

Form 45-106F1
Report of Exempt Distribution

Except in British Columbia, this is the form required under section 6.1 of National Instrument 45-106 for a report of exempt distribution. In British Columbia, the required form is Form 45-106F6.

Issuer/underwriter information

Item 1: State the full name of the issuer of the security distributed and the address and telephone number of its head office. If the issuer of the security distributed is an investment fund, state the name of the fund as the issuer, and provide the full name of the manager of the investment fund and the address and telephone number of the head office of the manager. Include the former name of the issuer if its name has changed since last report. If an underwriter is completing this form, also state the full name of the underwriter and the address and telephone number of the head office of the underwriter.

Genesis Metals Corp. (formerly *Entourage Metals Ltd.*)
1500 - 409 Granville Street
Vancouver, British Columbia
V6C 1T2

Tel: (604) 484-7855
Email: js@entouragemetals.com

Item 2: State whether the issuer is or is not a reporting issuer and, if reporting, each of the jurisdictions in which it is reporting.

Reporting in British Columbia, Alberta, Saskatchewan and Ontario

Item 3: Indicate the industry of the issuer by checking the appropriate box next to one of the industries listed below.

☐ Bio-tech

Financial Services

☐ investment companies and funds

☐ mortgage investment companies

☐ securitized products issuers

☐ Forestry

☐ Hi-tech

☐ Industrial

Mining

☒ exploration/development

☐ production

☐ Oil and gas

☐ Real estate

☐ Utilities

☐ Other (describe)

Item 4: Insiders and promoters of non-reporting issuers

If the issuer is an investment fund managed by an investment fund manager registered in a jurisdiction of Canada, do not complete this table.

If the issuer is not a reporting issuer in any jurisdiction of Canada, complete the following table by providing information about each insider and promoter of the issuer. If the insider or promoter is not an individual, complete the table for directors and officers of the insider or promoter.

Information about insiders and promoters			
Full name, municipality and country of principal residence	All positions held (e.g., director, officer, promoter and/or holder of more than 10% of voting securities)	Number and type of securities of the issuer beneficially owned or, directly or indirectly controlled, on the distribution date, including any securities purchased under the distribution	Total price paid for all securities beneficially owned or, directly or indirectly controlled, on the distribution date, including any securities purchased under the distribution (Canadian \$)
N/A			

Details of distribution**Item 5: Distribution date**

State the distribution date. If the report is being filed for securities distributed on more than one distribution date, state all distribution dates.

March 2, 2016

Item 6: Number and type of securities

For each security distributed:

- (a) describe the type of security;

Common shares

Share purchase warrants

- (b) state the total number of securities distributed. If the security is convertible or exchangeable, describe the type of underlying security, the terms of exercise or conversion and any expiry date; and

- **679,166 common shares of the Issuer issued in connection with an agreement entered into between the Issuer and Brian Groves with regards to Brian Groves' fee payable in the context of a plan of arrangement transaction between the Issuer and Tawsho Mining Inc.**
- **An aggregate of 633,333 non-transferable share purchase warrants (the “Loan Bonus Warrants”) exercisable into common shares of the Issuer, issued as bonuses to certain lenders in connection with loan agreements entered into between the Issuer and such lenders.**

Each of the Loan Bonus Warrants may be exercised for one (1) common share of the Company at the exercise price of \$0.1125 per share and may be exercisable during a term of one (1) year.

(c) state the exemption(s) relied on.

Section 2.3 and Section 2.5 of National Instrument 45-106

Item 7: Geographical information about purchasers

Complete the following table for each Canadian and foreign jurisdiction where purchasers of the securities reside. Do not include in this table information about securities issued as payment of commissions or finder's fees disclosed under item 9 of this report. The information provided in this table must reconcile with the information provided in item 8 and Schedules I and II.

Each jurisdiction where purchasers reside	Number of purchasers	Price per security (Canadian \$)	Total dollar value raised from purchasers in the jurisdiction (Canadian \$)
British Columbia	6	\$0	0 ¹
Total number of Purchasers			
Total dollar value of distribution in all jurisdictions (Canadian \$)	6		0 ¹

Note 1: The securities were issued as consideration under the agreements described in Item 6: above.

