



8th Floor, 100 University Avenue Toronto, Ontario M5J 2Y1 www.computershare.com

NMXQ 000001 SAM SAMPLE 123 SAMPLES STREET SAMPLETOWN SS X9X X9X CANADA

Security Class COMMON SHARES

Holder Account Number C9999999999 IND

## Form of Proxy - Reconvened Annual and Special Meeting to be held on July 26, 2018 at 10:00 a.m. (Eastern Time)

# This Form of Proxy is solicited by and on behalf of Management.

## Notes to proxy

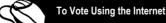
- 1. Every holder has the right to appoint some other person or company of their choice, who need not be a holder, to attend and act on their behalf at the meeting or any adjournment or postponement thereof. If you wish to appoint a person or company other than the persons whose names are printed herein, please insert the name of your chosen proxyholder in the space provided (see reverse).
- If the securities are registered in the name of more than one owner (for example, joint ownership, trustees, executors, etc.), then all those registered should sign this proxy. If you are voting
  on behalf of a corporation or another individual you must sign this proxy with signing capacity stated, and you may be required to provide documentation evidencing your power to sign this
  proxy.
- 3. This proxy should be signed in the exact manner as the name(s) appear(s) on the proxy.
- 4. If this proxy is not dated, it will be deemed to bear the date on which it is mailed by Management to the holder.
- 5. The securities represented by this proxy will be voted as directed by the holder, however, if such a direction is not made in respect of any matter, this proxy will be voted as recommended by Management.
- 6. The securities represented by this proxy will be voted in favour or withheld from voting or voted against each of the matters described herein, as applicable, in accordance with the instructions of the holder, on any ballot that may be called for and, if the holder has specified a choice with respect to any matter to be acted on, the securities will be voted accordingly.
- 7. This proxy confers discretionary authority in respect of amendments or variations to matters identified in the Notice of Meeting or other matters that may properly come before the meeting or any adjournment or postponement thereof.
- 8. This proxy should be read in conjunction with the accompanying documentation provided by Management.

### Proxies submitted must be received by 5:00 p.m., Eastern Time, on July 24, 2018.

# VOTE USING THE TELEPHONE OR INTERNET 24 HOURS A DAY 7 DAYS A WEEK!

To Vote Using the Telephone

- Call the number listed BELOW from a touch tone telephone.
  - 1-866-732-VOTE (8683) Toll Free



- Go to the following web site: www.investorvote.com
- Smartphone? Scan the QR code to vote now.



### If you vote by telephone or the Internet, DO NOT mail back this proxy.

Voting by mail may be the only method for securities held in the name of a corporation or securities being voted on behalf of another individual.

Voting by mail or by Internet are the only methods by which a holder may appoint a person as proxyholder other than the Management nominees named on the reverse of this proxy. Instead of mailing this proxy, you may choose one of the two voting methods outlined above to vote this proxy.

To vote by telephone or the Internet, you will need to provide your CONTROL NUMBER listed below.

#### CONTROL NUMBER 23456 78901 23456

SAM SAMPLE					C9999	99999	9				╋	
					IND	C03						
Appointment of Proxyhol I/We, being holder(s) of Genius Proper hereby appoint: Guy Goulet, President a failing him, Hubert Vallée, director of the	ties Ltd. and CEO	of the Corpo	p <b>ration"),</b> pration, or	OR	appointii other tha	name of the ng if this pers an the Manag s listed here	son is som ement	ou are neone				
As my/our proxyholder with full power of given, as the proxyholder sees fit) and al Ville Marie, 40th Floor, Montréal, Québec	substitutio other ma , H3B 4M	on and to att tters that ma 4 on July 26	end, act and to vote ay properly come be 5, 2018 at 10:00 a.m	for an fore th . (Mor	nd on behalf of ne reconvened ntréal time) an	f the sharehol d Annual and d at any adjou	der in acco Special Me urnment or	rdance with the eting of Share postponemer	he following di eholders of the nt thereof.	rection (or if Corporation	no directions h n to be held at	nave been 1 Place
VOTING RECOMMENDATIONS ARE IN	DICATED	) by <mark>highl</mark>	IGHTED TEXT OVE	ER TH	E BOXES.						For	Against
1. Number of Directors of the Res	ulting Is:	suer										
Effective upon and subject to closing of the acquisition of Cerro de Pasco S.A. ("Cerro") by Genius Properties Ltd. (the "Corporation"), the number of directors of the Corporation be set at six (6) directors.												
2. Election of Directors	tion of Directors						For Withhold					Withhold
01. Keith Philip Brill			02. Manuel Liza Mariategui Canr		Rodriguez			03. Frank	Hodgson			
04. Steven Allen Zadka												
											For	Against
3. Reduction of Stated Capital												
In accordance with Section 38 of the Properties Ltd. (" <b>Genius</b> ") be reduce shareholders of Genius; and the Boa acted on, without further approval of	d by \$4, ard of Dir	703,661 fo ectors of G	r the purpose of e	ffectir	ng a distribut	tion of the co	ommon sh	ares of Gen	nius Metals Ir	nc. to		
Authorized Signature(a) This					Si	gnature(s)				Date		
Authorized Signature(s) - This instructions to be executed.	section	i must de	completed for	you	r si	gnature(s)				Date		
I/We authorize you to act in accordance we revoke any proxy previously given with re indicated above, this Proxy will be vot	espect to t	he Meeting.	If no voting instru	/e here ctions	eby s are					DDI	' MM <b>I</b>	YY
Interim Financial Statements - Mark this box like to receive Interim Financial Statements and accompanying Management's Discussion and mail. If you are not mailing back your proxy, you may	d Analysis by	,	Annual Financial S NOT like to receive accompanying Man mail. e the above financial re	the An ageme	nual Financial S ent's Discussion	Statements and and Analysis by	y	glist.				
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8th Floor, 100 University Avenue Toronto, Ontario M5J 2Y1 www.computershare.com

NMXQ 000002 SAM SAMPLE 123 SAMPLES STREET SAMPLETOWN SS X9X X9X AUSTRALIA

Security Class COMMON SHARES

Holder Account Number C9999999999 IND

## Form of Proxy - Reconvened Annual and Special Meeting to be held on July 26, 2018 at 10:00 a.m. (Eastern Time)

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- 312-588-4290 Direct Dial



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Authorized Signature(a) This					Si	gnature(s)				Date		
Authorized Signature(s) - This instructions to be executed.	section	i must de	completed for	you	r si	gnature(s)				Date		
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