

**MATERIAL CHANGE REPORT
FORM 51-102F3**

Item 1 - Name and Address of Company

Genius Properties Ltd. (“Genius” or the “Corporation”)
22 Lafleur Nord Avenue
Saint-Sauveur, Québec, J0R 1R0

Item 2 - Date of Material Change

June 6, 2018

Item 3 - News Release

A news release pertaining to the material change being the subject of the present report was disseminated through Marketwired on June 6, 2018 and filed on SEDAR. A copy of the news release is attached to the present report.

Item 4 - Summary of Material Change

Genius has received the conditional approval of the Canadian Securities Exchange in connection with the proposed transaction (the “**Proposed Transaction**”) with Cerro de Pasco Resources S.A. A listing statement describing the Proposed Transaction has been filed on SEDAR and the Corporation’s shares have resumed trading on June 7, 2018.

Genius has appointed Mr. Robert Boisjoli as Chief Financial Officer of the Corporation.

Genius has filed amended versions of the Cerro de Pasco Technical Report (as defined in the news release), the Robelin Technical Report (as defined in the news release) and the Sakami Technical Report (as defined in the news release) on SEDAR.

Genius has extended the expiry date of 5,186,667 common share purchase warrants originally issued on April 6, 2018 from April 6, 2019 to April 27, 2019 in order to coincide with the expiry date of all other outstanding warrants issued by the Corporation. Each such warrant remains exercisable at a price of \$0.25 per share.

Item 5 - Full Description of Material Change

Genius has received the conditional approval of the Canadian Securities Exchange (the “**Exchange**”) in connection with the proposed transaction (the “**Proposed Transaction**”) with Cerro de Pasco Resources S.A. (“**Cerro de Pasco**”), previously described in the Corporation’s news releases dated November 9, 2017, December 7, 2017, January 23, 2018 and May 3, 2018. A listing statement describing the Proposed Transaction has been filed on SEDAR at www.sedar.com and the Corporation’s shares have resumed trading on June 7, 2018.

The Exchange's final approval and the closing of the Proposed Transaction are conditional upon:

- (i) Shareholder approval and completion of the Proposed Transaction as described in the listing statement; and
- (ii) Completion of any and all outstanding Exchange application documentation and payment of fees pursuant to the Exchange Policies.

As part of the Proposed Transaction, Genius intends to transfer ("**Spin-Off**") all of its current Canadian mining properties (the "**Genius Properties**") to Genius Metals Inc. / Métaux Genius Inc. ("**SpinCo**"), a new wholly-owned Canadian subsidiary of Genius. Genius will continue the exploration and development of the Genius Properties through SpinCo and re-distribute the common shares of SpinCo to its current shareholders. Genius will apply to have the SpinCo shares listed on the Exchange. In order to permit same, a private placement of SpinCo shares for gross proceeds of no less than \$750,000 will have to be completed.

The annual and special meeting of the Corporation's shareholders, which was initially scheduled for June 12, 2018, will be held on July 6, 2018 (the "**Meeting**"). At the Meeting, the Corporation's shareholders will be asked to, among other things, consider and, if deemed advisable, approve the Proposed Transaction, including the Spin-Off of the Genius Properties.

Appointment of New CFO

Genius is also pleased to announce the appointment of Robert Boisjoli as Chief Financial Officer of the Corporation. Robert Boisjoli, a Fellow Chartered Professional Accountant with over 30 years of operational and advisory experience, is currently Chief Executive Officer of AKESOgen, Inc., Chairman of Palos Management Inc., Managing Director of Atwater Financial Group, and a partner at Robert Boisjoli & Associates S.E.C., a consulting firm specializing mainly in business valuations. Robert has been the founder of two life science companies where he has acted as Chief Financial Officer, Chief Operating Officer and Chief Executive Officer. He sits on the boards of directors of various public and private companies where he is also the audit committee chairman and is a board member of various not-for-profit organizations in the community and within the profession.

