

Genius Properties Ltd.: Reverse Take-Over and Spin-Off

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MONTREAL, Aug. 29, 2018 - [Genius Properties Ltd.](#) (CSE:GNI) ("Genius" or the "Corporation") expects to proceed on August 31, 2018 (the "Closing Date") to the closing of its merger with Cerro de Pasco Resources S.A. ("Cerro De Pasco") pursuant to a merger agreement dated November 9, 2017, as amended (the "Reverse Take-Over").

Immediately prior to the closing of the Reverse Take-Over, Genius will transfer all of its current mining properties to its wholly-owned subsidiary [Genius Metals Inc.](#) ("SpinCo"), and distribute all of the shares of SpinCo to existing shareholders of Genius (the "Spin-Off").

The record date for the Spin-Off will be August 30, 2018 (the "Record Date") which will be the date immediately prior to the Closing Date.

Upon closing of the Spin-Off, holders of shares of Genius as of the Record Date will receive shares of SpinCo on the basis of one (1) SpinCo share for six (6) Genius shares.

SpinCo intends to complete a private placement of common shares and flow-through shares for gross proceeds to SpinCo of a minimum of \$750,500 and a maximum of \$3,000,000 ("SpinCo Private Placement") in order to qualify for the listing of its shares on the Canadian Securities Exchange (the "Exchange"). Please refer to the press release of August 20, 2018 for the terms of the SpinCo Private Placement.

Genius has received the approval of its shareholders to complete the Reverse Take-Over and the Spin-Off, and is currently in the process of completing all regulatory approvals to proceed to closing of the proposed transactions, including that of the Exchange.

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.

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 Exchange nor its Regulation Services Provider accepts responsibility for the adequacy or accuracy of this news release.

Forward-Looking Statements and Disclaimer

Certain statements in this press release may be forward-looking. Such statements include those with respect to the Corporation's and SpinCo's ability to complete the Reverse Take-Over, the Spin-Off, the SpinCo Private Placement, to list the shares of SpinCo on the Exchange or to obtain the necessary regulatory approvals for the proposed transactions. 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.

Descriptions of the risks affecting the proposed transactions appear in the listing statements of the Corporation and SpinCo, as amended, which are available on the Corporation's profile on SEDAR at www.sedar.com. No assurance can be given that any events anticipated by the forward-looking information in this press release will occur, or if any of them do so, what benefits that the Corporation and/or SpinCo will derive therefrom. In particular, no assurance can be given as to the future financial performance of the Corporation and/or SpinCo. Neither of the Corporation or SpinCo undertakes 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.

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