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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 6-K**

**REPORT OF FOREIGN PRIVATE ISSUER PURSUANT TO  
RULE 13A-16 OR 15D-16 UNDER THE SECURITIES  
EXCHANGE ACT OF 1934**

For the month of October 2022

Commission File Number: 001-41353

**Genius Group Limited**

(Translation of registrant's name into English)

**8 Amoy Street, #01-01**

**Singapore 049950**

(Address of principal executive offices)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.

Form 20-F  Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1): .

**Note:** Regulation S-T Rule 101(b)(1) only permits the submission in paper of a Form 6-K if submitted solely to provide an attached annual report to security holders.

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7): .

**Note:** Regulation S-T Rule 101(b)(7) only permits the submission in paper of a Form 6-K if submitted to furnish a report or other document that the registrant foreign private issuer must furnish and make public under the laws of the jurisdiction in which the registrant is incorporated, domiciled or legally organized (the registrant's "home country"), or under the rules of the home country exchange on which the registrant's securities are traded, as long as the report or other document is not a press release, is not required to be and has not been distributed to the registrant's security holders, and, if discussing a material event, has already been the subject of a Form 6-K submission or other Commission filing on EDGAR.

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**INFORMATION CONTAINED IN THIS FORM 6-K REPORT**

Attached as Exhibit 99.1 to this report are the unaudited condensed consolidated financial statements and management's discussion and analysis of financial condition and results of operations of Genius Group Limited (the "Company"), as of June 30, 2022 and for the six-month periods ended June 30, 2022 and 2021, respectively.

Attached as Exhibit 99.2 to this report is a copy of the Company's press release, issued on October 19, 2022, announcing the Company's financial results for the first half of 2022.

**CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS**

This Form 6-K contains certain forward-looking statements within the meaning of the U.S. federal securities laws, including (without limitation) statements regarding our or our management's expectations, hopes, beliefs, intentions or strategies regarding the future and other statements that are other than statements of historical fact. In addition, any statements that refer to projections, forecasts or other characterizations of future events or circumstances, including any underlying assumptions, are forward-looking statements. Forward-looking statements are generally identified by the words "believe," "project," "expect," "anticipate," "estimate," "intend," "strategy," "future," "opportunity," "plan," "may," "should," "will," "would," "will be," "will continue," "will likely result" and similar expressions, but the absence of these words does not mean that a statement is not forward-looking. Forward-looking statements are predictions, projections and other statements about future events that are based on current expectations and assumptions and, as a result, are subject to risks and uncertainties.

Many factors could cause actual future events to differ materially from the forward-looking statements in this press release, including but not limited to: the Company's goals and strategies; the Company's future business development; changes in demand for online learning; changes in technology; fluctuations in economic conditions; the growth of the online learning industry the United States and the other markets the Company serves or plans to serve; reputation and brand; the impact of competition and pricing; government regulations; and assumptions underlying or related to any of the foregoing and other risks contained in reports filed by the Company with the Securities and Exchange Commission (the "SEC"). For these reasons, among others, investors are cautioned not to place undue reliance upon any forward-looking statements in this press release. Additional factors are discussed in the Company's filings with the SEC, which are available for review at [www.sec.gov](http://www.sec.gov). The Company undertakes no obligation to publicly update these forward-looking statements to reflect events or circumstances that arise after the date hereof.

**EXHIBIT INDEX**

**Exhibit**

| <b><u>Item</u></b>          | <b><u>Description</u></b>  |
|-----------------------------|--|
| <a href="#"><u>99.1</u></a> | <a href="#"><u>Unaudited condensed consolidated financial statements and management's discussion and analysis of financial condition and results of operations of the Company as of June 30, 2022 and for the six-month periods ended June 30, 2022 and 2021</u></a> |
| <a href="#"><u>99.2</u></a> | <a href="#"><u>Press Release dated October 19, 2022</u></a>  |

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

**GENIUS GROUP LIMITED**

Date: October 19, 2022

By: /s/ Roger James Hamilton  
Name: Roger James Hamilton  
Title: Chief Executive Officer and Chairman  
(Principal Executive Officer)

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**Genius Group Ltd. announces 17.18% revenue growth at First Half of 2022 and expansion of gross margin on a pro forma basis to 48.5%**

- First half revenue of \$7.44 million, 17.18% growth over first half of 2021 and revenue of \$16.57 million on a pro forma basis in first half of 2022.
- First half gross margin of \$2.23 million or 29.97% in first half of 2022 compared to \$1.6 million or 25.85% in first half of 2021. First half gross margin on a pro forma basis of \$8.04 million or 48.49% in first half of 2022.
- First half EBITDA net loss of (\$1.96) million, or (\$0.11) per diluted share compared to EBITDA net loss of (\$0.62) million or (\$0.05) per diluted share in first half of 2021. First half EBITDA net loss on a pro forma basis of (\$0.95) million or (\$0.05) per diluted share.
- First half net loss of (\$3.50) million, or (\$0.20) per diluted share. First half net loss on a pro forma basis of (\$2.61) million.
- \$7.58 million cash and equivalents as of June 30, 2022, compared to \$1.78 million as of December 31, 2021.
- Maintaining 2022 full-year pro forma adjusted EBITDA with lower revenue outlook at a range of \$35 million to \$38 million
- On April 14, 2022, we consummated our initial public offering on the NYSE American (ticker: GNS), with the issuance of 3,763,636 ordinary shares at an initial offering price of \$6.00 per share and net proceeds of \$18.06 million.
- On July 7, 2022, Genius Group Ltd. completed the acquisition of the University of Antelope Valley, a fully accredited four-year university in Lancaster, California.
- On August 24, 2022, Genius Group Ltd. sold a senior secured convertible note to an investor with principle of \$18.13 million for a purchase price of \$17.00 million.
- On October 4, 2022, Genius Group Ltd. completed the acquisition of Revealed Films, an operator of a film production company focused on creating consumer awareness around matters that significantly concern the health of individuals and families, based in Park City, Utah.

**Singapore--(BUSINESS WIRE)-- Genius Group Ltd. (NYSE American: GNS), a world-leading entrepreneur Edtech and education group, today announced financial results for the first half of 2022.**

**Summary - First Half 2022 Financial Results Compared to First Half 2021:**

- First half 2022 Revenue of \$7.44 million, compared to \$6.35 million in first half of 2021
- First Half 2022 Gross margin of 29.97%, compared to 25.86% in first half of 2021.
- First half 2022 Operating loss of (\$2.97) million, compared to an operating loss of (\$1.49) million in first half of 2021.
- First half 2022 Net loss after tax of (\$3.50) million, or (\$0.20) per diluted share, compared to net loss of (\$1.63) million, or (\$0.10) per diluted share in first half of 2021.
- Cash and equivalent as of June 30, 2022, of \$7.58 million compared to \$1.78 million as of December 31, 2021.

**Key Business Metrics**

We monitor the key business metrics and non-IFRS financial measures set forth below to help us evaluate our business and growth trends, set growth targets and budgets, and measure the effectiveness of our sales and marketing efforts. These key business metrics and non-IFRS financial measures are presented for supplemental informational purposes only, are not a substitute for IFRS financial measures, and may differ from similarly titled metrics or measures presented by other companies. See “Management’s Discussion and Analysis of Financial Condition and Results of Operations — Key Business Metrics and Non-IFRS Financial Measures” for detailed descriptions of the measures and metrics shown below.

**Management’s Discussion and Analysis of Financial Condition and Results of Operations****Overview**

We believe that we are a world leading entrepreneur Edtech and education group based on student numbers, with a student base of 2.84 million students at the end of June 30, 2022, and an average of 6,500 new students joining our GeniusU platform each week in 2022. Our mission is to disrupt the current education model with a personalized, student-centered, AI based lifelong learning curriculum that prepares students with the leadership, entrepreneurial and life skills to succeed in today’s market.

