



NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN THAT an annual and special meeting of the shareholders (the “**Meeting**”) of Genius Properties Ltd. (the “**Corporation**”) will be held at the offices of Lavery, de Billy, L.L.P., 1 Place Ville Marie, Suite 4000, Montréal, Québec on July 6, 2018 at 9:30 a.m. (Montréal time) for the following purposes:

1. to receive the financial statements of the Corporation for the fiscal year ended December 31, 2017 and the auditors' report thereon;
2. to elect the directors of the Corporation for the forthcoming year;
3. to reappoint Raymond Chabot Grant Thornton LLP, Chartered Accountants, as auditors of the Corporation and to authorize the directors to fix the auditors' remuneration;
4. to consider and, if thought advisable, to pass, with or without amendment, a special resolution (the “**Spin-Off Resolution**”) approving the transfer of substantially all of the assets and all of the liabilities of the Corporation (the “**Spin-Off**”) to Genius Metals Inc. / Métaux Genius Inc. (“**SpinCo**”) substantially in accordance with the terms of an Asset Transfer Agreement between Genius and SpinCo (the “**Asset Transfer Agreement**”) annexed as Schedule B to the management information circular dated June 6, 2018 (the “**Circular**”);
5. to consider and if thought advisable, to pass, with or without amendment, a resolution (the “**Debt Settlement Resolution**”) approving the settlement of debts of the Corporation in exchange for shares in the capital of SpinCo (the “**Debt Settlement**”), the terms of which are more particularly described in the Circular;
6. subject to the approval of the Spin-Off Resolution, to consider and, if thought advisable, to pass, with or without amendment, a resolution (the “**Reverse Take-Over Resolution**”) approving a reverse take-over (the “**Reverse Take-Over**”) involving the Corporation and Cerro de Pasco Resources S.A. (“**Cerro de Pasco**”) substantially in accordance with the terms of a Merger Agreement dated November 9, 2017, as amended on February 28, 2018 and June 6, 2018, among the Corporation and Cerro de Pasco (the “**Merger Agreement**”);
7. subject to the approval of the Reverse Take-Over Resolution, to consider and if thought advisable, to pass, with or without amendment, a special resolution (the “**Change of Name Resolution**”) approving an amendment to the Articles of the Corporation so as to change its corporate name to “Cerro de Pasco Resources Inc. / Ressources Cerro de Pasco Inc.”, as more particularly described in the Circular; and
8. to transact such other business that may properly be brought before the meeting or any postponement or adjournment thereof.

The Circular and the form of proxy (the “**Proxy**”) prepared in respect of the Meeting accompany this notice. The enclosed Circular contains supplementary information on matters to be discussed at the Meeting, as detailed under the heading “**MATTERS TO BE ACTED UPON AT THE MEETING**”, and is hereby deemed to be an integral part of this notice.

Your participation is important to us. In the event you cannot attend, we urge you to express your support by voting, using your Proxy in advance of the Meeting, on the various proposals that will be put forward at the Meeting.

Registered shareholders have the right to dissent with respect to the Spin-Off Resolution and, if the Spin-Off becomes effective, to be paid the fair value of their common shares in accordance with the provisions of section 190 of the *Canada Business Corporations Act* (the “CBCA”). A dissenting shareholder must send to the Corporation a written objection to the Spin-Off Resolution, which written objection must be received by the Secretary of the Corporation or the Chairman of the Meeting at or before the Meeting. The right to dissent is more particularly described in the accompanying Circular and the text of section 190 of the CBCA is set out as Schedule C to the Circular. **Failure to strictly comply with the requirements set out in section 190 of the CBCA may result in the loss of any right of dissent. Only registered shareholders are entitled to dissent.**

Proxies, to be valid, must be deposited at the office of the registrar and transfer agent of the Corporation, Computershare Investor Services Inc., at 1500 University Street, 7th Floor, Montréal, Québec H3A 3S8, no later than 9:30 a.m. (Montréal Time) on July 4, 2018.

You are entitled to vote at the meeting and any postponement or adjournment thereof if you owned common shares of the Corporation at the close of business on May 8, 2018. For more information on how you may vote, please refer to the section titled “VOTING INFORMATION” of the Circular.

Montréal, Québec, June 6, 2018.

BY ORDER OF THE BOARD OF DIRECTORS

(s) Guy Goulet

President and Chief Executive Officer