Clarification of Information Previously Disclosed

Genius also wishes to announce that it has filed on June 6, 2018 an updated version of the technical report prepared in accordance with National Instrument 43-101 *Standards of Disclosure for Mineral Projects* ("**NI 43-101**") dated November 9, 2017 and titled "*The Excelsior Property: The Excelsior Mineral Pile (EMP) and Quiulacocha Tailings (QT) associated with the Cerro de Pasco Mine, Cerro de Pasco District, Altiplano Region, North-Central Peru*" (the "**Cerro de Pasco Technical Report**"). The main modifications to the Cerro de Pasco Technical Report consisted of slightly modifying the exploration and development budget, removing unnecessary schedules and providing a date for the visit of the property by the author of the report.

Updated versions of the following reports were also filed on June 6, 2018 by Genius, providing a date for the visit of the relevant properties by the author of the reports:

- the technical report titled "*The Robelin Property, Northern Labrador Through, Kativik, Koksoak River, Québec, NTS 24F12 and 13*", issued on October 18, 2017 with an effective date of April 30, 2017 (the "**Robelin Technical Report**"); and
- the technical report titled "*The Sakami Property, La Grande Subprovince, James Bay Territory, Quebec, NTS 33F07,08,09,10*", issued on October 10, 2017 with an effective date of April 30, 2017 (the "**Sakami Technical Report**").

Amended versions of the Cerro de Pasco Technical Report, Robelin Technical Report and Sakami Technical Report are available on the Corporation's profile at www.sedar.com.

Extension of Warrants

Furthermore, Genius announces that the expiry date of 5,186,667 common share purchase warrants originally issued on April 6, 2018 has been extended from April 6, 2019 to April 27, 2019 in order to coincide with the expiry date of all other outstanding warrants issued by the Corporation. Each such warrant remains exercisable at a price of \$0.25 per Share.

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

Not applicable.

Item 7 - Omitted Information

None.

Item 8 - Executive Officer

Mr. Guy Goulet
President and Chief Executive Officer
Tel: 450-294-7000

Item 9 - Date of Report

June 12, 2018



CSE:GNI

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

Genius Properties Ltd. Will Resume Trading on the Canadian Securities Exchange on June 7, 2018, Provides Update on Proposed Transaction, Announces Appointment of New CFO and Clarifies Information Previously Disclosed

SAINT-SAUVEUR, QUÉBEC – (June 6, 2018)

NOT FOR DISSEMINATION IN THE UNITED STATES OR FOR DISTRIBUTION TO U.S. NEWSWIRE SERVICES

Genius Properties Ltd. (CSE:GNI)(CSE:GNI.CN)(CNSX:GNI) (“Genius” or the “Corporation”) is pleased to announce that it has received the conditional approval of the Canadian Securities Exchange (the “Exchange”) in connection with the proposed transaction (the “Proposed Transaction”) with Cerro de Pasco Resources S.A. (“Cerro de Pasco”), previously described in the Corporation’s news releases dated November 9, 2017, December 7, 2017, January 23, 2018 and May 3, 2018. A listing statement describing the Proposed Transaction has been filed on the SEDAR at www.sedar.com and the Corporation’s shares will resume trading on June 7, 2018.

The Exchange’s final approval and the closing of the Proposed Transaction are conditional upon:

- (i) Shareholder approval and completion of the Proposed Transaction as described in the listing statement; and
- (ii) Completion of any and all outstanding Exchange application documentation and payment of fees pursuant to the Exchange Policies.

As part of the Proposed Transaction, Genius intends to transfer (“Spin-Off”) all of its current Canadian mining properties (the “Genius Properties”) to Genius Metals Inc. / Métaux Genius Inc. (“SpinCo”), a new wholly-owned Canadian subsidiary of Genius. Genius will continue the exploration and development of the Genius Properties through SpinCo and re-distribute the common shares of SpinCo to its current shareholders. Genius will apply to have the SpinCo shares listed on the Exchange. In order to permit same, a private placement of SpinCo shares for gross proceeds of no less than \$750,000 will have to be completed.

The annual and special meeting of the Corporation’s shareholders, which was initially scheduled for June 12, 2018, will be held on July 6, 2018 (the “Meeting”). At the Meeting, the Corporation’s shareholders will be asked to, among other things, consider and, if deemed advisable, approve the Proposed Transaction, including the Spin-Off of the Genius Properties.