To help achieve our mission, we have recently completed an IPO on NYSE American, on April 14, 2022. Of the 2.84 million students on GeniusU at June 30, 2022, 2.8 million were free students, 39,124 had upgraded to paying students and 10,622 had upgraded to become faculty or partners. Total students grew by 13% annually with 173,016 new students joining in the first half of the 2022, paying students grew by 9% annually and our faculty and partners grew by 8% annually as we released a range of new tools on GeniusU for teachers, trainers and mentors to create their own events, courses and products. These annual growth rates are in line with our historic annual growth rates for GeniusU, with our conversion rates from free to paying students remaining at above 1% and our attrition level of members and partners remaining below 5%.

Our financial growth model is based on a combination of four main factors:

1. Inorganic growth by acquisition of education companies that add valuable courses, content, accreditation, campuses, faculty and students to our Group.
2. Growth of our Edtech platform GeniusU as a result of converting the content, accreditation, faculty and students of our acquisition companies into online courses that can be delivered globally.
3. Additional internal growth of GeniusU, with its digital curriculum and global student base, via wholly owned curriculum, hosting partners, and their content.
4. Accelerated growth of each of our companies within the Group, as a result of expanding the Edtech business model within each company and gaining the benefit of the AI, digital marketing, customer intelligence and global community that GeniusU provides.

To provide an accurate discussion and analysis of financial condition and results of operation, the financial reports provided and discussed below are grouped in the following two sections:

- **Financials for the Group including acquired companies results for acquisitions closed before June 30th 2022** : Audited financials provided for the financial years ended December 31, 2021 and 2020, including Genius Group Ltd, GeniusU Ltd (launched October 2019), Entrepreneurs Institute (acquired August 2019), and Entrepreneur Resorts (acquired July 2020) as if they were operating as one group in both years and unaudited financials provided for the six-month period ended June 30, 2022 which further includes Property Investors Network (acquired April 2022), Education Angels (acquired April 2022) and E-Squared Education (acquired May 2022), with consolidated results since acquisition date in 2022.

- **Pro forma financials for Genius Group (The full Group including the Group and all Acquisitions YTD):** Unaudited pro forma financials provided for the six-month period ended June 30, 2022 for the full Group, including all the acquired companies YTD as if they were operating as one during these periods and include additional two acquisitions: University of Antelope Valley (acquired July 2022) and Revealed Film (acquired October 2022).

## Results of Operations

### Period Ended June 30, 2022, Compared to Period Ended June 30, 2021

The below discussion and analysis are for the June 30, 2022 reviewed financials compared to June 30, 2021. For simplicity, any reference to the first half of 2022 is with reference to the 6 months financials as of and for the period ended June 30, 2022, and any reference to the first half of 2021 is with reference to the 6 months financials as of and for the period ended June 30, 2021.

Discussion and analysis are also included for the first half of 2022 pro forma financials for Genius Group, including the reviewed financials for the Group, and the financials all of the YTD Acquisitions (including the financials of University of Antelope Valley, Property Investors Network, Education Angels, E-Squared and Revealed Films).

For clarity, each section below has separate paragraphs with discussion and analysis first for the Group reviewed financials, followed by discussion and analysis for the Genius Group pro forma financials (including the Acquisitions).

**Revenue:** Our Group revenues increased from \$6.35 million in first half of 2021 to \$7.44 million in the first half of 2022. This was driven by an increase of 9.40% in our Digital Education Revenue from \$5.08 million to \$5.55 million. The campus revenue improved by 48% from \$1.27 million in first half of 2021 to \$1.89 million in first half of 2022. This was due to increase in demand and the gradual lifting of COVID-19 restrictions.

\$16.57 million in revenue on a pro forma basis was the combination of \$7.44 million in revenue from the Group, and \$9.13 million in revenue from the Acquisitions. Our two main revenue segments are Education Revenue and Campus Revenue. Education Revenue consists of Digital Education Revenue, where the courses are delivered virtually on GeniusU, and In-Person Education Revenue, where the courses are delivered to our students with the aid of our faculty in-person. Campus Revenue consists of revenue we generate from our locations through accommodation, food and beverage charges. The following table shows the breakdown of this revenue into segments for both Genius Group, on a pro forma basis and reviewed/audited basis:

|                             | Genius Group<br>Pro forma<br>Six Months<br>Ended<br>(USD 000's) | Group<br>Reviewed<br>Financials<br>Six Months<br>Ended<br>(USD 000's) |                  | Group<br>Audited Financials<br>Year Ended<br>(USD 000's) |                      |
|-----------------------------|---|---|------------------|--|----------------------|
|                             |   | June 30,<br>2022  | June 30,<br>2022 | June 30,<br>2021   | December 31,<br>2021 |
| Digital Education Revenue   | 10,136  | 5,382   | 5,075            | 9,677  | 5,298                |
| In-Person Education Revenue | 4,546   | 170   | 0                | 0  | 320                  |
| Total Education Revenue     | 14,682  | 5,552   | 5,075            | 9,677  | 5,618                |
| Campus Revenue              | 1,891   | 1,891   | 1,277            | 3,101  | 2,016                |
| Total Revenue               | 16,573  | 7,443   | 6,352            | 12,778   | 7,634                |

**Cost of Revenue:** The Group's cost of revenue was \$5.21 million in first half of 2022 with \$2.23 million in gross profit, giving us a 29.97% gross margin, compared to \$4.71 million in first half of 2021 with \$1.64 million in gross profit. Our cost of revenue declined in percentage terms in 2022 as a result of improved results from our campus business which has a higher gross margin. The marketing spend and the investment on the development asset in first half of 2022 is consistent in comparison to the first half of 2021. To date we have been maintaining a balance between growth and a positive gross margin in which we are not being overly aggressive in our marketing spend and this is reflected in our current gross margin.

Genius Group's pro forma cost of revenue in first half of 2022 was \$8.54 million, delivering a gross profit of \$8.04 million and a 48.49% gross margin. By owning the majority of our own curriculum and courses across all companies and acquisitions, we are focused on maintaining a low cost of content and a high gross margin. The cost of revenue that we do incur is mainly our customer acquisition costs and our faculty costs.

**Operating Expenses:** The Group had a net operating expense of \$5.20 million in the first half of 2022 compared to \$3.14 million in first half of 2021. Approximately 60% of our operating expense is our staff costs, with the remaining in development costs, marketing, rental and general expenses. The increase in our operating expenses is the result of the growth in our operations, acquisition of companies, the expansion of our curriculum and preparations for our IPO and listing. As with our cost of goods sold, historically we have been managing our overhead to maintain a sustainable growth rate, in order that additional funds raised may be invested largely in acquisitions.

Genius Group's pro forma operating expenses were \$10.86 million for the period first half of 2022. Most of our acquisitions have a similar cost model to our Group and a similar set of operating expenses as education companies, which are largely staff costs, with the remaining in marketing rental and general expenses.

**Non-IFRS Financial Measure — Adjusted EBITDA:** We have included Adjusted EBITDA because it is a key measure used by our management and board of directors to understand and evaluate our core operating performance and trends, to prepare and approve our annual budget and to develop short- and long-term operational plans. In particular, the exclusion of certain expenses in calculating Adjusted EBITDA can provide a useful measure for period-to-period comparisons of our core business.

