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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 September, 2023

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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**Exhibit Index**

**Exhibit**

- 99.1 [Genius Group Announces 120.76% Revenue Growth for First Half of 2023](#)  
99.2 [Genius Group Ltd. announces 120.76% revenue growth at First Half of 2023 based on the unaudited financials](#)

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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: September 28, 2023

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

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### Genius Group Announces 120.76% Revenue Growth for First Half of 2023

**SINGAPORE, September 29, 2023** - Genius Group Limited (NYSE American: GNS) (“Genius Group” or the “Company”), a leading entrepreneur edtech and education group, today announced its financial results for the first half of 2023.

“We are extremely pleased with the revenue growth we have achieved in the first six months of 2023, and anticipate reporting even stronger numbers for the second half of the year. We believe that the revenue growth we have experienced exceeds the industry as a whole, and underlines the demand for our unique entrepreneur curriculum and the strength of our Edtech business model.” said Roger Hamilton, CEO of Genius Group.

“With the launch of our Genie AI and Genie Metaversity, providing AI-driven personalized learning and virtual global classrooms, we are well positioned towards our long-term goal of impacting 100 million students globally with the 21st century skills they need to succeed.”

#### Financial Highlights for the First Half of 2023

- First half revenue of \$11.8 million, 120.76% growth over first half of 2022. The revenue on a pro forma basis was \$9.0 million, which excludes the spin off entity, Entrepreneur Resorts Ltd
- First half gross margin of \$6.2 million or 52.58% compared to \$2.2 million or 41.75% in first half of 2022. The pro forma gross margin was \$4.3 million or 48.33% for the six months ending June 30, 2023
- First half adjusted EBITDA net loss of (\$7.3) million, or (\$0.22) per basic and diluted share compared to adjusted EBITDA net loss of (\$2.0) million or (\$0.11) per basic and diluted share in first half of 2022. First half 2023 adjusted EBITDA net loss of (\$7.3) million, or (\$0.22) per basic and diluted share on a pro forma basis
- First half net loss of (\$10.8) million, or (\$0.32) per basic and diluted share compared to (\$3.5) million, or (\$0.20) per basic and diluted share. On a pro forma basis, first half 2023 net loss was (\$10.8) million, or (\$0.32) per basic and diluted share
- \$2.6 million cash and equivalents as of June 30, 2023, compared to \$5.7 million as of December 31, 2022
- Adjusting 2023 full year guidance to \$26.0 million to \$29.0 million

“While the company has put significant focus on various corporate actions and incur significant increased costs in 2023 to protect our shareholders, we have done so while growing our student base and gross margins.” Said Erez Simha, CFO of Genius Group. “We remain committed to achieving our revenue growth targets while cutting costs and moving towards a cash positive operating model.”

#### Student and Partner Growth Highlights for the First Half of 2023

The Company exceeded its growth targets for students and partners:

- Students and users growth of 21%, from 4.5 million students at the end of 2022 to 5.4 million students and users at the end of June 2023, representing an annualized growth rate of 41%
- Paying students and users growth of 4%, from 171,919 students and users at the end of 2022 to 179,149 paying students and users at the end of June 2023, representing an annualized growth rate of 8%
- Partner growth of 1% from 14,760 at the end of 2022 to 14,942 in June 2023, representing an annualized growth rate of 2%

#### Strategic and Operational Highlights for the First Half of 2023

- Genius Group won Real Leaders Impact awards in January 2023
- Launched California Business School at UAV and Global Entrepreneurship Program at GeniusU in February 2023
- Strategic partnership with Swiss School of Business Management to launch international DBA in March 2023
- Launched the Alpha and Beta version of the Genie AI in April and June 2023 to assist students throughout their learning journey on GeniusU
- Launch of Genius Metaversity in June 2023, a virtual reality learning environmental in partnership with Vatom to hold educational courses and summits in the Metaverse
- Launch of \$1m entrepreneur scholarship fund for students at the University of Antelope Valley with AI Entrepreneur Certification in June 2023
- Launched legal action against illegal trading activities in company shares
- Distributed \$10 NFT Coupon to Genius Group investors in March 2023
- Spin off of Entrepreneur Resorts was approved by the Board of Directors in January 2023, approved by shareholders in May 2023 and approved by the Singapore High Court in August 2023.

#### Recent Strategic and Operational Highlights

- Appointment of Jennifer Brady as Head of Digital Marketing to lead marketing efforts across our subsidiaries
- Appointment of Jason Jaingue as Head of Global Product to enhance our customer and partner experiences across all of our products
- Genius Group Launches Genius Metaversity 2.0 in Partnership with Vatom and GeniusX
- Signed, executed and delivered a bridge note with an accredited investor in the face amount of \$3.2 million, which has a \$200,000 original issue discount, out of it \$2M were received by the company in July and August
- Senior Secured Convertible Note signed in August 2022 with Alto Opportunity Master Fund, SPC – Segregated Master Portfolio B has been reduced to current balance of US\$53,344 as of August 2023
- Dual listed Genius Group on Upstream on April 6, 2023 but delisting expected on or about September 29, 2023 due to complex securities regulations arising from dual listing on Upstream and NYSE and de minimis use of Upstream by GNS shareholders
- ERL was dual listed on Upstream in September 2023 and the share dividend distribution and spin off date is expected to be on 2 October 2023

#### Financial Guidance

Genius Group changes its 2023 financial guidance:

