stockpile are located), located in Peru (the "Property").

Cerro de Pasco and Genius Properties shall effect the Proposed Transaction by merging Cerro de Pasco with a branch of Genius Properties to be established under Peruvian laws ("BranchCo"), such that existing security holders of Cerro de Pasco will become security holders of Genius Properties. In accordance with the terms of the Proposed Transaction, Genius Properties shall (i) issue a sufficient number of common shares of its share capital to allow the current shareholders of Cerro De Pasco ("Cerro Shareholders") to hold, after such issuance, in the aggregate, 75% (subject to an increase as described below) of the total number of common shares of the Corporation issued and outstanding after the Proposed Transaction and (ii) make a cash contribution in the form of a loan (the "Cash Contribution") to Cerro de Pasco in an aggregate amount of US\$2,500,000, of which US\$766,456 (CAD\$989,050) have already been made.

The Cash Contribution will be expended, based on the joint determination of Genius Properties and Cerro de Pasco (each acting reasonably), on the development of the Property, for metallurgical testing and to cover capital requirements related to community relations, permitting and general and administrative expenses.

The percentage of common shares to be held by the Cerro Shareholders may be increased pro rata if the Cash Contribution made by Genius Properties is of a total amount of less than US\$2,500,000.

As a result of the Proposed Transaction, the board of directors of Genius Properties shall be comprised of six directors, four of which will be appointed by Cerro de Pasco and two of which will be current directors of Genius Properties.

Spin-Off of Genius Properties:

As part of the Proposed Transaction, prior to issuing securities to the Cerro Shareholders, Genius Properties will spin off all of its current mining properties into a new wholly-owned Canadian subsidiary (the "Reorganization"). Genius Properties intends to continue the exploration and development of the Company's properties through this new subsidiary, to re-distribute the common shares of this subsidiary to its current shareholders and to list it on a stock exchange.

Specific conditions related to the closing:

The specific conditions that must be met in relation to the closing of the Proposed Transaction are: (i) the completion of the Reorganization by Genius Properties; (ii) the approval of the Proposed Transaction by the board of directors and the shareholders of both parties; (iii) the approval of the Proposed Transaction by the Exchange; and (iv) the absence of material change in the business and operations of Cerro De Pasco and Genius Properties.

Certain Risks associated with the Proposed Transaction:

Under Peruvian mining regulations, a mining concession such as the Property is independent from the surface land on which it is located. Therefore, prior to the beginning of any reprocessing activity on the Property, an agreement will have to be reached with the owner of the surface land where the Property is located.

GENIUS PROPERTIES LTD.

Notes to Condensed Interim Consolidated Financial Statements (continued)

Three-month periods ended March 31, 2018 and 2017

(in Canadian dollars)

10. Marketable securities:

Investments in Black Widow Resources Inc.

On August 14, 2015, the Company signed an agreement for the disposition of the Vendôme-Sud property in exchange of 1,500,000 common shares of Black Widow Resources Inc. ("BWR"). The fair value of the 1,500,000 common shares of \$30,000 was determined using the closing price of \$0.02 at the date of signature of the agreement.

On September 30, 2016, Black Widow Resources Inc. changed its name to BWR Exploration Inc.

During the year ended December 31, 2016, the Company sold 1,300,000 common shares of BWR for proceeds of \$72,395.

During the year ended December 31, 2017, the Company sold the remaining 200,000 common shares of BWR for proceeds of \$9,100.

Majescor Resources Inc.

On May 1, 2016, the Company signed an agreement for the disposition of the Montagne B property in exchange of 625,000 common shares of Majescor Resources Inc. ("MXJ") as described in Note 14. The fair value of the 625,000 common shares of \$30,000 was determined using the closing price of \$0.02 at the date of signature of the agreement.

During the year ended December 31, 2017, the Company sold all the 625,000 common shares of MJX for proceeds of \$60,415.

