

Genius Metals Inc. Announces Private Placement Offering of Common Share Units and Flow-Through Units

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SAINT-SAVEUR, Aug. 20, 2018 - [Genius Metals Inc.](#) ("SpinCo" or the "Corporation"), a wholly-owned subsidiary of [Genius Properties Ltd.](#) (CSE:GNI) ("Genius"), is pleased to announce its intention to complete a non-brokered private placement offering (the "Offering") in connection with the acquisition of all of the mining properties of Genius by way of spin-off (the "Spin-Off"), as approved by the shareholders of Genius on August 3, 2018, and the listing of the common shares of SpinCo (the "Common Shares") on the Canadian Securities Exchange (the "CSE"), as more fully described in a listing statement of SpinCo dated July 26, 2018 (as amended, supplemented and restated from time to time, the "Listing Statement") available under the profile of Genius on SEDAR.

Pursuant to the Offering, SpinCo offers to issue and sell:

1. up to 1,000,000 common share units of SpinCo (the "Common Share Units") at a price of \$0.25 per Common Share Unit, with each such unit being comprised of one Common Share and one common share purchase warrant of SpinCo (a "Warrant") entitling the holder thereof to purchase one additional Common Share at an exercise price of \$0.35 per share for a period of twelve month from the issuance thereof, for aggregate gross proceeds to SpinCo of up to \$250,000; and
2. up to 1,430,000 flow-through units of SpinCo (the "Flow-Through Units") at a price of \$0.35 per Flow-Through Unit, with each such unit being comprised of one "flow-through" Common Share and one-half of one Warrant entitling the holder of one whole Warrant to purchase one additional Common Share at an exercise price of \$0.45 per share for a period of twelve month from the issuance thereof, for aggregate gross proceeds to SpinCo of up to \$500,500.

Closing of the Offering is conditional upon, and will occur immediately after, the closing of the Spin-Off. SpinCo may close the Offering in several tranches during the course of the Offering. In the event that the Offering is oversubscribed, SpinCo may increase the size of the Offering or allocate subscriptions on a pro rata basis.

SpinCo will use the proceeds of the Offering of Flow-Through Units to incur qualifying expenditures on its mining properties, and the proceeds of the Offering of Common Share Units for exploration on its mining properties and for general working capital purposes.

Any securities issued pursuant to the Offering will be subject to a hold period under applicable securities laws, which will expire on the date that is the later of: (i) four months plus one day from the date of closing of the Offering, and (ii) the date SpinCo becomes a reporting issuer in any province or territory of Canada. All securities held by those who will be principals (as such term is defined in National Policy 46-201 "Escrow for Initial Public Offerings") of SpinCo following the Offering will be deposited in escrow in accordance with the policies of the CSE.

SpinCo has not engaged any agent in connection with the Offering. However, SpinCo may pay finder's fees to arm's length parties in connection with certain subscriptions.

About Genius Metals Inc.

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

Neither the CSE nor its Regulation Services Provider (as that term is defined in the policies of the CSE) accepts responsibility for the adequacy or accuracy of this release.

This press release may contain forward-looking statements that are subject to known and unknown risks and

uncertainties that could cause actual results to vary materially from targeted results. Such risks and uncertainties include those described in the Listing Statement.

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