- 2023 revenue of \$26 million to \$29 million compared to 2022 revenue of \$18.2 million
- 2023 net loss of (\$15.5) million to (\$17.0) million compared to 2022 net loss of (\$55.3) million (before expected adjustments writing back contingent liabilities at year end, which will reduce net loss)

- 2023 adjusted EBITDA net loss of (\$10.0) million to (\$12.0) million compared to 2022 adjusted EBITDA net loss of (\$7.8) million
- Number of students and users between 5.7 million and 6.0 million, a 27% to 33% increase from 4.5 million students and users in 2022

Changes in the financial guidance are mainly driven by:

- The exclusion of Entrepreneur Resorts Ltd financial performance due to the spin off
- The delay of several new product launches, partnerships and acquisitions
- Restructuring of business model of most recent acquisition
- Significant increase in professional cost due to spin-off, investigation and audit

#### Other

The audit opinion of its audited consolidated financial statements for the fiscal year ended December 31, 2022, included in the Company's Annual Form on 20F filed with the Securities and Exchange Commission on June 6, 2023, contained a going concern qualification. The Company's unaudited condensed consolidated financial statements as of June 30, 2023 have been prepared on a going concern basis.

#### Webcast and Conference Call

Genius Group will host a live webcast to discuss the results Friday September 29 at 8:30 a.m. ET / 8:30 p.m. SGT. The webcast and supplemental information can be accessed on the investor relations section of the [Genius Group website](#). An archive will be available after the conclusion of the live event and will remain available via the same link for 6 months.

Time: Friday, September 29, 2023, at 8:30 p.m. ET / 8:30 p.m. SGT

Webcast: Click on this [link](#) or go to the Investor Relations section of the [Genius Group website](#) to listen and view the slides.

Dial in: 877-407-0712 / +1 201 493 6716

#### About Genius Group

Genius Group is a 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. Through its learning platform, GeniusU, the Genius Group has a member base of 5.4 million users in 200 countries, ranging from early age to 100.

For more information, please visit <https://www.geniusgroup.net/>.

#### Investor Notice

Investing in our securities involves a high degree of risk. Before making an investment decision, you should carefully consider the risks, uncertainties and forward-looking statements described in our most recent Annual Report on Form 20-F, as amended for the fiscal year ended December 31, 2022, filed with the SEC on June 6, 2023 and August 3, 2023. If any of these risks were to occur, our business, financial condition or results of operations would likely suffer. In that event, the value of our securities could decline, and you could lose part or all of your investment. The risks and uncertainties we describe are not the only ones facing us. Additional risks not presently known to us or that we currently deem immaterial may also impair our business operations. In addition, our past financial performance may not be a reliable indicator of future performance, and historical trends should not be used to anticipate results in the future. See "Forward-Looking Statements" below.

#### Forward-Looking Statements

Statements made in this press release include forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934. Forward-looking statements can be identified by the use of words such as "may," "will," "plan," "should," "expect," "anticipate," "estimate," "continue," or comparable terminology. Such forward-looking statements are inherently subject to certain risks, trends and uncertainties, many of which the Company cannot predict with accuracy and some of which the Company might not even anticipate and involve factors that may cause actual results to differ materially from those projected or suggested. Readers are cautioned not to place undue reliance on these forward-looking statements and are advised to consider the factors listed above together with the additional factors under the heading "Risk Factors" in the Company's Annual Reports on Form 20-F, as may be supplemented or amended by the Company's Reports of a Foreign Private Issuer on Form 6-K. The Company assumes no obligation to update or supplement forward-looking statements that become untrue because of subsequent events, new information or otherwise.

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

	<u>As of</u> <u>June 30, 2023</u> <u>(Unaudited)</u>	<u>As of</u> <u>December 31, 2022</u> <u>(Audited)</u>
<b>Assets</b>		
<b>Current Assets</b>		
Cash and cash equivalents	\$ 2,624,432	\$ 5,720,569
Restricted cash	-	11,108,816
Accounts receivable, net	3,843,414	4,856,637
Other receivables	88,594	120,304
	130,957	-
Income tax receivable		
Due from related parties	252,060	351,357
Inventories	1,171,728	1,001,977
Prepaid expenses and other current assets	1,238,196	1,090,787
<b>Total Current Assets</b>	<b>9,349,381</b>	<b>24,250,447</b>
Property and equipment, net	203,934	563,131
Operating lease right-of-use asset	12,344,687	12,573,710