We calculate Adjusted EBITDA as net profit / loss for the period plus income taxes and social contribution plus / minus finance revenue / expense result plus depreciation and amortization plus share-based compensation expenses plus bad debt provision.

|                               | Genius Group | Group       |             | Group              |                    |
|-------------------------------|--------------|-------------|-------------|--------------------|--------------------|
|                               | Pro forma    | Reviewed    | Reviewed    | Audited Financials | Audited Financials |
|                               | Six Months   | Six Months  | Six Months  | Year Ended         | Year Ended         |
|                               | Ended        | Ended       | Ended       | (USD 000's)        | (USD 000's)        |
|                               | (USD 000's)  | (USD 000's) | (USD 000's) |                    |                    |
|                               | June 30,     | June 30,    | June 30,    | December 31,       | December 31,       |
|                               | 2022         | 2022        | 2021        | 2021               | 2020               |
| <b>Net Income (Loss)</b>      | (2,605)      | (3,497)     | (1,630)     | (4,489)            | (3,192)            |
| Tax Expense                   | -24          | (24)        | -47         | (129)              | 69                 |
| Interest Expense, net         | 108          | 99          | 183         | 450                | 854                |
| Depreciation and Amortization | 938          | 836         | 793         | 1,575              | 1,571              |
| Goodwill Impairments          | 480          | 480         | 0           | 0                  | 0                  |
| Stock Based Compensation      | 150          | 150         | 121         | 294                | 399                |
| Bad Debt Provision            | 0            | 0           | (39)        | (39)               | 162                |
| <b>Adjusted EBITDA</b>        | (953)        | (1,956)     | (619)       | (2,338)            | (137)              |

The Group had a negative Adjusted EBITDA of (\$1.96) million in first half of 2022 compared to a negative of (\$0.62) million in first half of 2021. The negative Adjusted EBITDA of (\$1.96) million in first half of 2022 is partly due to further Group investments in marketing spend and senior leadership positions.

While we have registered a small negative EBITDA in our historic financials, our management view is to maintain a balance between growth and sustainability while developing scalable infrastructure.

**Cash and Cash Equivalents:** The Group held \$7.58 million in cash and cash equivalents as of June 30, 2022, and \$1.78 million as of December 31, 2021.

Genius Group's pro forma cash and cash equivalents was \$6.64 million as of June 30, 2022.

**Current Assets:** The Group's current assets increased from \$6.50 million in 2021 to \$18.93 million as of June 30, 2022 with a current ratio of 1.94 in first half of 2022 compared to 0.91 in first half of 2021. The largest current asset items in our Group are cash and cash equivalents of \$7.58 million, other accounts receivable of \$6.3 million, prepaid expenses of \$2.87 million and due from related parties of \$2.03 million. Our Group is largely a positive cash generating business with customer payments made at the time of enrollment and often in advance, which is also reflected below in our deferred revenue. The exception to this is our annual memberships and education programs, where payment is made in installments.

Genius Group's pro forma total current assets was \$21.75 million as of June 30, 2022, giving a current ratio of 1.81. Current ratio is calculated as total current assets divided by total current liabilities. Cash and cash equivalents make up \$6.64 million of total current assets.

**Non-Current Assets:** The Group's non-current assets grew from \$11.10 million in 2021 to \$41.63 million as of June 30, 2022. This is mainly due to the acquisition of Property Investors Network, Education Angels and E-Squared and the investment in University of Antelope Valley.

Genius Group's pro forma total non-current assets was \$56.78 million as of June 30, 2022. These non-current assets are largely the result of the intangible assets, right of use assets and goodwill related to the University of Antelope Valley and Revealed Films acquisitions. Management has made estimates regarding the purchase price allocations for these acquisitions.

**Current Liabilities:** The Group's current liabilities increased from \$7.14 million in 2021 to \$9.77 million as of June 30, 2022. The largest items in our current liabilities were accrued expenses and other current liabilities which grew from \$2.06 million to \$3.62 million. The other significant components are deferred revenue of \$2.50 million as of June 30, 2022 compared to \$2.56 million in 2021, followed by accounts payable which grew from \$1.08 million in 2021 to \$1.61 million as of June 30, 2022. The current portion of loans payable decreased from \$0.65 million to \$0.03 million reflecting convertible debt maturity in 2023.

Genius Group's pro forma total current liabilities was \$12.03 million as of June 30, 2022.

**Non-Current Liabilities:** The Group's non-current liabilities increased from \$2.47 million in 2021 to \$3.19 million as of June 30, 2022. The increase was due to loan payable balance of \$1.28 million as of June 30, 2022 compared to \$0.09 in 2021 which is due to payables in two of the acquired companies. Genius Group's pro forma total non-current liabilities was \$11.90 million as of June 30, 2022. The largest items in this amount were \$8.03 million in right of use liabilities of which \$7.2 million is an adjustment due to the GAAP to IFRS adjustment for University of Antelope Valley on its operating lease liabilities, and \$2.80 million in loan payable from an acquired company.

**Shareholders' Equity:** The Group's shareholder's equity grew from \$7.99 million in first half of 2021 to \$47.59 million as of June 30, 2022. This growth in shareholder's equity reflects management's strategy of growing sustainably through acquisitions and organic growth.

During the period ended June 30, 2022, the Company issued GeniusU Limited ordinary shares with a value of \$2,556,739 in exchange for cash. Genius Group issued 3,763,636 as a part of its public listing on the NYSE and received total IPO net proceeds of \$18.06 million. During the period ended June 30, 2022, the Company closed three acquisitions and issued shares for the consideration of \$21.05 million. The Company also recorded \$0.15 million in expense for stock-based compensation expense for employee share options and deferred compensation.

Genius Group's pro forma total shareholder's equity in first half of 2022 was \$54.6 million. This includes the issuance of shares for the acquisition of Revealed Films for \$7.00 million.

#### Liquidity and Capital Resources

In April 2022 the Company completed its Initial Public Offering and listing on the New York Stock Exchange. Total IPO net proceeds were \$18.06 million.

Our principal sources of liquidity are our cash and cash equivalents, short term investments, and cash generated from operations. Cash and cash equivalents and short-term investments consist mostly of cash on deposit with banks. As of June 30, 2022, we had cash and cash equivalents of \$7.58 million maintained at various financial institutions and \$6.64 million on a pro forma basis.

## Subsequent events

On July 7, 2022, Genius Group Ltd. completed the acquisition of the University of Antelope Valley, a fully accredited four-year university in Lancaster, California. On October 4, 2022, Genius Group Ltd. completed the acquisition of Revealed Films, an operator of a film production company focused on creating consumer awareness around matters that significantly concern the health of individuals and families, based in Park City, Utah.

On August 24, 2022, we entered into a Securities Purchase Agreement with an institutional investor pursuant to which we sold a senior secured convertible note in the principal amount of \$18.13 million to the investor for a purchase price of \$17.00 million (an original issue discount of 6%) in a private placement. The transaction closed on August 26, 2022.