Appointment of New CFO

Genius is also pleased to announce the appointment of Robert Boisjoli as Chief Financial Officer of the Corporation. Robert Boisjoli, a Fellow Chartered Professional Accountant with over 30 years of operational and advisory experience, is currently Chief Executive Officer of AKESOgen, Inc., Chairman of Palos Management Inc., Managing Director of Atwater Financial Group, and a partner at Robert Boisjoli & Associates S.E.C., a consulting firm specializing mainly in business valuations. Robert has been the founder of two life science companies where he has acted as Chief Financial Officer, Chief Operating Officer and Chief Executive Officer. He sits on the boards of directors of various public and private companies where he is also the audit committee chairman and is a board member of various not-for-profit organizations in the community and within the profession.

Clarification of Information Previously Disclosed

Genius wishes to clarify information previously disclosed in a press release dated May, 3, 2018, regarding finders' fees paid in connection with the second tranche of a private placement of Genius. The press release mentioned that: "In connection with the Second Tranche, Genius paid finder's fees to arm's length third parties in the amount of \$20,562.50". The press release should however have mentioned that finder's fees equal to an aggregate amount of \$15,312.50 were paid to arm's length third parties of Genius (instead of \$20,562.50).

Genius also wishes to announce that it has filed on June 6, 2018 an updated version of the technical report prepared in accordance with National Instrument 43-101 *Standards of Disclosure for Mineral Projects* ("NI 43-101") dated November 9, 2017 and titled "*The Excelsior Property: The Excelsior Mineral Pile (EMP) and Quiulacocha Tailings (QT) associated with the Cerro de Pasco Mine, Cerro de Pasco District, Altiplano Region, North-Central Peru*" (the "**Cerro de Pasco Technical Report**"). The main modifications to the Cerro de Pasco Technical Report consisted of slightly modifying the exploration and development budget, removing unnecessary schedules and providing a date for the visit of the property by the author of the report.

Updated versions of the following reports were also filed on June 6, 2018 by Genius, providing a date for the visit of the relevant properties by the author of the reports:

- the technical report titled "*The Robelin Property, Northern Labrador Through, Kativik, Koksoak River, Québec, NTS 24F12 and 13*", issued on October 18, 2017 with an effective date of April 30, 2017 (the "**Robelin Technical Report**"); and
- the technical report titled "*The Sakami Property, La Grande Subprovince, James Bay Territory, Quebec, NTS 33F07,08,09,10*", issued on October 10, 2017 with an effective date of April 30, 2017 (the "**Sakami Technical Report**").

Amended versions of the Cerro de Pasco Technical Report, Robelin Technical Report and Sakami Technical Report are available on the Corporation's profile at www.sedar.com.

Extension of Warrants

Furthermore, Genius announces that the expiry date of 5,186,667 common share purchase warrants originally issued on April 6, 2018 has been extended from April 6, 2019 to April 27, 2019 in order to coincide with the expiry date of all other outstanding warrants issued by the Corporation. Each such warrant remains exercisable at a price of \$0.25 per Share.

About Genius Properties Ltd.

Genius is a Canadian mineral exploration company focused on developing projects with critical metals and minerals.

About Cerro De Pasco Resources S.A.

Cerro De Pasco Resources S.A. is a corporation incorporated under the laws of Peru. Its main asset is a 100% interest in the Peruvian El Metalurgista Concession (where the so-called Quiulacocha Tailings and Excelsior Stockpile are located).

Forward-Looking Statements and Disclaimer

Certain statements in this press release may be forward-looking. Such statements include those with respect to the Corporation's ability to complete the Proposed Transaction. 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) the Corporation's ability to fulfill its contractual obligations under the Proposed Transaction, (ii) the Corporation's ability to successfully pursue the activities referred to in this news release, (iii) the Corporation's ability to obtain the necessary regulatory and shareholders' approvals for the Proposed Transaction, and (iv) generally, the Corporation's ability to develop and implement a successful business plan.

A description of the risks affecting the Corporation's 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.

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

Contact Information

Guy Goulet, President & CEO - 514-294-7000- ggoulet@geniusproperties.ca