11. Property and equipment:

	Office furnitures	Computer equipment	Software	Total
	\$	\$	\$	\$
Cost				
As at December 31, 2016	-	-	-	-
Acquisitions	8,545	8,482	1,989	19,016
As at December 31, 2017	8,545	8,482	1,989	19,016
Acquisitions	7,895	500	-	8,395
As at March 31, 2018	16,440	8,982	1,989	27,411
Accumulated depreciation				
As at December 31, 2016	-	-	-	-
Depreciation	216	253	35	504
As at December 31, 2017	216	253	35	504
Depreciation	637	712	99	1,448
As at March 31, 2018	853	965	134	1,952
Net book value				
As at December 31, 2017	8,329	8,229	1,954	18,512
As at March 31, 2018	15,587	8,017	1,855	25,459

12. Trade accounts payable and other liabilities:

	March 31 2018	December 31 2017
	\$	\$
Trade accounts payable and accrued liabilities:		
To a company controlled by a director and CEO	45,990	15,330
To a director and CEO	-	35,184
To a director	1,331	-
To a company controlled by a former director and former CEO (Director and CEO in 2016)	61,441	61,441
To a company controlled by the former CFO (CFO in 2017)	25,000	25,000
To a company controlled by the former CFO (CFO in 2016)	32,000	32,000
Other	344,363	311,686
Part XII.6 tax	209,787	209,787
Source deductions and contributions	3,413	4,835
	723,325	695,263

GENIUS PROPERTIES LTD.

Notes to Condensed Interim Consolidated Financial Statements (continued)

Three-month periods ended March 31, 2018 and 2017

(in Canadian dollars)

13. Obligation under capital lease:

	March 31 2018	December 31 2017
	\$	\$
Office equipment lease, 9.66% annual interest, maturing in December 2020	6,417	6,952
Less: current portion	(2,061)	(2,058)
	4,356	4,894

Minimum lease payments required in the next nine-month period ended December 31, 2018 and the two years ended December 31, 2019 and 2020 under capital lease are as follows:

	Capital	Interest	Payments
	\$		\$
2018	1,523	421	1,944
2019	2,218	374	2,592
2020	2,676	153	2,829
	6,417	948	7,365

The capital lease is secured by the underlying leased asset.

14. Share capital and warrants:

(a) Authorized:

The Company is authorized to issue an unlimited number of common shares without par value and an unlimited number of preferred shares, without par value, issuable in series.

	Number	Amount
		\$
Balance as at December 31, 2016	17,679,077	9,439,143
Issued for cash:		
Private placements (common shares)	10,970,166	1,351,433
Private placements (flow-through shares)	1,062,500	153,823
Issued as payment of expenses	13,300,000	2,660,000
Balance as at December 31, 2017	43,011,743	13,604,399

(b) Issued and outstanding:

	Number	Amount
		\$
Balance as at December 31, 2017	43,011,743	13,604,399
Balance as at March 31, 2018	43,011,743	13,604,399

2017:

On January 3, 2017, as per the mineral property purchase amended agreement of January 3, 2017 (Note 16), the Company issued 800,000 common shares at a fair value of \$0.20 for a total value of \$160,000 as payment of exploration and evaluation expenditures for the acquisition of Mt Cameron property located in Nova Scotia.

On May 26, 2017, the Company concluded a private placement by issuing 5,541,666 units at a price of \$0.15 per unit for net proceeds of \$804,266 after deducting share issuance costs of \$26,984. No commission was paid in connection with this private placement. Each unit consists of one common share and one-half warrant for a total of 5,541,666 common shares and 2,770,783 warrants. Each warrant will entitle the holder to acquire one additional common share of the Company at an exercise price of \$0.25 until May 26, 2018. The Company may, at its option, accelerate the expiry date under certain conditions. These warrants have been recorded at a value of \$163,823 based on the Black-Scholes option pricing model using the assumptions described below (Note 16 (d)).

GENIUS PROPERTIES LTD.

Notes to Condensed Interim Consolidated Financial Statements (continued)

Three-month periods ended March 31, 2018 and 2017

(in Canadian dollars)

14. Share capital and warrants (continued):

(b) Issued and outstanding (continued):

2017 (continued):

On April 5, 2017, the Company has entered into two option agreements to acquire a 100% interest in 128 mining claims of the Sakami Property and 78 mining claims of the Robelin Property, both located in Québec, by issuing on May 26, 2017, 6,000,000 common shares and 6,500,000 common shares respectively for a total value of \$2,500,000 (Note 16).