## 2022 Guidance

Pro forma annual revenue of \$35.0M - \$38.0M

Pro forma adjusted EBITDA of \$0.5M - \$1.5M

Weighted average share count of 22,458,386

Number of students (and users) 4.2M - 4.4M

## GENIUS GROUP LIMITED AND SUBSIDIARIES CONSOLIDATED INTERIM STATEMENTS OF FINANCIAL POSITION (In US Dollars)

|   | As of June 30,<br>2022<br>(Unaudited) | As of December 31,<br>2021<br>(Audited) |
|---|---------------------------------------|---|
| <b>Assets</b>   |                                       |   |
| <b>Current Assets</b>   |                                       |   |
| Cash and cash equivalents                                       | \$ 7,576,587                          | \$ 1,784,938                            |
| Accounts receivable, net  | 2,137,771                             | 1,018,003                               |
| Other receivables   | 4,226,476                             | 66,000                                  |
| Due from related parties  | 2,025,440                             | 44,245                                  |
| Inventories   | 96,181                                | 92,530                                  |
| Prepaid expenses and other current assets                       | 2,866,462                             | 3,490,446                               |
| <b>Total Current Assets</b>                                     | <b>18,928,917</b>                     | <b>6,496,162</b>                        |
| Property and equipment, net                                     | 6,753,497                             | 6,776,116                               |
| Operating lease right-of-use asset                              | 808,376                               | 1,077,241                               |
| Investments at fair value                                       | 109,583                               | 29,069                                  |
| Goodwill  | 17,156,708                            | 1,320,100                               |
| Intangible assets, net  | 3,509,138                             | 1,394,969                               |
| Other non-current assets  | 13,296,318                            | 501,750                                 |
| <b>Total Assets</b>   | <b>60,562,537</b>                     | <b>17,595,407</b>                       |
| <b>Liabilities and Stockholders' Equity</b>                     |                                       |   |
| <b>Current Liabilities</b>                                      |                                       |   |
| Accounts payable  | 1,608,171                             | 1,078,381                               |
| Accrued expenses and other current liabilities                  | 3,620,576                             | 2,064,302                               |
| Deferred revenue  | 2,494,753                             | 2,561,912                               |
| Operating lease liabilities – current portion                   | 210,809                               | 436,271                                 |
| Income tax payable  | 377,190                               | -                                       |
| Loans payable – current portion                                 | 28,923                                | 65,415                                  |
| Loans payable – related parties – current portion               | 532,265                               | 425,551                                 |
| Convertible debt obligations, current portion                   | 900,974                               | 507,765                                 |
| <b>Total Current Liabilities</b>                                | <b>9,773,661</b>                      | <b>7,139,597</b>                        |
| Due to related parties  | -                                     | -                                       |
| Operating lease liabilities – non-current portion               | 842,056                               | 894,589                                 |
| Loans payable – non-current portion                             | 1,281,786                             | 85,858                                  |
| Convertible debt obligations, non-current portion               | -                                     | 766,245                                 |
| Deferred tax liability  | 1,070,157                             | 723,122                                 |
| <b>Total Liabilities</b>  | <b>12,967,660</b>                     | <b>9,609,411</b>                        |
| <b>Commitments and Contingencies Stockholders' Equity:</b>      |                                       |   |
| Contributed capital   | 94,026,740                            | 50,924,276                              |
| Subscriptions receivable  | (1,954,415)                           | (1,900,857)                             |
| Reserves  | (34,809,105)                          | (31,888,638)                            |
| Accumulated deficit   | (16,523,809)                          | (13,493,684)                            |
| Capital and reserves attributable to owners of Genius Group Ltd | 40,739,411                            | 3,641,097                               |
| Non controlling interest  | 6,855,466                             | 4,344,899                               |
| <b>Total Stockholders' Equity</b>                               | <b>47,594,877</b>                     | <b>7,985,996</b>                        |
| <b>Total Liabilities and Stockholders' Equity</b>               | <b>60,562,537</b>                     | <b>17,595,407</b>                       |

**CONSOLIDATED INTERIM STATEMENTS OF OPERATIONS AND COMPREHENSIVE LOSS**  
(In US Dollars)

|  | June 30,<br>2022<br>(Unaudited) | June 30,<br>2021<br>(Unaudited) |
|--|---------------------------------|---------------------------------|
| <b>Revenue</b>   | \$ 7,443,230                    | \$ 6,351,751                    |
| Cost of revenue  | (5,212,637)                     | (4,708,872)                     |
| Gross profit   | 2,230,593                       | 1,642,859                       |
| <b>Operating (Expenses) Income</b>                                     |                                 |                                 |
| General and administrative   | (5,249,054)                     | (3,055,332)                     |
| Depreciation and amortization  | (178,807)                       | (81,993)                        |
| Other operating income   | 166,001                         | 67,230                          |
| Loss from foreign currency transactions                                | 58,759                          | (66,187)                        |
| <b>Total operating expenses</b>  | (5,203,101)                     | (3,136,282)                     |
| <b>Loss from Operations</b>  | (2,972,508)                     | (1,493,423)                     |
| <b>(Expense) Income</b>  |                                 |                                 |
| Interest expense, net  | (99,298)                        | (182,783)                       |
| Impairment loss  | (480,372)                       | —                               |
| Other income   | 30,713                          | —                               |
| Total Other Expense  | (548,957)                       | (182,783)                       |
| <b>Loss Before Income Tax</b>  | (3,521,465)                     | (1,676,206)                     |
| <b>Income Tax Benefit (Expense)</b>                                    | 24,238                          | 47,039                          |
| <b>Net Loss</b>  | (3,497,227)                     | (1,629,167)                     |
| Other comprehensive income:  |                                 |                                 |
| Foreign currency translation   | (69,375)                        | 70,711                          |
| <b>Total Comprehensive Loss</b>  | (3,566,602)                     | (1,558,456)                     |
| Total Comprehensive Loss is attributable to:                           |                                 |                                 |
| Owners of Genius Group Ltd   | (3,420,929)                     | (1,530,682)                     |
| Non controlling interest   | (145,673)                       | (27,774)                        |
| <b>Total Comprehensive Loss</b>  | (3,566,602)                     | (1,558,456)                     |
| Weighted-average number of shares outstanding, basic and diluted       | 17,794,634                      | 16,155,812                      |
| Basic and diluted earnings (loss) per share from continuing operations | (0.20)                          | (0.10)                          |

**GENIUS GROUP LIMITED AND SUBSIDIARIES**  
**CONSOLIDATED INTERIM STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY**  
**AS OF JUNE 30, 2022, AND DECEMBER 31, 2021**  
(In US dollars)

|   | Contributed<br>Capital | Non-controlling<br>Interest | Subscriptions<br>Receivable | Foreign<br>Currency | Reserves        | Accumulated<br>Deficit | Total<br>Equity |
|---|------------------------|-----------------------------|-----------------------------|---------------------|-----------------|------------------------|-----------------|
| <b>Balance, December 31, 2020, (audited)</b>      | \$ 50,630,439          | \$ 257,154                  | \$ (1,900,857)              | \$ 1,788,051        | \$ (33,900,850) | \$ (9,167,848)         | \$ 7,706,089    |
| Net loss  | —                      | —                           | —                           | —                   | —               | (4,489,198)            | (4,489,198)     |
| Adjustment against capital and retained earnings  | —                      | —                           | —                           | —                   | (16,517)        | —                      | (16,517)        |
| Foreign currency translation adjustments          | —                      | —                           | —                           | 230,081             | —               | —                      | 230,081         |
| Shares issued for cash                            | 3,127,442              | —                           | —                           | —                   | —               | —                      | 3,127,442       |
| Shares issued in satisfaction of liability        | —                      | —                           | —                           | —                   | —               | —                      | —               |
| Shares issued for conversion of convertible notes | 181,175                | —                           | —                           | —                   | —               | —                      | 181,175         |
| Funds received for shares to be issued            | —                      | 953,087                     | —                           | —                   | —               | —                      | 953,087         |
| Share based compensation                          | 293,837                | —                           | —                           | —                   | —               | —                      | 293,837         |
| Non-controlling interest                          | (3,308,617)            | 3,134,658                   | —                           | 10,597              | —               | 163,362                | —               |
| <b>Balance, December 31, 2021</b>                 | 50,924,276             | 4,344,899                   | (1,900,857)                 | 2,028,729           | (33,917,367)    | (13,493,684)           | 7,985,996       |
| Net loss  | —                      | —                           | —                           | —                   | —               | (3,497,227)            | (3,497,227)     |
| Foreign currency translation adjustments          | —                      | —                           | —                           | 69,375              | —               | —                      | 69,375          |
| Proceeds from IPO (net)                           | 15,402,858             | —                           | —                           | —                   | —               | —                      | 15,402,858      |
| Shares options Genius Group IPO April 2022        | 273,476                | —                           | —                           | —                   | —               | —                      | 273,476         |
| Shares issued for cash                            | —                      | 2,556,739                   | —                           | —                   | —               | —                      | 2,556,739       |
| Shares issued for conversion of convertible notes | 229,237                | —                           | —                           | —                   | —               | —                      | 229,237         |
| Shares issued for IPO acquisition                 | 27,046,599             | —                           | —                           | —                   | —               | —                      | 27,046,599      |
| Adjustment against capital and retained earnings  | (23)                   | 89,076                      | (53,558)                    | (10,556)            | (2,979,276)     | 331,854                | (2,622,493)     |
| 2021 Genius Group Employee Shares options         | 45,390                 | —                           | —                           | —                   | —               | —                      | 45,390          |
| Share based compensation                          | 106,685                | —                           | —                           | —                   | —               | —                      | 106,685         |
| 2022 Management Options                           | (1,758)                | —                           | —                           | —                   | —               | —                      | (1,758)         |
| Non-controlling Interest                          | —                      | (135,248)                   | —                           | —                   | —               | 135,248                | —               |
| <b>Balance, June 30, 2022</b>                     | 94,026,740             | 6,855,466                   | (1,954,415)                 | 2,087,538           | (36,896,643)    | (16,523,809)           | 47,594,877      |

