

# Genius Properties Ltd. Provides Update Regarding Proposed Transaction with Cerro De Pasco Resources S.A.

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[Genius Properties Ltd.](#) (CSE:GNI)(CSE:GNI.CN)(CNSX:GNI) ("Genius" or the "Corporation") is pleased to provide an update regarding the progress of its proposed acquisition of Cerro de Pasco Resources S.A. ("Cerro de Pasco") as announced in the Corporation's press releases dated October 6, 2017 and November 9, 2017.

As previously announced, the Corporation will, pursuant to a merger agreement entered into on November 9, 2017 between the Corporation and Cerro de Pasco (the "Merger Agreement"), 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.

## *Update regarding the Proposed Transaction*

Since the execution of the Merger Agreement, the Corporation has been working towards the completion of a Listing Statement regarding the Proposed Transaction, as required pursuant to the policies of the Exchange. The Listing Statement requires the completion of audited financial statements for each of Genius and Cerro de Pasco which audits are underway and are expected to be completed before year end.

The completion of the Listing Statement is a key component for the receipt of conditional approval for the Proposed Transaction from the Exchange. At such time as the Corporation receives a conditional approval for the Proposed Transaction, the Corporation will provide a further update. 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 January 2018.

The Listing Statement will be utilized by the Corporation to seek shareholder approval of holders of a least a majority of the issued and outstanding shares of Genius. Shareholders of Genius will be asked to consider and, if deemed appropriate, approve a resolution allowing Genius to proceed with the Proposed Transaction and related transactions at a special meeting of the shareholders to be held in February 2018.

The Proposed Transaction is subject to a number of conditions precedent, including, among other things, receipt of regulatory and shareholder approvals. The Corporation is hopeful to complete the Proposed Transaction in Q1 of 2018.

*Genius New Website*

Genius will launch its new website in January 2018.

#### *About Cerro De Pasco*

Cerro De Pasco is a corporation incorporated under the laws of Peru. Its main asset is an option to acquire a 100% interest in the El Metalurgista Concession (where the so-called Quiulacocha Tailings and Excelsior Stockpile are located), located in Peru (the "Property"). Upon exercise of such option, Cerro de Pasco will become 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](http://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 number of securities of the Corporation that may be issued in connection with 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](http://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.*

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