On December 8, 2017, the Company concluded a private placement by issuing 300,000 units at a price of \$0.15 per unit for net proceeds of \$41,376 after deducting share issuance costs of \$3,624. A commission of \$3,150 was paid in connection with this private placement. Each unit consists of one common share and one-half warrant for a total of 300,000 common shares and 150,000 warrants. Each warrant will entitle the holder to acquire one additional common share of the Company at an exercise price of \$0.25 until December 8, 2018. The Company may, at its option, accelerate the expiry date under certain conditions. These warrants have been recorded at a value of \$4,609 based on the Black-Scholes option pricing model using the assumptions described below (Note 16 (d)). As part of this private placement, the Company also issued a total of 21,000 broker warrants. Each broker warrant entitles its holder to purchase one common share at \$0.25 per share until December 8, 2018. These warrants have been recorded at a value of \$767 based on the Black-Scholes option pricing model using the assumptions described below (Note 16 (d)). As a result, the broker warrants were recorded under warrants and as share issuance costs as a reduction of share capital in the statement of changes in equity. Share issuance costs amounted to \$4,391 including the fair value of the broker warrants of \$767.

On December 15, 2017, the Company concluded a private placement by issuing 3,385,000 units at a price of \$0.15 per unit for net proceeds of \$500,604 after deducting share issuance costs of \$7,146. A commission of \$1,800 was paid in connection with this private placement. Each unit consists of one common share and one-half warrant for a total of 3,385,000 common shares and 1,692,500 warrants. Each warrant will entitle the holder to acquire one additional common share of the Company at an exercise price of \$0.25 until December 15, 2018. The Company may, at its option, accelerate the expiry date under certain conditions. These warrants have been recorded at a value of \$50,353 based on the Black-Scholes option pricing model using the assumptions described below (Note 16 (d)).

On December 15, 2017, the Company concluded a private placement by issuing 977,500 flow-through common shares at a price of \$0.20 per share for net proceeds of \$179,502 after deducting share issuance costs of \$15,998. A commission of \$13,640 was paid in connection with this private placement. An amount of \$39,100 representing the premium paid by the investors was recorded in liability related to flow-through shares based on the residual value method. As at December 31, 2017, The Company has the obligation to incur \$195,500 in exploration expenditures in its Québec mining properties no later than December 31, 2018.

On December 21, 2017, the Company concluded a private placement by issuing 1,577,000 units at a price of \$0.15 per unit for net proceeds of \$232,860 after deducting share issuance costs of \$3,690. A commission of \$1,200 was paid in connection with this private placement. Each unit consists of one common share and one-half warrant for a total of 1,577,000 common shares and 788,500 warrants. Each warrant will entitle the holder to acquire one additional common share of the Company at an exercise price of \$0.25 until December 21, 2018. The Company may, at its option, accelerate the expiry date under certain conditions. These warrants have been recorded at a value of \$28,922 based on the Black-Scholes option pricing model using the assumptions described below (Note 16 (d)).

On December 21, 2017, the Company concluded a private placement by issuing 85,000 flow-through common shares at a price of \$0.20 per share for net proceeds of \$16,821 after deducting share issuance costs of \$179. No commission was paid in connection with this private placement. An amount of \$3,400 representing the premium paid by the investors was recorded in liability related to flow-through shares based on the residual value method. As at December 31, 2017, The Company has the obligation to incur \$17,000 in exploration expenditures in its Québec mining properties no later than December 31, 2018.

On December 29, 2017, the Company concluded a private placement by issuing 166,500 units at a price of \$0.15 per unit for net proceeds of \$23,214 after deducting share issuance costs of \$1,761. A commission of \$1,499 was paid in connection with this private placement. Each unit consists of one common share and one-half warrant for a total of 166,500 common shares and 83,250 warrants. Each warrant will entitle the holder to acquire one additional common share of the Company at an exercise price of \$0.25 until December 29, 2018. The Company may, at its option, accelerate the expiry date under certain conditions. These warrants have been recorded at a value of \$2,412 based on the Black-Scholes option pricing model using the assumptions described below (Note 16 (d)).