**GENIUS GROUP LIMITED AND SUBSIDIARIES**  
**INTERIM CONSOLIDATED STATEMENTS OF CASH FLOWS**  
(In US Dollars)

|   | For the Period Ended            |                                   |
|---|---------------------------------|-----------------------------------|
|   | June 30,<br>2022<br>(Unaudited) | December 31,<br>2021<br>(Audited) |
| <b>Cash Flows From Operating Activities</b> |                                 |                                   |

|   |    |             |    |             |
|---|----|-------------|----|-------------|
| Net loss  | \$ | (3,497,227) | \$ | (4,489,198) |
| Adjustments to reconcile net loss to net cash used in operating activities: |    |             |    |             |
| Stock-based compensation  |    | 150,317     |    | 293,837     |
| Depreciation and amortization   |    | 835,757     |    | 1,574,913   |
| Deferred tax liability  |    | —           |    | 105,650     |
| Amortization of debt discount   |    | —           |    | 140,837     |
| Provision for doubtful debts  |    | —           |    | (39,108)    |
| Amortization of tax liability   |    | (29,679)    |    | —           |
| Impairment loss   |    | 480,372     |    | —           |
| Loss on foreign exchange transactions                                       |    | (58,759)    |    | 153,692     |
| Interest expense on lease liabilities                                       |    | 58,026      |    | 131,291     |
| Changes in operating assets and liabilities:                                |    |             |    |             |
| Accounts receivable   |    | (480,438)   |    | (30,554)    |
| Other receivable  |    | —           |    | (66,000)    |
| Prepaid expenses and other current assets                                   |    | (1,840,348) |    | (1,927,176) |
| Inventory   |    | (3,651)     |    | 20,013      |
| Accounts payable  |    | 430,633     |    | 256,562     |
| Accrued expenses and other current liabilities                              |    | (609,406)   |    | 254,080     |
| Deferred revenue  |    | 82,841      |    | 1,015,200   |
| Deferred tax liability  |    | —           |    | (257,953)   |
| Other non-current liabilities   |    | —           |    | (217,291)   |
| Total adjustments   |    | (984,335)   |    | 1,407,993   |
| Net Cash Used In Operating Activities                                       |    | (4,481,562) |    | (3,081,205) |
| <b>Cash Flows From Investing Activities</b>                                 |    |             |    |             |
| Purchase of intangible assets   |    | (313,876)   |    | (804,314)   |
| Purchase of equipment   |    | (79,455)    |    | (77,797)    |
| Acquisition of PIN, EA and ESQ  |    | (2,116,456) |    | —           |
| Deposit on investment in UAV  |    | (6,604,194) |    | —           |
| Investment at fair value  |    | (80,514)    |    | —           |
| Net Cash Used In Investing Activities                                       |    | (9,194,496) |    | (882,111)   |
| <b>Cash Flows From Financing Activities</b>                                 |    |             |    |             |
| Amount due to/from related party  |    | (338,280)   |    | (154,345)   |
| Proceeds from sale of future shares   |    | —           |    | 953,087     |
| Proceeds from equity issuances, net of issuance costs                       |    | 2,605,215   |    | 3,127,442   |
| Proceeds from IPO, net  |    | 18,060,447  |    | —           |
| Issuance from convertible debt  |    | (147,582)   |    | —           |
| Operating lease liability payments  |    | (306,811)   |    | (758,522)   |
| Proceeds/ (Repayments) of loans payable                                     |    | (192,465)   |    | (71,967)    |
| Net Cash Provided By Financing Activities                                   |    | 19,680,524  |    | 3,095,695   |
| Effect of Exchange Rate Changes on Cash                                     |    | (212,817)   |    | 379,408     |
| <b>Net Increase (Decrease) In Cash</b>                                      |    | 5,791,649   |    | (488,213)   |
| Cash – Beginning of year  |    | 1,784,938   |    | 2,273,151   |
| Cash – End of period  |    | 7,576,587   |    | 1,784,938   |

### Summary Combined Consolidated Financial Data

|  | Unaudited Financials<br>Six Months<br>Ended<br>(USD 000's) |                  | Audited Financials<br>Year Ended<br>(USD 000's) |                      |
|--|--|------------------|---|----------------------|
|  | June 30,<br>2022   | June 30,<br>2021 | December 31,<br>2021                            | December 31,<br>2020 |
| <b>Summary Income Data:</b>                                      |  |                  |   |                      |
| Sales  | 7,443  | 6,352            | 12,778  | 7,634                |
| Cost of goods sold   | (5,213)  | (4,709)          | (10,021)  | (4,134)              |
| <b>Gross profit (Loss)</b>                                       | <b>2,230</b>   | <b>1,643</b>     | <b>2,757</b>                                    | <b>3,500</b>         |
| Other Operating Income   | 225  | 1                | 324   | 11                   |
| Operating Expenses   | (5,428)  | (3,137)          | (7,250)   | (6,192)              |
| <b>Operating profit (Loss)</b>                                   | <b>(2,973)</b>   | <b>(1,493)</b>   | <b>(4,169)</b>                                  | <b>(2,681)</b>       |
| Other income   | 31   | -                | -   | 412                  |
| Other Expense  | (580)  | (183)            | (449)   | (854)                |
| <b>Net Income (Loss) Before Tax</b>                              | <b>(3,522)</b>   | <b>(1,676)</b>   | <b>(4,618)</b>                                  | <b>(3,123)</b>       |
| Tax Expense  | 24   | 47               | 129   | (69)                 |
| <b>Net Income (Loss) After Tax</b>                               | <b>(3,498)</b>   | <b>(1,629)</b>   | <b>(4,489)</b>                                  | <b>(3,192)</b>       |
| Other Comprehensive Income                                       | -  | -                | 230   | 2,129                |
| <b>Total Income (Loss)</b>                                       | <b>(3,498)</b>   | <b>(1,629)</b>   | <b>(4,259)</b>                                  | <b>(1,063)</b>       |
| Net income per share, basic and diluted                          | -0.20  | -0.10            | -0.28   | -0.25                |
| Weighted-average number of shares outstanding, basic and diluted | 17,794,634   | 16,155,180       | 16,155,810                                      | 12,575,605           |

|                                    | Unaudited Financials<br>Six Months Ended,<br>(USD 000's) |                  | Audited Financials<br>Year Ended<br>(USD 000's) |                      |
|------------------------------------|--|------------------|---|----------------------|
|                                    | June 30,<br>2022   | June 30,<br>2021 | December 31,<br>2021                            | December 31,<br>2020 |
| <b>Summary Balance Sheet Data:</b> |  |                  |   |                      |



|   |               |               |               |
|---|---------------|---------------|---------------|
| Total current assets                              | 18,929        | 6,496         | 4,937         |
| Total non-current assets                          | 41,634        | 11,099        | 12,021        |
| <b>Total Assets</b>                               | <b>60,563</b> | <b>17,595</b> | <b>16,958</b> |
| Total current liabilities                         | 9,774         | 7,140         | 5,379         |
| Total non-current liabilities                     | 3,194         | 2,470         | 3,873         |
| <b>Total Liabilities</b>                          | <b>12,968</b> | <b>9,610</b>  | <b>9,252</b>  |
| Total Shareholders' Equity                        | 47,595        | 7,985         | 7,706         |
| <b>Total Liabilities and Shareholders' Equity</b> | <b>60,563</b> | <b>17,595</b> | <b>16,958</b> |