Investments at fair value	44,413	29,071
Other receivables	767,982	732,716
Due from related parties	5,566,247	5,288,264
Goodwill	31,677,406	31,688,887
Intangible assets, net	15,421,531	16,107,293
Other non-current assets	26,286	26,108
<b>Total Assets</b>	<b>75,401,867</b>	<b>91,259,627</b>
<b>Liabilities and Stockholders' Equity</b>		
<b>Current Liabilities</b>		
Accounts payable	2,224,294	1,672,306
Accrued expenses and other current liabilities	3,391,966	3,809,540
Deferred revenue	5,050,855	6,391,993
Operating lease liabilities – current portion	1,325,839	1,590,538
Income tax payable	-	355,023
Loans payable – current portion	330,108	334,391
Loans payable – related parties – current portion	1,018,628	2,932,090
Convertible debt obligations, current portion	3,773,790	5,752,328
Short term debt	369,245	539,245
<b>Total Current Liabilities</b>	<b>17,484,725</b>	<b>23,377,454</b>
Due to related parties	1,812	1,729
Operating lease liabilities – non-current portion	11,436,814	11,394,337
Loans payable – non-current portion	412,121	428,025
Convertible debt obligations, non-current portion	137,500	2,223,523
Deferred tax liability	3,300,516	3,391,129
Derivative liabilities	36,488,594	36,488,594
<b>Total Liabilities</b>	<b>69,262,082</b>	<b>77,304,791</b>
<b>Commitments and Contingencies Stockholders' Equity:</b>		
Contributed capital	114,218,578	110,534,000
Subscriptions receivable	(1,900,857)	(1,900,857)
Reserves	(33,697,262)	(32,933,714)
Accumulated deficit	(78,522,639)	(68,539,210)
Capital and reserves attributable to owners of Genius Group Ltd	(97,820)	7,160,219
Non controlling interest	6,041,965	6,794,617
<b>Total Stockholders' Equity</b>	<b>6,139,785</b>	<b>13,954,836</b>
<b>Total Liabilities and Stockholders' Equity</b>	<b>75,401,867</b>	<b>91,259,627</b>

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

	June 30, 2023 (Unaudited)	June 30, 2022 (Restated) (Unaudited)
<b>Revenue</b>	\$ 11,795,714	\$ 5,343,247
Cost of revenue	(5,593,340)	(3,112,654)
Gross profit	6,202,374	2,230,593
<b>Operating (Expenses) Income</b>		
General and administrative	(13,672,668)	(5,249,054)
Depreciation and amortization	(919,568)	(178,807)
Other operating income	1,213	166,001
Legal expenses	(776,867)	-
Loss from foreign currency transactions	2,425	58,759
<b>Total operating expenses</b>	(15,365,465)	(5,203,101)
<b>Loss from Operations (Expense) Income</b>	(9,163,091)	(2,972,508)
Interest expense, net	(1,999,361)	(99,298)
Impairment loss	-	(480,372)
Other expense	(5,227)	-
Other income	68,311	30,713
Total Other Expense	(1,936,277)	(548,957)
<b>Loss Before Income Tax</b>	(11,099,368)	(3,521,465)
<b>Income Tax Benefit</b>	324,666	24,238
<b>Net Loss</b>	(10,774,702)	(3,497,227)
Other comprehensive income:		
Foreign currency translation	(599,818)	(69,375)
<b>Total Comprehensive Loss</b>	(11,374,520)	(3,566,602)
Total Comprehensive Loss is attributable to:		
Owners of Genius Group Ltd	(10,746,977)	(3,420,929)
Non controlling interest	(627,543)	(145,673)
<b>Total Comprehensive Loss</b>	(11,374,520)	(3,566,602)
Weighted-average number of shares outstanding, basic and diluted	33,668,483	17,794,634
Basic and diluted loss per share from continuing operations	(0.32)	(0.20)

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

	For the Six months Ended	
	June 30, 2023	June 30, 2022
	(Unaudited)	(Unaudited)
<b>Cash Flows from Operating Activities</b>		
Net loss	\$ (10,774,701)	\$ (3,497,227)
Adjustments to reconcile net loss to net cash used in operating activities:		
Stock-based compensation	402,565	150,317
Depreciation and amortization	1,208,772	835,757
Provision for interest expense	1,277,162	—
Provision for doubtful accounts	170,318	—
Deferred income taxes	—	(29,679)
Impairment loss	—	480,372
Gain on foreign exchange transactions	(2,425)	(58,759)
Interest expense on lease liabilities	444,553	58,026
Changes in operating assets and liabilities:		
Accounts receivable	842,905	(480,438)
Other receivable	(3,556)	—
Prepaid expenses and other current assets	(147,408)	(1,840,348)
Inventory	(169,751)	(3,651)
Accounts payable	551,988	430,633
Accrued expenses and other current liabilities	(417,574)	(609,406)
Deferred revenue	(1,341,138)	82,841
Deferred tax liability	(90,613)	—
Income tax payable	(485,980)	—
Other non-current asset	178	—
Total adjustments	2,239,996	(984,335)
Net Cash Used in Operating Activities	(8,534,705)	(4,481,562)
<b>Cash Flows from Investing Activities</b>		
Internally developed software	(322,419)	(313,876)
Purchase of equipment	(111,151)	(79,455)
Acquisitions	(2,299,231)	(2,116,456)
Deposit on investment in UAV	—	(6,604,194)
Purchase of investment	(20,000)	(80,514)
Net Cash Used in Investing Activities	(2,752,801)	(9,194,496)
<b>Cash Flows from Financing Activities</b>		
Amount due to/from related party, net	726,648	(338,280)
Proceeds from IPO, net	—	18,060,447
Proceeds from convertible debt, net of issuance costs	8,923,994	—
Proceeds from equity issuances	—	2,605,215
Issuance from convertible debt	—	(147,582)
Lease liabilities	(639,096)	(306,811)
Repayment of loan	(170,000)	(192,465)
Net Cash Provided by Financing Activities	8,841,547	19,680,524
<b>Effect of Exchange Rate Changes on Cash</b>	(650,096)	(212,817)
<b>Net (Decrease) Increase in Cash</b>	(3,096,137)	5,791,649
Cash – Beginning of year	5,720,569	1,784,938
Cash – End of period	2,624,432	7,576,587