(c) Shares to be issued:

As at March 31, 2018, 4,070,000 units at \$0.15 per unit were issuable for cash proceeds received of \$610,500. Each unit consists of one common share and one-half warrant. Each warrant allows the holder to purchase one common share at a price of \$0.25 per common share until April 6, 2019. The shares are part of a private placement concluded on April 6, 2018 (See the Subsequent events (Note 22)).

GENIUS PROPERTIES LTD.

Notes to Condensed Interim Consolidated Financial Statements (continued)

Three-month periods ended March 31, 2018 and 2017

(in Canadian dollars)

14. Share capital and warrants (continued):

(d) Warrants:

The changes to the number of outstanding warrants granted by the Company and their weighted average exercise price are as follows:

	March 31 2018		December 31 2017	
	Number of outstanding warrants	Weighted average exercise price	Number of outstanding warrants	Weighted average exercise price
		\$		\$
Outstanding at beginning	5,598,211	0.25	3,543,636	0.45
Granted	-	-	5,506,083	0.25
Expired	-	-	(3,451,508)	0.46
Outstanding at end	5,598,211	0.25	5,598,211	0.25

The following table provides outstanding warrants information as at March 31, 2018:

Expiry date	Outstanding warrants		
	Number of outstanding warrants	Exercise price	Remaining life
		\$	(years)
December 8, 2018	21,000	0.25	0.7
December 30, 2018	92,128	0.25	0.8
April 27, 2019 ⁽¹⁾	5,485,083	0.25	1.1
	5,598,211	0.25	1.1

The following table provides outstanding warrants information as at December 31, 2017:

Expiry date	Outstanding warrants		
	Number of outstanding warrants	Exercise price	Remaining life
		\$	(years)
December 8, 2018	21,000	0.25	0.9
December 30, 2018	92,128	0.25	1.0
April 27, 2019 ⁽¹⁾	5,485,083	0.25	1.3
	5,598,211	0.25	1.3

(1) On May 3, 2018, the Company extended to April 27, 2019, warrants originally issued on May 26, 2017, December 8, 2017, December 15, 2017, December 21, 2017 and December 29, 2017, which were all originally valid for 12 months.

2017:

On May 26, 2017, the Company issued 2,770,833 warrants to shareholders who subscribed to 5,541,666 units offering. Each warrant entitles the holder to subscribe to one common share at an exercise price of \$0.25 per share until May 26, 2018 originally, and extended to April 27, 2019 as per a May 3, 2018 amendment. The value of the warrants was estimated at \$163,823 at the grant date using the Black-Scholes option pricing model. The assumptions used for the calculation were:

Expected dividend yield	0.0%
Share price at grant date	\$0.20
Expected volatility ⁽¹⁾	154.87%
Risk-free interest rate	0.71%
Expected life	1.0 year

GENIUS PROPERTIES LTD.

Notes to Condensed Interim Consolidated Financial Statements (continued)

Three-month periods ended March 31, 2018 and 2017

(in Canadian dollars)

14. Share capital and warrants (continued):

(d) Warrants (continued):

2017 (continued):

On December 8, 2017, the Company issued 150,000 warrants to shareholders who subscribed to 300,000 units offering. Each warrant entitles the holder to subscribe to one common share at an exercise price of \$0.25 per share until December 8, 2018 originally, and extended to April 27, 2019 as per a May 3, 2018 amendment. The value of the warrants was estimated at \$4,609 at the grant date using the Black-Scholes option pricing model. The assumptions used for the calculation were:

Expected dividend yield	0.0%
Share price at grant date	\$0.16
Expected volatility ⁽¹⁾	92.85%
Risk-free interest rate	1.50%
Expected life	1.0 year

On December 8, 2017, the Company issued 21,000 warrants to broker. Each warrant entitles the holder to subscribe to one common share at an exercise price of \$0.25 per share until December 8, 2018. The value of the warrants was estimated at \$767 at the grant date using the Black-Scholes option pricing model. The assumptions used for the calculation were:

Expected dividend yield	0.0%
Share price at grant date	\$0.16
Expected volatility ⁽¹⁾	92.85%
Risk-free interest rate	1.50%
Expected life	1.0 year