## Pro Forma Financials

**Pro forma financials for Genius Group (The full Group including the Group and all the YTD Acquisitions):** Unaudited pro forma financials provided for the period ended June 30, 2022, for the full Group, including all the Acquisitions companies as if they were operating as one during these periods. The acquisitions included in the table below are Property Investors Network (acquired April 30, 2020), Education Angels (acquired April 30, 2022), E-Square (acquired May 31, 2022), University of Antelope Valley (acquired July 07, 2022) and Revealed Films (acquired October 04, 2022).

|  | <b>Genius Group<br/>Pro forma<br/>Six Months<br/>Ended<br/>(USD 000's)</b> |
|--|--|
|  | <b>June 30, 2022</b>   |
| <b>Summary Income Statement</b>                                  |  |
| Sales  | 16,573   |
| Cost of goods sold   | (8,536)  |
| <b>Gross profit (Loss)</b>                                       | <b>8,037</b>   |
| Other Operating Income   | 225  |
| Operating Expenses   | (11,086)   |
| <b>Operating profit (Loss)</b>                                   | <b>(2,824)</b>   |
| Other income   | 783  |
| Other Expense  | (588)  |
| <b>Net Income (Loss) Before Tax</b>                              | <b>(2,630)</b>   |
| Tax Expense  | 24   |
| <b>Net Income (Loss) After Tax</b>                               | <b>(2,605)</b>   |
| Other Comprehensive Income                                       | (70)   |
| <b>Total Income (Loss)</b>                                       | <b>(2,675)</b>   |
| Net income per share, basic and diluted                          | (0.15)   |
| Weighted-average number of shares outstanding, basic and diluted | 17,794,634   |

|                               | <b>Genius Group<br/>Pro forma<br/>Six Months<br/>Ended<br/>(USD 000's)</b> |
|-------------------------------|--|
|                               | <b>June 30, 2022</b>   |
| Adjusted EBITDA               |  |
| <b>Net Income (Loss)</b>      | <b>(2,605)</b>   |
| Tax Expense                   | (24)   |
| Interest Expense, net         | 108  |
| Depreciation and Amortization | 938  |
| Goodwill Impairments          | 480  |
| Stock Based Compensation      | 150  |
| <b>Adjusted EBITDA</b>        | <b>(953)</b>   |

|   | <b>Genius Group<br/>Pro forma<br/>Six Months<br/>Ended<br/>(USD 000's)</b> |
|---|--|
|   | <b>June 30, 2022</b>   |
| <b>Summary Balance Sheet Data:</b>                |  |
| Total current assets                              | 21,751   |
| Total non-current assets                          | 56,781   |
| <b>Total Assets</b>                               | <b>78,532</b>  |
| Total current liabilities                         | 12,033   |
| Total non-current liabilities                     | 11,904   |
| <b>Total Liabilities</b>                          | <b>23,937</b>  |
| Total Shareholders' Equity                        | 54,595   |
| <b>Total Liabilities and Shareholders' Equity</b> | <b>78,532</b>  |



## ***Genius Group Ltd. Announces 17.18% Revenue Growth in First Half of 2022 and Expansion of Gross Margin on a Pro Forma Basis to 48.49%***

**SINGAPORE OCTOBER 19, 2022 (BUSINESSWIRE)**: Genius Group Limited (“Genius Group” or the “Company”) (NYSE American: GNS), a leading entrepreneur Edtech and education group, today announced its financial results for the first half of 2022.

### **Financial Highlights From the First Half of 2022**

- H1 2022 revenue growth to \$7.44 million, 17.18% growth over H1 2021 and revenue of \$16.57 million on a pro forma basis in H1 2022
- H1 2022 gross margin of 29.97%, compared to 25.85% in H1 2021 and gross margin of 48.49% on a pro forma basis in H1 2022
- H1 2022 net loss of (\$3.50) million and net loss on a pro forma basis of (\$2.61) million in H1 2022
- H1 2022 EBITDA net loss of (\$1.96) million compared to EBITDA net loss of (\$0.62) million in H1 2021 and EBITDA net loss on a pro forma basis of (\$0.95) million in H1 2022
- Cash and equivalent as of June 30, 2022 of \$7.58 million compared to \$1.78 million as of December 31, 2021

Roger Hamilton, CEO of Genius Group, commented: “Through the first half of the year, Genius Group has continued to see strong demand, resulting in pro forma margin expansion and significant growth in the number of students visiting our platform. Individuals are increasingly turning to online learning to complement their education and acquire the digital skills required in today’s economy, and this is reflected in our results.”

### **Operational Highlights**

- The number of students grew to 2.8 million, which represents a 13% growth on an annualized basis. On a pro forma basis, Genius Group had a group user base of 4.2 million (students and users) at the end of H1 2022.
- The number of paying students grew to 39,124 since December 2021, a 9.44% annualized growth rate. On a pro forma basis, the company had 164,673 paying students and users.
- The number of partners grew to 10,622 since December 2021, a 7.9% annualized growth rate. On a pro forma basis, partners grew to 12,391 since December 2021.

### **Other Recent Highlights**

- Appointment of Richard Berman as Audit Committee Chair after he joined the Company’s Board of Directors in January 2022
- Appointment of Tim Murphy as Director and Head of Compliance Committee on the Board in September 2022
- Appointment of Erez Simha as Chief Financial Officer to scale the company through both organic and inorganic growth
- Appointment of Rav Karwal as Chief Revenue Officer to lead revenue, sales, and other go-to-market strategies and ensure exceptional client experiences
- Acquisition of New Zealand-based Education Angels, a provider of in-home child care services, for US\$1.9m
- Acquisition of South African-based E-Squared Education Enterprises, a full campus with primary, secondary and college education for students in entrepreneurship, for \$2.6m
- Acquisition of U.S.-based University of Antelope Valley, accredited university in California, for \$13m
- Acquisition of U.K.-based Property Investors Network, a provider of property investment education, for \$19.1m
- Acquisition of U.S.-based Revealed Films Inc., media production company that specializes in multi-part documentaries, for US\$10m
- Sold a senior secured convertible note with a principal amount of \$18.1m for a purchase price of \$17 million

### **Financial Guidance**

We are maintaining our 2022 pro forma adjusted EBITDA guidance at a lower pro forma revenue range.

- Pro forma annual revenue of \$35.0m-\$38.0m
- Pro forma adjusted EBITDA of \$0.5m - \$1.5m
- Weighted average share count of 22,458,386
- Number of students (and users) 4.2m-4.4m

### **Webcast and Conference Call**

Genius Group will host a live webcast to discuss the results today at 8:00 a.m. ET / 8:00 p.m. SGT. The webcast and supplemental information can be accessed on the investor relations section of the Genius Group website at [ir.geniusgroup.net](http://ir.geniusgroup.net). An archive will be available after the conclusion of the live event and will remain available via the same link for 6 months.

**Time:** Wednesday, October 19, 2022, at 8:00 a.m. ET / 8:00 p.m. SGT

**Webcast:** Go to the [Investor Relations](#) section of the [Genius Group website](#) to listen and view the slides.

**Dial-in:** 877-407-0712 (U.S. Toll Free); +1 201-493-6716 (International)

Genius Group is a world leading entrepreneur Edtech and education group, with a mission to disrupt the current education model with a student-centered, life-long learning curriculum that prepares students with the leadership, entrepreneurial and life skills to succeed in today's market. The group has a group user base of 4.2 million in 200 countries, ranging from ages 0 to 100.