**Summary Combined Consolidated Financial Data**

	Unaudited Financials Six Months Ended		Audited Financials	
	(USD 000's)		Year Ended	
	June 30, 2023	June 30, 2022 (Restated)	December 31, 2022	December 31, 2021
<b>Summary Income Data:</b>				
Sales	11,796	5,343	18,194	8,295
Cost of goods sold	(5,593)	(3,112)	(9,555)	(5,537)
<b>Gross profit</b>	<b>6,203</b>	<b>2,231</b>	<b>8,639</b>	<b>2,757</b>
Other Operating Income	4	225	280	324
Operating Expenses	(15,639)	(5,428)	(50,502)	(7,250)
<b>Operating Loss</b>	<b>(9,162)</b>	<b>(2,972)</b>	<b>(41,583)</b>	<b>(4,168)</b>
Other income	68	31	419	—
Other Expense	(2,005)	(580)	(15,151)	(450)
<b>Net Loss Before Tax</b>	<b>(11,099)</b>	<b>(3,521)</b>	<b>(56,315)</b>	<b>(4,618)</b>
Tax Expense	325	24	1,064	129
<b>Net Loss After Tax</b>	<b>(10,774)</b>	<b>(3,497)</b>	<b>(55,252)</b>	<b>(4,489)</b>
Other Comprehensive Income	(600)	(70)	(1,045)	230
<b>Total Loss</b>	<b>(11,374)</b>	<b>(3,567)</b>	<b>(56,297)</b>	<b>(4,259)</b>
Net income per share, basic and diluted	(0.32)	(0.20)	(2.44)	(0.28)
Weighted-average number of shares outstanding, basic and diluted	33,668,483	17,794,634	22,634,366	16,155,812

	Unaudited Financials Six Months Ended, (USD 000's)	Audited Financials Year Ended (USD 000's)	
	June 30, 2023	December 31, 2022	December 31, 2021
<b>Summary Balance Sheet Data:</b>			
Total current assets	9,350	24,251	6,496
Total non-current assets	66,052	67,009	11,099
<b>Total Assets</b>	<b>75,402</b>	<b>91,260</b>	<b>17,595</b>
Total current liabilities	17,486	23,378	7,140
Total non-current liabilities	51,776	53,927	2,469
<b>Total Liabilities</b>	<b>69,262</b>	<b>77,305</b>	<b>9,609</b>
Total Shareholders' Equity	6,140	13,955	7,986
<b>Total Liabilities and Shareholders' Equity</b>	<b>75,402</b>	<b>91,260</b>	<b>17,595</b>

### Pro Forma Financials

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:

Condensed financials for the Group including acquired companies results for acquisitions closed before June 30<sup>th</sup> 2023: Audited financials provided for the financial years ended December 31, 2022 and 2021 and unaudited condensed financials provided for the six-month period ended June 30, 2023 and June 30, 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, 2023 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) and excluding Entrepreneur Resorts Ltd as spin off entity

	Genius Group Unaudited Pro forma Six Months Ended June 30, 2023			
	Unaudited Financials (USD 000's)	Entrepreneur Resorts (USD 000's)	Acquisitions (USD 000's)	Pro forma Financials (USD 000's)
Sales	11,796	(2,834)	-	8,962
Cost of goods sold	(5,593)	963	-	(4,631)
<b>Gross profit</b>	<b>6,203</b>	<b>(1,871)</b>	<b>-</b>	<b>4,331</b>
Other Operating Income	4	3	-	7
Operating Expenses	(15,639)	1,613	-	(13,756)
<b>Operating Loss from the continuing operations</b>	<b>(9,162)</b>	<b>255</b>	<b>-</b>	<b>(9,418)</b>

	Genius Group Unaudited Pro forma Six Months Ended June 30, 2023			
	Unaudited Financials (USD 000's)	Entrepreneur Resorts (USD 000's)	Pro forma Adjustment (USD 000's)	Pro forma Financials (USD 000's)
<b>Summary Balance Sheet Data:</b>				
Total current assets	9,350	3,229	-	12,580
Total non-current assets	66,052	(946)	-	65,106
<b>Total Assets</b>	<b>75,402</b>	<b>2,283</b>	<b>-</b>	<b>77,686</b>
Total current liabilities	17,486	(2,527)	-	14,959
Total non-current liabilities	51,776	(2,266)	-	49,511
<b>Total Liabilities</b>	<b>69,262</b>	<b>(4,793)</b>	<b>-</b>	<b>64,470</b>
Total Stockholders' Equity	6,140	7,076	-	13,216
<b>Total Liabilities and Shareholders' Equity</b>	<b>75,402</b>	<b>2,283</b>	<b>-</b>	<b>77,686</b>

### 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 impairments plus revaluation adjustment of contingent liabilities plus share-based compensation expenses plus bad debt provision.