On December 15, 2017, the Company issued 1,692,500 warrants to shareholders who subscribed to 3,385,000 units offering. Each warrant entitles the holder to subscribe to one common share at an exercise price of \$0.25 per share until December 15, 2018 originally, and extended to April 27, 2019 as per a May 3, 2018 amendment. The value of the warrants was estimated at \$50,353 at the grant date using the Black-Scholes option pricing model. The assumptions used for the calculation were:

Expected dividend yield	0.0%
Share price at grant date	\$0.16
Expected volatility ⁽¹⁾	90.80%
Risk-free interest rate	1.55%
Expected life	1.0 year

On December 21, 2017, the Company issued 788,500 warrants to shareholders who subscribed to 1,577,000 units offering. Each warrant entitles the holder to subscribe to one common share at an exercise price of \$0.25 per share until December 21, 2018 originally, and extended to April 27, 2019 as per a May 3, 2018 amendment. The value of the warrants was estimated at \$28,922 at the grant date using the Black-Scholes option pricing model. The assumptions used for the calculation were:

Expected dividend yield	0.0%
Share price at grant date	\$0.16
Expected volatility ⁽¹⁾	105.39%
Risk-free interest rate	1.68%
Expected life	1.0 year

On December 29, 2017, the Company issued 83,250 warrants to shareholders who subscribed to 166,500 units offering. Each warrant entitles the holder to subscribe to one common share at an exercise price of \$0.25 per share until December 29, 2018 originally, and extended to April 27, 2019 as per a May 3, 2018 amendment. The value of the warrants was estimated at \$2,412 at the grant date using the Black-Scholes option pricing model. The assumptions used for the calculation were:

Expected dividend yield	0.0%
Share price at grant date	\$0.16
Expected volatility ⁽¹⁾	89.12%
Risk-free interest rate	1.68%
Expected life	1.0 year

(1) The volatility was determined by reference to historical data of the Company shares.

GENIUS PROPERTIES LTD.

Notes to Condensed Interim Consolidated Financial Statements (continued)

Three-month periods ended March 31, 2018 and 2017

(in Canadian dollars)

15. Share-based compensation:

(a) Share option plan:

The Company has a stock option plan whereby the Board of Directors, may grant to directors, officers or consultants of the Company, options to acquire common shares. The Board of Directors has the authority to determine the terms and conditions of the grant of options. The Board of Directors approved a "Rolling" stock option plan reserving a maximum of 10% of the shares of the Company at the time of the stock option grant, with a vesting period allowed of zero up to eighteen months, when the grant of option is made at market price, for the benefit of its directors, officers, employees and consultants. The Plan provides that no single person may hold options representing more than 5% of the outstanding common shares. The number of stock options granted to a beneficiary and the vesting period are determined by the Board of Directors.

The exercise price of any option granted under the Plan is fixed by the Board of Directors at the time of the grant and cannot be less than the market price per common share the day before the grant. The term of an option will not exceed five years from the date of grant. Options are not transferable and can be exercised while the beneficiary remains a director, an officer, an employee or consultant of the Company or up to twelve months after the beneficiary has left.

The options issued during the year ended December 31, 2016, were issued at a price higher to the closing price the day before the grant.

The changes to the number of outstanding share options granted by the Company and their weighted average exercise price are as follows:

	March 31 2018		December 31 2017	
	Number of outstanding share options	Weighted average exercise price	Number of outstanding share options	Weighted average exercise price
		\$		\$
Outstanding at beginning	160,000	0.25	965,000	0.39
Granted	-	-	-	-
Forfeited	(80,000)	0.25	(805,000)	0.42
Outstanding at end	80,000	0.25	160,000	0.25
Exercisable at end	80,000	0.25	160,000	0.25

The following table provides outstanding share options information as at March 31, 2018:

Share options outstanding				
Expiry date	Number of granted share options	Number of exercisable share options	Exercise price	Remaining life (years)
September 9, 2021	80,000	80,000	\$ 0.25	3.4
	80,000	80,000	0.25	3.4

The following table provides outstanding warrants information as at December 31, 2017:

Share options outstanding				
Expiry date	Number of granted share options	Number of exercisable share options	Exercise price	Remaining life (years)
September 9, 2021	160,000	160,000	\$ 0.25	3.7
	160,000	160,000	0.25	3.7

For the three-month period ended March 31, 2018, the share-based compensation recognized in the statement of comprehensive loss is \$0 (\$0 for the three-month period ended March 31, 2017).

