

Genius Properties Ltd.: Acquisition by Cerro De Pasco Resources S.A. of a 100% interest in El Metalurgista Concession

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[Genius Properties Ltd.](#) (CSE:GNI)(CSE:GNI.CN)(CNSX:GNI) ("Genius" or the "Corporation") is pleased to announce that on January 12, 2018, Cerro de Pasco Resources S.A. ("Cerro de Pasco") exercised its option to acquire a 100% interest in the El Metalurgista Concession located in Peru (where the so-called Quiulacocha Tailings and Excelsior Stockpile are located). Cerro de Pasco executed the public deed whereby it formally acquired title over the concession and paid its former titleholder, Mr. Victor Freundt Orihuela, the balance of the USD853,700 purchase price. As a result, Cerro de Pasco is now the exclusive titleholder of the aforesaid concession, holding a 100% interest over it. Mr. Freundt retains the right to receive a 2% NSR royalty on the products obtained from the concession. This royalty can be bought back entirely by Cerro de Pasco as of initiation of commercial production in the concession, by paying a consideration of USD 3 million if the royalty is bought back by the end of the 2nd year, USD 3.5 million if bought back by the end of the 3rd year, or USD 4 million if bought back by the end of the 4th year.

Cerro de Pasco's title, which is now binding, will also become enforceable before third parties and the Peruvian Government once the transfer contract is recorded with the Peruvian Public Registry, which is expected to be completed in the following few weeks.

As previously announced, pursuant to a merger agreement entered into on November 9, 2017 between the Corporation and Cerro de Pasco (the "Merger Agreement"), the Corporation intends to acquire Cerro de Pasco, a private Peruvian corporation, by merging Cerro de Pasco with a branch of Genius to be established under Peruvian laws, such that existing security holders of Cerro de Pasco will become security holders of Genius (the "Proposed Transaction").

The Proposed Transaction is an arm's length fundamental change of the Corporation within the meaning of *Policy 8 - Fundamental Changes & Changes of Business* of the Canadian Securities Exchange (the "Exchange") and is subject to a number of conditions precedents, including the receipt of all requisite regulatory, corporate and shareholder approvals, including that of the Exchange.

The Corporation and Cerro de Pasco continue to work towards the completion of a Listing Statement regarding the Proposed Transaction, as required pursuant to the policies of the Exchange. The completion of the Listing Statement is a key component for the receipt of conditional approval for the Proposed Transaction from the Exchange. Trading in the common shares of the Corporation is expected to remain halted pending receipt of the Exchange's conditional approval of the Proposed Transaction, which the Corporation expects to receive in Q1 of 2018.

About Cerro De Pasco

Cerro De Pasco is a corporation incorporated under the laws of Peru. Since the above mentioned option exercise, its main asset is a 100% interest in the El Metalurgista Concession (the "Property"). Upon exercise of such option, Cerro de Pasco became the Property's sole legal and beneficial owner. On November 9, 2017, Genius completed a technical report ("NI 43-101 Report") regarding the Property, prepared in accordance with National Instrument 43-101 *Standards of Disclosure for Mineral Project* and entitled "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 NI 43-101 Report is available on the Corporation profile on SEDAR at www.sedar.com.

About Genius Properties Ltd.

Genius is a Canadian mineral exploration company focused on developing projects with some of the world's most critical metals and minerals.

Forward-Looking Statements and Disclaimer

Certain statements in this news release may be forward-looking. Statements with respect to the Corporation's ability to complete the Proposed Transaction, the parties' ability to satisfy any and all other closing conditions, and the receipt of necessary regulatory and shareholder approvals in connection therewith, are all forward-looking information, as are statements regarding the business of Genius and Cerro de Pasco, their expected success, revenues and growth rates.

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. Factors that could cause actual results to differ materially from expectations include (i) the inability or unwillingness of Cerro de Pasco to fulfill its contractual obligations under the Merger Agreement, in whole or in part, (ii) the Corporation's failure to fulfill its contractual obligations under the Merger Agreement, (iii) the Corporation's inability to obtain the necessary regulatory approvals for the Proposed Transaction, and (iv) generally, the Corporation's inability to develop and implement a successful business plan for any reason. A description of other risks affecting Genius' business and activities appears in its annual management's discussion and analysis, which is available on the Corporation profile on SEDAR at www.sedar.com. No assurance can be given that any events anticipated by the forward-looking information in this news 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.

Completion of the Proposed Transaction is subject to a number of conditions, including but not limited to, Exchange acceptance and shareholder approval. There can be no assurance that the Proposed Transaction will be completed as proposed or at all.

Investors are cautioned that, except as disclosed in the management information circular or listing statement being prepared in connection with the Proposed Transaction, any information released or received with respect to the Proposed Transaction may not be accurate or complete. Trading in the securities of Genius should be considered highly speculative.

The Exchange has in no way passed upon the merits of the Proposed Transaction and has neither approved nor disapproved the contents of this news release. Neither the Canadian Securities Exchange nor its Regulatory Services Provider accepts responsibility for the adequacy or accuracy of this news release.
info@guygoulet.com

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