### Derived from Financial Statements

	Genius Group Unaudited Financials Six Months Ended (USD 000's)		Group Audited Financials Year Ended (USD 000's)	
	June 30, 2023	June 30, 2022	December 31, 2022	December 31, 2021
<b>Net Income (Loss)</b>	(10,775)	(3,497)	(55,252)	(4,489)
Tax Expense	(325)	(24)	(1,064)	129
Interest Expense, net	1,999	99	1,312	450
Depreciation and Amortization	1,209	836	2,351	1,575
Impairments	0	480	28,246	0

Revaluation adjustment of Contingent Liabilities	0	0	13,838	0
Stock Based Compensation	403	150	1,309	294
Bad Debt Provision	170	0	1,509	(39)
<b>Adjusted EBITDA</b>	<b>(7,318)</b>	<b>(1,956)</b>	<b>(7,750)</b>	<b>(2,338)</b>

#### Pro forma Financials

	Genius Group Unaudited Pro forma Six Months Ended June 30, 2023			
	Unaudited Financials (USD 000's)	Entrepreneur Resorts (USD 000's)	Acquisitions (USD 000's)	Pro forma Financials (USD 000's)
<b>Net Loss</b>	<b>(10,775)</b>	-	-	<b>(10,775)</b>
Tax Benefits	(325)	-	-	(325)
Interest Expense, net	1,999	-	-	1,999
Depreciation and Amortization	1,209	(30)	-	1,179
Impairment	-	-	-	-
Revaluation Adjustment of Contingent Liabilities	-	-	-	-
Stock Based Compensation	403	-	-	403
Bad Debt Provision	170	-	-	170
<b>Adjusted EBITDA</b>	<b>(7,318)</b>	<b>(30)</b>	<b>-</b>	<b>(7,348)</b>

#### Contacts

Investors:  
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*Genius Group Ltd. announces 120.76% revenue growth at First Half of 2023 based on the unaudited financials*

- *First half revenue of \$11.8 million, 120.76% growth over first half of 2022. The revenue on a pro forma basis was \$9.0 million, which excludes the spin off entity, Entrepreneur Resorts Ltd.*
- *First half gross margin of \$6.2 million or 52.58% compared to \$2.2 million or 41.75% in first half of 2022. The pro forma gross margin was \$4.3 million or 48.33% for the six months ending June 30, 2023.*
- *First half adjusted EBITDA net loss of (\$7.3) million, or (\$0.22) per basic and diluted share compared to adjusted EBITDA net loss of (\$2.0) million or (\$0.11) per basic and diluted share in first half of 2022. First half 2023 adjusted EBITDA net loss of (\$7.3) million, or (\$0.22) per basic and diluted share on a pro forma basis.*
- *First half net loss of (\$10.8) million, or (\$0.32) per basic and diluted share compared to (\$3.5) million, or (\$0.20) per basic and diluted share. On a pro forma basis, first half 2023 net loss was (\$10.8) million, or (\$0.32) per basic and diluted share.*
- *\$2.6 million cash and equivalents as of June 30, 2023, compared to \$5.7 million as of December 31, 2022.*
- *Adjusting 2023 full year guidance to \$26.0 million to \$29.0 million.*

*The unaudited financials are prepared in accordance with the standard financial statement requirement without including notes to financials. The unaudited financial statements are not reviewed nor have any other services been performed by the Company auditor. The pro forma revenue excludes the spin off entity, Entrepreneur Resorts Limited.*

*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 2023.*

*Summary - First Half 2023 Financial Results Compared to First Half 2022:*

- *First half revenue of \$11.8 million, 120.76% growth over first half of 2022. The revenue on a pro forma basis was \$9.0 million, which excludes the spin off entity, Entrepreneur Resorts Ltd.*
- *First half gross margin of \$6.2 million or 52.58% compared to \$2.2 million or 41.75% in first half of 2022. The pro forma gross margin was \$4.3 million or 48.33% for the six months ending June 30, 2023.*
- *First half adjusted EBITDA net loss of (\$7.3) million, or (\$0.22) per basic and diluted share compared to adjusted EBITDA net loss of (\$2.0) million or (\$0.11) per basic and diluted share in first half of 2022. First half 2023 adjusted EBITDA net loss of (\$7.3) million, or (\$0.22) per basic and diluted share on a pro forma basis.*
- *First half net loss of (\$10.8) million, or (\$0.32) per basic and diluted share compared to (\$3.5) million, or (\$0.20) per basic and diluted share. On a pro forma basis, first half 2023 net loss was (\$10.8) million, or (\$0.32) per basic and diluted share.*
- *\$2.6 million cash and equivalents as of June 30, 2023, compared to \$5.7 million as of December 31, 2022.*
- *Adjusting 2023 full year guidance to \$26.0 million to \$29.0 million.*

## 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 3.34 million students at the end of June 30, 2023, and an average of 8,500 new students joining our GeniusU platform each week in 2023. 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.

Of the 3.34 million students on GeniusU at June 30, 2023, 3.3 million were free students, 45,038 had upgraded to paying students and 13,165 had upgraded to become faculty or partners. Total students grew by 15% annually with 232,042 new students joining in the first half of the 2023, paying students grew by 9% annually and our faculty and partners grew by 2% 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 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:

- **Condensed financials for the Group including acquired companies results for acquisitions closed before June 30<sup>th</sup> 2023:** Audited financials provided for the financial years ended December 31, 2022 and 2021 and unaudited condensed financials provided for the six-month period ended June 30, 2023 and June 30, 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, 2023 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) and excluding Entrepreneur Resorts Ltd as a spin off entity.

## Results of Operations

### Period Ended June 30, 2023, Compared to Period Ended June 30, 2022

The below discussion and analysis are for the unaudited financials of June 30, 2023 compared to June 30, 2022. For simplicity, any reference to the first half of 2023 is with reference to the 6 months financials as of and for the period ended June 30, 2023, and 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.