### Forward-Looking Statements

This press release contains certain forward-looking statements within the meaning of the U.S. federal securities laws, including (without limitation) statements regarding our or our management's expectations, hopes, beliefs, intentions or strategies regarding the future and other statements that are other than statements of historical fact. In addition, any statements that refer to projections, forecasts or other characterizations of future events or circumstances, including any underlying assumptions, are forward-looking statements. Forward-looking statements are generally identified by the words "believe," "project," "expect," "anticipate," "estimate," "intend," "strategy," "future," "opportunity," "plan," "may," "should," "will," "would," "will be," "will continue," "will likely result" and similar expressions, but the absence of these words does not mean that a statement is not forward-looking. Forward-looking statements are predictions, projections and other statements about future events that are based on current expectations and assumptions and, as a result, are subject to risks and uncertainties.

Many factors could cause actual future events to differ materially from the forward-looking statements in this press release, including but not limited to: the Company's goals and strategies; the Company's future business development; changes in demand for online learning; changes in technology; fluctuations in economic conditions; the growth of the online learning industry the United States and the other markets the Company serves or plans to serve; reputation and brand; the impact of competition and pricing; government regulations; and assumptions underlying or related to any of the foregoing and other risks contained in reports filed by the Company with the Securities and Exchange Commission (the "SEC"). For these reasons, among others, investors are cautioned not to place undue reliance upon any forward-looking statements in this press release. Additional factors are discussed in the Company's filings with the SEC, which are available for review at [www.sec.gov](http://www.sec.gov). The Company undertakes no obligation to publicly update these forward-looking statements to reflect events or circumstances that arise after the date hereof.

### Key Business Metrics

We monitor the key business metrics and Non-IFRS financial measures to help us evaluate our business and growth trends, set growth targets and budgets, and measure the effectiveness of our sales and marketing efforts. These key business metrics and Non-IFRS financial measures are presented for supplemental informational purposes only, are not a substitute for IFRS financial measures, and may differ from similarly titled metrics or measures presented by other companies. See "Management's Discussion and Analysis of Financial Condition and Results of Operations — Key Business Metrics and Non-IFRS Financial Measures" for detailed descriptions of the measures and metrics.

### Non-IFRS Financial Measure

We have included Adjusted EBITDA because it is a key measure used by our management and board of directors to understand and evaluate our core operating performance and trends, to prepare and approve our annual budget and to develop short- and long-term operational plans. In particular, the exclusion of certain expenses in calculating Adjusted EBITDA can provide a useful measure for period-to-period comparisons of our core business.

We calculate Adjusted EBITDA as net profit / loss for the period plus income taxes and social contribution plus / minus finance revenue /expense result plus depreciation and amortization plus share-based compensation expenses plus bad debt provision.

**GENIUS GROUP LIMITED AND SUBSIDIARIES**  
**CONSOLIDATED INTERIM STATEMENTS OF FINANCIAL POSITION**  
(In US Dollars)

|   | As of June 30,<br>2022 | As of December 31,<br>2021 |
|---|------------------------|----------------------------|
|   | (Unaudited)            | (Audited)                  |
| <b>Assets</b>                                     |                        |                            |
| <b>Current Assets</b>                             |                        |                            |
| Cash and cash equivalents                         | \$ 7,576,587           | \$ 1,784,938               |
| Accounts receivable, net                          | 2,137,771              | 1,018,003                  |
| Other receivables                                 | 4,226,476              | 66,000                     |
| Due from related parties                          | 2,025,440              | 44,245                     |
| Inventories                                       | 96,181                 | 92,530                     |
| Prepaid expenses and other current assets         | 2,866,462              | 3,490,446                  |
| <b>Total Current Assets</b>                       | <b>18,928,917</b>      | <b>6,496,162</b>           |
| Property and equipment, net                       | 6,753,497              | 6,776,116                  |
| Operating lease right-of-use asset                | 808,376                | 1,077,241                  |
| Investments at fair value                         | 109,583                | 29,069                     |
| Goodwill  | 17,156,708             | 1,320,100                  |
| Intangible assets, net                            | 3,509,138              | 1,394,969                  |
| Other non-current assets                          | 13,296,318             | 501,750                    |
| <b>Total Assets</b>                               | <b>60,562,537</b>      | <b>17,595,407</b>          |
| <b>Liabilities and Stockholders' Equity</b>       |                        |                            |
| <b>Current Liabilities</b>                        |                        |                            |
| Accounts payable                                  | 1,608,171              | 1,078,381                  |
| Accrued expenses and other current liabilities    | 3,620,576              | 2,064,302                  |
| Deferred revenue                                  | 2,494,753              | 2,561,912                  |
| Operating lease liabilities – current portion     | 210,809                | 436,271                    |
| Income tax payable                                | 377,190                | -                          |
| Loans payable – current portion                   | 28,923                 | 65,415                     |
| Loans payable – related parties – current portion | 532,265                | 425,551                    |
| Convertible debt obligations, current portion     | 900,974                | 507,765                    |
| <b>Total Current Liabilities</b>                  | <b>9,773,661</b>       | <b>7,139,597</b>           |
| Due to related parties                            | -                      | -                          |
| Operating lease liabilities – non-current portion | 842,056                | 894,589                    |
| Loans payable – non-current portion               | 1,281,786              | 85,858                     |
| Convertible debt obligations, non-current portion | -                      | 766,245                    |
| Deferred tax liability                            | 1,070,157              | 723,122                    |

|   |              |              |
|---|--------------|--------------|
| <b>Total Liabilities</b>  | 12,967,660   | 9,609,411    |
| <b>Commitments and Contingencies Stockholders' Equity:</b>      |              |              |
| Contributed capital   | 94,026,740   | 50,924,276   |
| Subscriptions receivable  | (1,954,415)  | (1,900,857)  |
| Reserves  | (34,809,105) | (31,888,638) |
| Accumulated deficit   | (16,523,809) | (13,493,684) |
| Capital and reserves attributable to owners of Genius Group Ltd | 40,739,411   | 3,641,097    |
| Non controlling interest  | 6,855,466    | 4,344,899    |
| <b>Total Stockholders' Equity</b>                               | 47,594,877   | 7,985,996    |
| <b>Total Liabilities and Stockholders' Equity</b>               | 60,562,537   | 17,595,407   |

**GENIUS GROUP LIMITED AND SUBSIDIARIES**  
**CONSOLIDATED INTERIM STATEMENTS OF OPERATIONS AND COMPREHENSIVE LOSS**  
(In US Dollars)

|  | June 30,<br>2022<br>(Unaudited) | June 30,<br>2021<br>(Unaudited) |
|--|---------------------------------|---------------------------------|
| <b>Revenue</b>   | \$ 7,443,230                    | \$ 6,351,751                    |
| Cost of revenue  | (5,212,637)                     | (4,708,872)                     |
| Gross profit   | 2,230,593                       | 1,642,859                       |
| <b>Operating (Expenses) Income</b>                                     |                                 |                                 |
| General and administrative   | (5,249,054)                     | (3,055,332)                     |
| Depreciation and amortization  | (178,807)                       | (81,993)                        |
| Other operating income   | 166,001                         | 67,230                          |
| Loss from foreign currency transactions                                | 58,759                          | (66,187)                        |
| <b>Total operating expenses</b>  | (5,203,101)                     | (3,136,282)                     |
| <b>Loss from Operations</b>  | (2,972,508)                     | (1,493,423)                     |
| <b>(Expense) Income</b>  |                                 |                                 |
| Interest expense, net  | (99,298)                        | (182,783)                       |
| Impairment loss  | (480,372)                       | —                               |
| Other income   | 30,713                          | —                               |
| Total Other Expense  | (548,957)                       | (182,783)                       |
| <b>Loss Before Income Tax</b>  | (3,521,465)                     | (1,676,206)                     |
| <b>Income Tax Benefit (Expense)</b>                                    | 24,238                          | 47,039                          |
| <b>Net Loss</b>  | (3,497,227)                     | (1,629,167)                     |
| Other comprehensive income:  |                                 |                                 |
| Foreign currency translation   | (69,375)                        | 70,711                          |
| <b>Total Comprehensive Loss</b>  | (3,566,602)                     | (1,558,456)                     |
| Total Comprehensive Loss is attributable to:                           |                                 |                                 |
| Owners of Genius Group Ltd   | (3,420,929)                     | (1,530,682)                     |
| Non controlling interest   | (145,673)                       | (27,774)                        |
| <b>Total Comprehensive Loss</b>  | (3,566,602)                     | (1,558,456)                     |
| Weighted-average number of shares outstanding, basic and diluted       | 17,794,634                      | 16,155,812                      |
|  | (0.20)                          | (0.10)                          |
| Basic and diluted earnings (loss) per share from continuing operations |                                 |                                 |