GENIUS PROPERTIES LTD.

Notes to Condensed Interim Consolidated Financial Statements (continued)

Three-month periods ended March 31, 2018 and 2017

(in Canadian dollars)

16. Exploration and evaluation expenditures:

Exploration and evaluation expenditures by properties are detailed as follows:

	Three-month period ended March 31 2018			Three-month period ended March 31 2017		
	Mining rights	Exploration & evaluation expenditures	Total	Mining rights	Exploration & evaluation expenditures	Total
	\$	\$	\$	\$	\$	\$
Precious metals:						
Blockhouse	180	-	180	1,225	69,125	70,350
Kemptville	-	-	-	100	750	850
Chocolate Lake	(1,452)	-	(1,452)	1,572	-	1,572
Tancook Island	-	-	-	1,048	-	1,048
Leipsigate	-	-	-	-	273	273
Dares Lake	-	-	-	1,213	2,386	3,599
Gold River	262	-	262	500	-	500
Sakami	3,792	8,805	12,597	-	-	-
Robelin	1,642	-	1,642	-	-	-
Total precious metals	4,424	8,805	13,229	5,658	72,534	78,192
Industrial metals:						
Dissimieux Lake	8,660	375	9,035	-	450	450
Mount Cameron	280	1,819	2,099	163,572	500	164,072
Total industrial metals	8,940	2,194	11,134	163,572	950	164,522
Grand total	13,364	10,999	24,363	169,230	73,484	242,714

Exploration and evaluation expenditures by nature are detailed as follows:

	Three-month period ended	
	March 31 2018	March 31 2017
	\$	\$
Exploration and evaluation expenditures:		
Mining rights	13,364	169,230
Exploration and evaluation expenditures		
Geology	2,920	8,868
Prospecting	2,910	-
Geophysics	3,800	1,500
Drilling	1,369	63,116
	24,363	242,714
Grand total	24,363	242,714

Dissimieux Lake (Phosphate):

On March 21, 2016 and amended on May 4, 2016, the Company has entered into an option agreement with Jourdan Resources Inc., to acquire a 100% interest in 15 mining claims located in Dissimieux Lake Phosphate Titanium-REE's property, province of Québec, by issuing 1,200,000 common shares within 15 days following the date of the signature and a number of common shares equivalent to an amount of \$180,000 within 90 days following the signature. On April 5, 2016, the Company issued 1,200,000 common shares at a fair value of \$0.25 per share for a consideration of \$300,000. On June 20, 2016 the Company fulfilled its obligations by issuing 720,000 common shares at a fair value of \$0.175 (value of \$0.25 as per the agreement for \$180,000) per share for a consideration of \$126,000.

As part of the above agreement, the Company issued 134,400 common shares to a third party as transaction costs. On April 5, 2016, the Company issued 84,000 common shares common shares at a fair value of \$0.25 per share for a consideration of \$21,000 and on June 20, 2016 the Company issued 50,400 common shares common shares at a fair value of \$0.175 per share for a consideration of \$8,820.

GENIUS PROPERTIES LTD.

Notes to Condensed Interim Consolidated Financial Statements (continued)

Three-month periods ended March 31, 2018 and 2017

(in Canadian dollars)

16. Exploration and evaluation expenditures (continued):

Nova Scotia properties (Gold):

On May 4, 2016, the Company has entered into an option agreement with two prospectors, to acquire a 100% interest in 107 mining claims located in Nova Scotia by issuing 1,000,000 common shares (500,000 common shares for each prospector). In addition, the Company will issue 100,000 common shares common shares for each \$1,000,000 in exploration and evaluation expenditures incurred by Genius, subject to a maximum of 500,000 common shares. An additional 500,000 common shares will be issued if the Company completes a Feasibility Study. Nova Scotia properties consisted of the following properties: Blockhouse Gold (26 claims), Kemptville NS (10 claims), Chocolate Lake NS (6 claims), Dares Lake NS (6 claims) and Gold River NS (1 claim). The properties are subject to a 1.5% NSR of which two-thirds (2/3) may be purchased at any time by the Company for \$1,000,000.