Discussion and analysis are also included for the first half of 2023 pro forma financials and 2022 actual data for Genius Group, including the unaudited 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) and excluding Entrepreneur Resorts Ltd.

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

**Revenue:** Our Group revenues increased from \$5.3 million in first half of 2022 to \$11.8 million in the first half of 2023. This was driven by an increase of 159.54% in our Education Revenue from \$3.45 million to \$8.96 million. The campus revenue increased by 50% from \$1.89 million in first half of 2022 to \$2.83 million in first half of 2023. This was due to increase in demand due to capacity expansion and operations coming back to normal after COVID and the acquisition of entities.

Our pro forma revenue in 2023 were \$9.0 million in the first half of 2023.

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 unaudited basis:

	Genius Group Unaudited Financials Six Months Ended (USD 000's)		Group Proforma Unaudited Financials Six Months Ended (USD 000's)	Group Audited Financials Year Ended (USD 000's)	
	June 30, 2023	June 30, 2022 (Restated)	June 30, 2023	December 31, 2022	December 31, 2021
Digital Education Revenue	4,990	3,282	4,990	8,012	5,194
In-Person Education Revenue	3,972	170	3,972	5,544	0
Total Education Revenue	<b>8,962</b>	<b>3,452</b>	<b>8,962</b>	<b>13,556</b>	<b>5,194</b>
Campus Revenue	2,834	1,891	-	4,638	3,101
Total Revenue	<b>11,796</b>	<b>5,343</b>	<b>8,962</b>	<b>18,194</b>	<b>8,295</b>

**Cost of Revenue:** The Group's cost of revenue was \$5.59 million in first half of 2023 with \$6.2 million in gross profit, giving us a 52.58% gross margin, compared to \$3.11 million in first half of 2022 with \$2.23 million in gross profit. Our cost of revenue declined in percentage terms in 2023 as a result of improved results from our campus business and the acquisitions which has a higher gross margin. The marketing spend and the investment on the development asset in first half of 2023 is consistent in comparison to the first half of 2022. 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. 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.

In the first half of 2023, the pro forma cost of revenue was \$4.63 million, giving us a 48.33% gross margin.

**Operating Expenses:** The Group had a net operating expense of \$15.36 million in the first half of 2023 compared to \$5.68 million in first half of 2022. Approximately 60% of our operating expense is our staff costs, with the remaining in development costs, marketing, rental, legal and general expenses. The increase in our operating expenses is the result of the growth in our operations, acquisition of companies, legal and professional expenses in our listed company. 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.

In the first half of 2023, the pro forma operating expense was \$13.75m.

**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 impairments plus revaluation adjustment of contingent liabilities plus share-based compensation expenses plus bad debt provision.

## Derived from Financial Statements

	Genius Group Unaudited Financials Six Months Ended (USD 000's)		Group Audited Financials Year Ended (USD 000's)	
	June 30, 2023	June 30, 2022	December 31, 2022	December 31, 2021
	<b>Net Income (Loss)</b>	(10,775)	(3,497)	(55,252)
Tax Expense	(325)	(24)	(1,064)	129
Interest Expense, net	1,999	99	1,312	450
Depreciation and Amortization	1,209	836	2,351	1,575
Impairments	0	480	28,246	0
Revaluation adjustment of Contingent Liabilities	0	0	13,838	0
Stock Based Compensation	403	150	1,309	294
Bad Debt Provision	170	0	1,509	(39)
<b>Adjusted EBITDA</b>	<b>(7,318)</b>	<b>(1,956)</b>	<b>(7,750)</b>	<b>(2,338)</b>

#### Pro forma Financials

Pro forma EBITDA is derived by reducing the financial impact of the spin off of Entrepreneur Resorts Ltd and adding back acquisition financials for the period prior to acquisition date.

	Genius Group Unaudited Pro forma Six Months Ended June 30, 2023			
	Unaudited Financials (USD 000's)	Entrepreneur Resorts (USD 000's)	Acquisitions (USD 000's)	Pro forma Financials (USD 000's)
	<b>Net Loss</b>	<b>(10,775)</b>	-	-
Tax Benefits	(325)	-	-	(325)
Interest Expense, net	1,999	-	-	1,999
Depreciation and Amortization	1,209	(30)	-	1,179
Impairment	-	-	-	-
Revaluation Adjustment of Contingent Liabilities	-	-	-	-
Stock Based Compensation	403	-	-	403
Bad Debt Provision	170	-	-	170
<b>Adjusted EBITDA</b>	<b>(7,318)</b>	<b>(30)</b>	-	<b>(7,348)</b>

The Group had a negative Adjusted EBITDA of (\$7.32) million in first half of 2023 compared to a negative of (\$1.96) million in first half of 2022. The negative Adjusted EBITDA of (\$7.32) million in first half of 2023 is partly due to further Group investments in development, marketing spend, increasing legal and professional services cost.

**Cash and Cash Equivalents:** The Group held \$2.62 million in cash and cash equivalents as of June 30, 2023, and \$5.72 million as of December 31, 2022.

**Current Assets:** The Group's current assets decreased from \$24.25 million as of December 31, 2022 to \$9.35 million as of June 30, 2023 with a current ratio of 0.53 in first half of 2023 compared to 1.03 as of December 31, 2022. The primary reason for decline is usage of restricted cash for the repayment of convertible note, acquisition dues and operational losses in the first half of 2023. The largest current asset items in our Group are accounts receivable of \$3.84 million, cash and cash equivalents of \$2.62 million, prepaid expenses of \$1.24 million and inventories of \$1.17 million.