**GENIUS GROUP LIMITED AND SUBSIDIARIES**  
**INTERIM CONSOLIDATED STATEMENTS OF CASH FLOWS**  
(In US Dollars)

|   | For the Period Ended            |                                   |
|---|---------------------------------|-----------------------------------|
|   | June 30,<br>2022<br>(Unaudited) | December 31,<br>2021<br>(Audited) |
| <b>Cash Flows From Operating Activities</b>                                 |                                 |                                   |
| Net loss  | \$ (3,497,227)                  | \$ (4,489,198)                    |
| Adjustments to reconcile net loss to net cash used in operating activities: |                                 |                                   |
| Stock-based compensation  | 150,317                         | 293,837                           |
| Depreciation and amortization   | 835,757                         | 1,574,913                         |
| Deferred tax liability  | —                               | 105,650                           |
| Amortization of debt discount   | —                               | 140,837                           |
| Provision for doubtful debts  | —                               | (39,108)                          |
| Amortization of tax liability   | (29,679)                        | —                                 |
| Impairment loss   | 480,372                         | —                                 |
| Loss on foreign exchange transactions                                       | (58,759)                        | 153,692                           |
| Interest expense on lease liabilities                                       | 58,026                          | 131,291                           |
| Changes in operating assets and liabilities:                                |                                 |                                   |
| Accounts receivable   | (480,438)                       | (30,554)                          |
| Other receivable  | —                               | (66,000)                          |
| Prepaid expenses and other current assets                                   | (1,840,348)                     | (1,927,176)                       |

|   |             |             |
|---|-------------|-------------|
| Inventory   | (3,651)     | 20,013      |
| Accounts payable                                      | 430,633     | 256,562     |
| Accrued expenses and other current liabilities        | (609,406)   | 254,080     |
| Deferred revenue                                      | 82,841      | 1,015,200   |
| Deferred tax liability                                | —           | (257,953)   |
| Other non-current liabilities                         | —           | (217,291)   |
| Total adjustments                                     | (984,335)   | 1,407,993   |
| Net Cash Used In Operating Activities                 | (4,481,562) | (3,081,205) |
| <b>Cash Flows From Investing Activities</b>           |             |             |
| Purchase of intangible assets                         | (313,876)   | (804,314)   |
| Purchase of equipment                                 | (79,455)    | (77,797)    |
| Acquisition of PIN, EA and ESQ                        | (2,116,456) | —           |
| Deposit on investment in UAV                          | (6,604,194) | —           |
| Investment at fair value                              | (80,514)    | —           |
| Net Cash Used In Investing Activities                 | (9,194,496) | (882,111)   |
| <b>Cash Flows From Financing Activities</b>           |             |             |
| Amount due to/from related party                      | (338,280)   | (154,345)   |
| Proceeds from sale of future shares                   | —           | 953,087     |
| Proceeds from equity issuances, net of issuance costs | 2,605,215   | 3,127,442   |
| Proceeds from IPO, net                                | 18,060,447  | —           |
| Issuance from convertible debt                        | (147,582)   | —           |
| Operating lease liability payments                    | (306,811)   | (758,522)   |
| Proceeds/ (Repayments) of loans payable               | (192,465)   | (71,967)    |
| Net Cash Provided By Financing Activities             | 19,680,524  | 3,095,695   |
| <b>Effect of Exchange Rate Changes on Cash</b>        | (212,817)   | 379,408     |
| <b>Net Increase (Decrease) In Cash</b>                | 5,791,649   | (488,213)   |
| Cash – Beginning of year                              | 1,784,938   | 2,273,151   |
| Cash – End of period                                  | 7,576,587   | 1,784,938   |

### Pro Forma Financials

Pro forma financials for Genius Group (The full Group including the Group and the all Acquisitions YTD): Unaudited pro forma financials provided for the period ended June 30, 2022, for the full Group, including all acquired companies YTD as if they were operating as one during these periods. The acquisitions included in the table below are Property Investors Network (acquired April 30, 2020), Education Angels (acquired April 30, 2022), E-Square (acquired May 31, 2022), University of Antelope Valley (acquired July 07, 2022) and Revealed Films (acquired October 04, 2022).

|  | <b>Genius Group<br/>Pro forma<br/>Six Months<br/>Ended<br/>(USD 000's)</b> |
|--|--|
|  | <b>June 30, 2022</b>   |
| <b>Summary Income Statement</b>                                  |  |
| Sales  | 16,573   |
| Cost of goods sold   | (8,536)  |
| <b>Gross profit (Loss)</b>                                       | <b>8,037</b>   |
| Other Operating Income   | 225  |
| Operating Expenses   | (11,086)   |
| <b>Operating profit (Loss)</b>                                   | <b>(2,824)</b>   |
| Other income   | 783  |
| Other Expense  | (588)  |
| <b>Net Income (Loss) Before Tax</b>                              | <b>(2,630)</b>   |
| Tax Expense  | 24   |
| <b>Net Income (Loss) After Tax</b>                               | <b>(2,605)</b>   |
| Other Comprehensive Income                                       | (70)   |
| <b>Total Income (Loss)</b>                                       | <b>(2,675)</b>   |
| Net income per share, basic and diluted                          | (0.15)   |
| Weighted-average number of shares outstanding, basic and diluted | 17,794,634   |

|                               | <b>Genius Group<br/>Pro forma<br/>Six Months<br/>Ended<br/>(USD 000's)</b> |
|-------------------------------|--|
|                               | <b>June 30, 2022</b>   |
| Adjusted EBITDA               |  |
| <b>Net Income (Loss)</b>      | <b>(2,605)</b>   |
| Tax Expense                   | (24)   |
| Interest Expense, net         | 108  |
| Depreciation and Amortization | 938  |
| Goodwill Impairments          | 480  |
| Stock Based Compensation      | 150  |
| <b>Adjusted EBITDA</b>        | <b>(953)</b>   |

June 30, 2022

**Summary Balance Sheet Data:**

|   |               |
|---|---------------|
| Total current assets                              | 21,751        |
| Total non-current assets                          | 56,781        |
| <b>Total Assets</b>                               | <b>78,532</b> |
| Total current liabilities                         | 12,033        |
| Total non-current liabilities                     | 11,904        |
| <b>Total Liabilities</b>                          | <b>23,937</b> |
| Total Shareholders' Equity                        | 54,595        |
| <b>Total Liabilities and Shareholders' Equity</b> | <b>78,532</b> |

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**Contacts**

**Investors:**

Flora Hewitt, Vice President of Investor Relations and Mergers and Acquisitions  
Email: investor@geniusgroup.net

**Media Contacts:**

Ruth Shearman, Senior Account Manager, Adia PR  
Email: gns@adiapr.co.uk

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