Item 8: Information about purchasers

Instructions

A. If the issuer is an investment fund managed by an investment fund manager registered in a jurisdiction of Canada, do not complete this table.

B. Information about the purchasers of securities under the distribution is required to be disclosed in different tables in this report. Complete

- the following table for each purchaser that is not an individual, and
- the tables in Schedules I and II of this report for each purchaser who is an individual.

Do not include in the tables information about securities issued as payment of commissions or finder's fees disclosed under item 9 of this report.

C. An issuer or underwriter completing this table in connection with a distribution using the exemption in subparagraph 6.1(1)(j) [*TSX Venture Exchange offering*] of National Instrument 45-106 *Prospectus Exemptions* may choose to replace the information in the first column with the total number of purchasers, whether individuals or not, by jurisdiction. If the issuer or underwriter chooses to do so, then the issuer or underwriter is not required to complete the second column or the tables in Schedules I and II.

Information about non-individual purchasers					
Full name and address of purchaser and name and telephone number of a contact person	Indicate if the purchaser is an insider (I) of the issuer or a registrant (R)	Number and type of securities purchased ¹	Total purchase price (Canadian \$)	Exemption relied on	Date of distribution (yyyy-mm-dd)
1041883 B.C. Ltd. 1110 – 1111 West Georgia Street Vancouver, BC V6E 4M3 Contact: Jeff Dare Tel: 778 327 5799	N/A	50,000 share purchase warrants	\$50 (deemed price)	NI 45-106 Section 2.3	2016-03-02
Inclination Earth Sciences Inc. 1055 East 38 th Avenue Vancouver BC V5W 1J4 Contact: Michael Moore Tel:	N/A	333,333 share purchase warrants	\$333 (deemed price)	NI 45-106 Section 2.3	2016-03-02
S2K Capital Corp. 124-49 th Street Tsawwassen, BC V4M 2P2 Contact: Shawn Khunkhun Tel:	N/A	110,110 share purchase warrants	\$110 (deemed price)	NI 45-106 Section 2.3	2016-03-02

Note 1: The share purchase warrants have the same terms as the share purchase warrants described in Item: 6 above.

Commissions and finder's fees

Item 9: Commissions and finder's fees

Instructions

A. Complete the following table by providing information for each person who has received or will receive compensation in connection with the distribution(s). Compensation includes commissions, discounts or other fees or payments of a similar nature. Do not include information about payments for services incidental to the distribution, such as clerical, printing, legal or accounting services.

B. If the securities being issued as compensation are or include convertible securities, such as warrants or options, add a footnote describing the terms of the convertible securities, including the term and exercise price. Do not include the exercise price of any convertible security in the total dollar value of the compensation unless the securities have been converted.

Full name and address of the person being compensated	Indicate if the person being compensated is an insider (I) of the issuer or a registrant (R)	Compensation paid or to be paid (cash and/or securities)				
		Cash (Canadian \$)	Securities			Total dollar value of compensation (Canadian \$)
			Number and type of securities issued ¹	Price per security (Canadian \$)	Exemption relied on and date of distribution (yyyy-mm-dd)	
N/A						

Certificate

On behalf of the Issuer, I certify that the statements made in this report are true.

Date: March 10, 2016

Genesis Metals Corp.

Name of Issuer (please print)

Jeff Sundar, Executive Vice President and Director, (604) 484-7855

Print name, title and telephone number of person signing

"Jeff Sundar"

Signature

Instruction

The person certifying this report must complete the information in the square brackets by deleting the inapplicable word. For electronic filings, substitute a typewritten signature for a manual signature.

Item 10: Contact information

State the name, title and telephone number of the person who may be contacted with respect to any questions regarding the contents of this report, if different than the person signing the certificate.

IT IS AN OFFENCE TO MAKE A MISREPRESENTATION IN THIS REPORT.

Notice - Collection and use of personal information

The British Columbia Securities Commission collects and uses the personal information required to be included in this report for the administration and enforcement of the *Securities Act*. If you have any questions about the collection and use of this information, contact the British Columbia Securities Commission at the following address:

British Columbia Securities Commission

P.O. Box 10142, Pacific Centre

701 West Georgia Street

Vancouver, British Columbia V7Y 1L2

Telephone: (604) 899-6500

Toll free across Canada: 1-800-373-6393

Facsimile: (604) 899-6581