On May 30, 2016, the Company issued 1,000,000 common shares at a fair value of \$0.175 per share for a consideration of \$175,000 and consequently the Company fulfilled its obligations.

On August 10, 2017, the Company acquired the Meaghers Property (243 claims) by staking claims.

Mt Cameron Property (Graphite) :

On October 17, 2016, the Company has entered into an option agreement with Mt Cameron Minerals Incorporated and 21 Alpha Resources Inc. to acquire a 80% interest in 82 mining claims located in Nova Scotia for the Mt Cameron Graphite Property, by issuing 600,000 common shares, by paying \$175,000 and by incurring \$1,000,000 of exploration expenditures over the next two years. As at December 31, 2016, the Company paid the amount of \$125,000. The properties are subject to a 3% NSR of which a (2.5%) may be purchased at any time by the Company for \$2,000,000.

On January 3, 2017 the Company amended its option agreement with Mt Cameron Minerals Incorporated and 21 Alpha Resources Inc. The amount of cash payment had been reduced to \$125,000 instead of \$175,000 and the number of shares has been increased to 800,000 common shares instead of 600,000 common shares. The Company has issued 800,000 common shares to 21 Alpha Resources Inc. at a fair value of \$0.20 per share for a consideration of \$160,000.

On March 8, 2018 the Company amended its option agreement with Mt Cameron Minerals Incorporated. The Company has to incur exploration expenditures as follows: \$500,000 on or before December 31, 2018 and \$500,000 on or before December 31, 2019 instead of \$500,000 on or before December 31, 2017 and \$500,000 on or before December 31, 2018. In consideration for the postponement of the deadlines of one year to incur the exploration expenditures, the Company will issue a total of 200,000 common shares to shareholders of Mt Cameron Minerals Inc. (See the Subsequent events (Note 22)).

Sakami Property (Gold):

On April 5, 2017, the Company has entered into an option agreement to acquire a 100% interest in 128 mining claims of the Sakami Property, located in Québec, by issuing 6,000,000 common shares. On May 26, 2017, the Company acquired 100% interest by issuing the 6,000,000 common shares at a fair value of \$0.20 per share for a consideration of \$1,200,000. The property straddles the contact between Opinaca and La Grande geological sub-provinces over a distance of 35 km in the James Bay territory. The property are subject to a 2.0% NSR on production, of which half (1/2) may be purchased at any time by the Company for \$1,000,000. As at December 31, 2017, the Company holds 157 claims.

Robelin Property (Polymetallic):

On April 5, 2017, the Company has entered into an option agreement with 4 prospectors (one prospector is a former officer (CFO) and another prospector is a new officer (CEO)) to acquire a 100% interest in 78 mining claims of the Robelin Property, located in Québec, by issuing 6,500,000 common shares. On May 26, 2017, the Company acquired 100% interest by issuing the 6,500,000 common shares at a fair value of \$0.20 per share for a consideration of \$1,300,000 (\$140,000 for a former officer (CFO) and \$500,000 for a new officer (CEO)). The Robelin Property is located 85 km East South East from the town of Kuujuaq. The property are subject to a 2.0% NSR on production, of which half (1/2) may be purchased at any time by the Company for \$1,000,000.

Quiulacocha - Excelsior (Silver):

On June 12, 2017, the Company has entered into a proposed acquisition agreement completed on November 9, 2017 as a merger agreement with Cerro De Pasco Resources S.A. to acquire a 100% interest in Quiulacocha Tailings & Excelsior Stockpile Property, located in Peru. The details of the merger agreement are explained in note 10.

GENIUS PROPERTIES LTD.

