

NOTICE OF CHANGE IN CORPORATE STRUCTURE

Pursuant to Section 4.9 of *Regulation 51-102* *Respecting Continuous Disclosure Obligations*

1. Names of the parties to the transaction

- Genius Properties Ltd. / Les propriétés Genius Ltée. which changed its name to Cerro de Pasco Resources Inc. / Ressources Cerro de Pasco inc. on October 5, 2018 (“**Genius Properties**”)
- Genius Metals Inc. / Métaux Genus inc. (“**Genius Metals**”)
- Cerro de Pasco Resources S.A. (“**Target**”)

2. Description of the transaction

(i) Reverse Take-Over

Genius Properties carried out a reverse takeover transaction whereby Genius Properties Sucursal del Perú, the wholly-owned branch of Genius Properties established under Peruvian laws (“**BranchCo**”), merged with the Target under Peruvian laws, and the former securityholders of the Target received an aggregate of 176,360,232 common shares of Genius Properties (the “**Reverse takeover**”).

The closing date of the Reverse Takeover is October 5, 2018.

(ii) Spin-Off

Genius Properties carried out a spin-off transaction whereby it transferred substantially all of its assets and liabilities to Genius Metals, then a wholly-owned subsidiary of Genius Properties, in consideration for 9,797,790 common shares of Genius Metals, pursuant to an asset transfer agreement between Genius Properties and Genius Metals dated June 6, 2018 and amended on July 19, 2018 (the “**Spin-Off**”). Such 9,797,790 common shares of Genius Metals were distributed to the holders of common shares of Genius Properties as at August 30, 2018 (the “**Distribution**”).

The closing date of the Spin-Off and the Distribution is October 5, 2018.

(iii) Change of Name

On October 5, 2018, Genius Properties changed its name to “Cerro de Pasco Resources Inc.” in the English version and “Ressources Cerro de Pasco inc. in the French version.

3. Effective date of the transaction

October 5, 2018.

4. Names of each party, if any, that ceased to be a reporting issuer subsequent to the transaction

N/A.

5. Date of the reporting issuer's first financial year-end after the transaction if paragraph (a) or subparagraph (b)(ii) of section 4.9 applies

N/A.

6. Periods, including the comparative periods, if any, of the interim financial reports and the annual financial statements required to be filed for the reporting issuer's first financial year after the transaction, if paragraph (a) or subparagraph (b)(ii) of section 4.9 applies

N/A.

7. Documents were filed under Regulation 51-102 that described the transaction and where those documents can be found in electronic format, if paragraph (a) or subparagraph (b)(ii) of section 4.9 applies

N/A.

Dated October 9, 2018.