**Non-Current Assets:** The Group's non-current assets reduced from \$67.01 million as of December 31, 2022 to \$66.05 million as of June 30, 2023. This is mainly due to the amortization of acquired intangible assets.

**Current Liabilities:** The Group's current liabilities decreased from \$23.38 million as of December 31, 2022 to \$17.48 million as of June 30, 2023. The largest items in our current liabilities were deferred revenue of \$5.05 million. The other significant components are convertible note of \$3.77 million, accrued expenses and other current liabilities of \$3.39 million, accounts payable of \$2.22 million, operating lease liabilities of \$1.33 million, due to related parties of \$1.01 million and other remaining items contributes to \$0.57 million.

**Non-Current Liabilities:** The Group's non-current liabilities reduced from \$53.92 million as of December 31, 2022 to \$51.77 million as of June 30, 2023. The decrease was due to decrease in convertible loan payable balance of \$0.13 million as of June 30, 2023 compared to \$2.22 as of December 31, 2022 which is due to repayment and conversion of convertible loan during the first half of 2023.

**Shareholders' Equity:** The Group's shareholder's equity reduced from \$13.95 million as of December 31, 2022 to \$6.13 million as of June 30, 2023. The reduction in equity is due to the loss of \$10.77 million in the first half of 2023 and increase in capital by \$3.68 million mainly due to conversion of convertible loan to equity and recording of stock-based compensation expenses.

#### Liquidity and Capital Resources

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, 2023, we had cash and cash equivalents of \$2.62 million maintained at various financial institutions compared to \$5.72 million as of Dec 31, 2022.

#### Going Concern

Pursuant to IAS 1, Presentation of Financial Statements, the Company is required to and does evaluate at each annual and interim period whether there are conditions or events, considered in the aggregate, that raise substantial doubt about its ability to continue as a going concern within one year after the date that the consolidated financial statements are issued. Based on the definitions in the relevant accounting standards, and due to current liabilities exceeding current assets, management has determined that without additional capital raised, in the next twelve months, there is substantial doubt about the Company's ability to continue as a going concern.

The Company's unaudited condensed consolidated financial statements as of June 30, 2023 have been prepared on a going concern basis. Although the Company has taken, and plans to continue to take, proactive measures to enhance its liquidity position and provide additional financial flexibility, including discussions with lenders and bankers, there can be no assurance that these measures, including the timing and terms thereof, will be successful or sufficient.

The substantial doubt about the Company's ability to continue as a going concern may negatively affect the price of the Company's common stock, may impact relationships

with third parties with whom the Company does business, including customers, vendors and lenders, may impact the Company's ability to raise additional capital or implement its business plan.

#### Subsequent events

On July 26, 2023, Genius Group Ltd. signed executed and delivered a bridge note with an accredited investor in the face amount of \$3.2 million, which has a \$200,000 original issue discount. The company has received \$1,000,000 in proceeds in July and August respectively.

As of August 31, 2023, the company has the outstanding principal value of \$53,343 on the secured convertible note of \$18.13 million closed on August 26, 2022. During July and August 2023, the company settled the outstanding principal value and accrued interest of \$11.03 million and issued 22,192,694 shares in satisfaction to the liability.

#### ADJUSTED 2023 Guidance

2023 annual revenue of \$26.0M - \$29.0M compared to 2022 revenue of \$18.2M

2023 net loss of \$15.5-\$17.0m compared to 2022 net loss of \$55.3M

2023 adjusted EBITDA net loss of \$10M - \$12M compared to 2022 adjusted EBITDA net loss of \$7.8M

Number of students (and users) 5.7M – 6.0M

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

	As of <u>June 30, 2023</u> (Unaudited)	As of <u>December 31, 2022</u> (Audited)
<b>Assets</b>		
<b>Current Assets</b>		
Cash and cash equivalents	\$ 2,624,432	\$ 5,720,569
Restricted cash	-	11,108,816
Accounts receivable, net	3,843,414	4,856,637
Other receivables	88,594	120,304
Income tax receivable	130,957	-
Due from related parties	252,060	351,357
Inventories	1,171,728	1,001,977
Prepaid expenses and other current assets	1,238,196	1,090,787
<b>Total Current Assets</b>	<u>9,349,381</u>	<u>24,250,447</u>
Property and equipment, net	203,934	563,131
Operating lease right-of-use asset	12,344,687	12,573,710
Investments at fair value	44,413	29,071
Other receivables	767,982	732,716
Due from related parties	5,566,247	5,288,264
Goodwill	31,677,406	31,688,887
Intangible assets, net	15,421,531	16,107,293
Other non-current assets	26,286	26,108
<b>Total Assets</b>	<u>75,401,867</u>	<u>91,259,627</u>
<b>Liabilities and Stockholders' Equity</b>		
<b>Current Liabilities</b>		
Accounts payable	2,224,294	1,672,306
Accrued expenses and other current liabilities	3,391,966	3,809,540
Deferred revenue	5,050,855	6,391,993
Operating lease liabilities – current portion	1,325,839	1,590,538
Income tax payable	-	355,023
Loans payable – current portion	330,108	334,391
Loans payable – related parties – current portion	1,018,628	2,932,090
Convertible debt obligations, current portion	3,773,790	5,752,328
Short term debt	369,245	539,245
<b>Total Current Liabilities</b>	<u>17,484,725</u>	<u>23,377,454</u>
Due to related parties	1,812	1,729
Operating lease liabilities – non-current portion	11,436,814	11,394,337
Loans payable – non-current portion	412,121	428,025
Convertible debt obligations, non-current portion	137,500	2,223,523
Deferred tax liability	3,300,516	3,391,129
Derivative liabilities	36,488,594	36,488,594
<b>Total Liabilities</b>	<u>69,262,082</u>	<u>77,304,791</u>
<b>Commitments and Contingencies Stockholders' Equity:</b>		
Contributed capital	114,218,578	110,534,000
Subscriptions receivable	(1,900,857)	(1,900,857)
Reserves	(33,697,262)	(32,933,714)
Accumulated deficit	(78,522,639)	(68,539,210)
Capital and reserves attributable to owners of Genius Group Ltd	(97,820)	7,160,219
Non controlling interest	6,041,965	6,794,617
<b>Total Stockholders' Equity</b>	<u>6,139,785</u>	<u>13,954,836</u>
<b>Total Liabilities and Stockholders' Equity</b>	<u>75,401,867</u>	<u>91,259,627</u>