Notes to Condensed Interim Consolidated Financial Statements (continued)

Three-month periods ended March 31, 2018 and 2017

(in Canadian dollars)

17. General and administrative expenses by nature:

General and administrative expenses recognized in the net loss of the periods is as follows:

	Three-month period ended	
	March 31	March 31
	2018	2017
	\$	\$
Selling and administrative expenses:		
Salaries and employee benefit expense	19,254	-
Management and consulting fees	62,747	71,015
Professional fees	85,398	32,463
Business development	96,003	18,191
Rent and office expenses	28,437	10,793
Registration, listing fees and shareholders information	7,049	12,249
Depreciation of property and equipment	1,448	-
	300,336	144,711

18. Finance expenses:

Finance expenses recognized in the net loss of the periods is as follows:

	Three-month period ended	
	March 31	March 31
	2018	2017
	\$	\$
Fines, penalties, bank charges & other interest	1,759	581
Penalty on contract termination	-	(8,400)
Finance expense	1,759	(7,819)

19. Supplemental cash flow information:

The Company entered into the following transactions which had no impact on the cash flows:

	Three-month period ended	
	March 31	March 31
	2018	2017
	\$	\$
Non-cash financing activities:		
Share issuance costs in trade accounts payable and accrued liabilities	9,797	12,941
Non-cash investing activities:		
Shares issued as exploration and evaluation expenditures	-	160,000

20. Related party transactions:

Related parties include the Company's joint key management personnel. Unless otherwise stated, balances are usually settled in cash. Key management includes directors and senior executives. The remuneration of key management personnel includes the following expenses:

	Three-month period ended	
	March 31	March 31
	2018	2017
	\$	\$
Consulting fees	40,000	33,000
	40,000	33,000

GENIUS PROPERTIES LTD.

Notes to Condensed Interim Consolidated Financial Statements (continued)

Three-month periods ended March 31, 2018 and 2017

(in Canadian dollars)

20. Related party transactions (continued):

In addition to the related party transactions presented elsewhere in these financial statements, the following is a summary of other transactions:

For the three-month period ended March 31, 2018, there were no legal fees, transaction costs and share issuance costs charged by a company in which a former director is a partner (\$22,404 for the three-month period ended March 31, 2017). There were no trade accounts and other payables due to this related party as at March 31, 2018 (\$Nil as at December 31, 2017).

These transactions, entered into the normal course of operations, are measured at the exchange amount which is the amount of consideration established and agreed to by the related parties.

Unless otherwise stated, none of the transactions incorporated special terms and conditions and no guarantees were given or received. Outstanding balances are usually settled in cash.

21. Lease:

On August 9, 2017, the Company entered into a lease agreement for office space located in Saint-Sauveur, Québec, Canada. This agreement is effective from September 1, 2017 and expire on August 31, 2020. The monthly payment is \$2,000.

The minimum annual lease payments are as follows:

	\$
2017	6,000
2018	24,000
2019	24,000
2020	16,000
	<u>70,000</u>

The Company's operating lease agreement do not contain any contingent rent clauses. None of the operating lease agreement contain renewal or purchase options on escalation clauses or any restrictions regarding dividends, further leasing or additional debt. No sublease payments or contingent rent payment were made or received. No sublease income is expected as all assets held under lease agreements are used exclusively by the Company.

22. Subsequent events:

On April 6, 2018, the Company concluded a private placement by issuing 10,373,334 units at a price of \$0.15 per unit for gross proceeds of \$1,556,000. Each unit consists of one common share and one-half of a warrant for a total of 10,373,334 common shares and 5,186,671 warrants. Each warrant will entitle the holder to acquire one additional common share of the Company at an exercise price of \$0.25 and until April 6, 2019.

On April 11, 2018, the Company issued 200,000 common shares at a fair value of \$0.16 per share for a consideration of \$32,000 to shareholders of Mt Cameron Minerals Inc. as per the amendment of April 11, 2018 for the postponement of the deadlines of one year to incur the exploration expenditures.

On April 27, 2018, the Company concluded a private placement by issuing 5,201,667 units at a price of \$0.15 per unit for gross proceeds of \$780,250. Each unit consists of one common share and one-half of a warrant for a total of 5,201,667 common shares and 2,600,832 warrants. Each warrant will entitle the holder to acquire one additional common share of the Company at an exercise price of \$0.25 and until April 27, 2019.