<b>Balance, June 30, 2022</b>	<u>94,026,740</u>	<u>6,855,466</u>	<u>(1,954,415)</u>	<u>2,087,538</u>	<u>(36,896,643)</u>	<u>(16,523,809)</u>	<u>47,594,877</u>
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**GENIUS GROUP LIMITED AND SUBSIDIARIES**  
**CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS**  
(In US Dollars)

	<b>For the Six months Ended</b>	
	<u>June 30, 2023</u> <b>(Unaudited)</b>	<u>June 30, 2022</u> <b>(Unaudited)</b>
<b>Cash Flows from Operating Activities</b>		
Net loss	\$ (10,774,701)	\$ (3,497,227)
Adjustments to reconcile net loss to net cash used in operating activities:		
Stock-based compensation	402,565	150,317
Depreciation and amortization	1,208,772	835,757
Provision for interest expense	1,277,162	—
Provision for doubtful accounts	170,318	—
Deferred income taxes	—	(29,679)
Impairment loss	—	480,372
Gain on foreign exchange transactions	(2,425)	(58,759)
Interest expense on lease liabilities	444,553	58,026
Changes in operating assets and liabilities:		
Accounts receivable	842,905	(480,438)
Other receivable	(3,556)	—
Prepaid expenses and other current assets	(147,408)	(1,840,348)
Inventory	(169,751)	(3,651)
Accounts payable	551,988	430,633
Accrued expenses and other current liabilities	(417,574)	(609,406)
Deferred revenue	(1,341,138)	82,841
Deferred tax liability	(90,613)	—
Income tax payable	(485,980)	—
Other non-current asset	178	—
Total adjustments	<u>2,239,996</u>	<u>(984,335)</u>
Net Cash Used in Operating Activities	<u>(8,534,705)</u>	<u>(4,481,562)</u>
<b>Cash Flows from Investing Activities</b>		
Internally developed software	(322,419)	(313,876)
Purchase of equipment	(111,151)	(79,455)
Acquisitions	(2,299,231)	(2,116,456)
Deposit on investment in UAV	—	(6,604,194)
Purchase of investment	(20,000)	(80,514)
Net Cash Used in Investing Activities	<u>(2,752,801)</u>	<u>(9,194,496)</u>
<b>Cash Flows from Financing Activities</b>		
Amount due to/from related party, net	726,648	(338,280)
Proceeds from IPO, net	—	18,060,447
Proceeds from convertible debt, net of issuance costs	8,923,994	—
Proceeds from equity issuances	—	2,605,215
Issuance from convertible debt	—	(147,582)
Lease liabilities	(639,096)	(306,811)
Repayment of loan	(170,000)	(192,465)
Net Cash Provided by Financing Activities	<u>8,841,547</u>	<u>19,680,524</u>
<b>Effect of Exchange Rate Changes on Cash</b>	<u>(650,096)</u>	<u>(212,817)</u>
<b>Net (Decrease) Increase in Cash</b>	<u>(3,096,137)</u>	<u>5,791,649</u>
Cash – Beginning of year	<u>5,720,569</u>	<u>1,784,938</u>
Cash – End of period	<u>2,624,432</u>	<u>7,576,587</u>

**Summary Combined Consolidated Financial Data**

	<b>Unaudited Financials Six Months Ended</b> <b>(USD 000's)</b>		<b>Audited Financials</b> <b>Year Ended</b> <b>(USD 000's)</b>	
	<u>June 30,</u> <b>2023</b>	<u>June 30,</u> <b>2022</b> <b>(Restated)</b>	<u>December 31,</u> <b>2022</b>	<u>December 31,</u> <b>2021</b>
<b>Summary Income Data:</b>				
Sales	11,796	5,343	18,194	8,295
Cost of goods sold	(5,593)	(3,112)	(9,555)	(5,537)
<b>Gross profit</b>	<b>6,203</b>	<b>2,231</b>	<b>8,639</b>	<b>2,757</b>
Other Operating Income	4	225	280	324
Operating Expenses	(15,639)	(5,428)	(50,502)	(7,250)
<b>Operating Loss</b>	<b>(9,162)</b>	<b>(2,972)</b>	<b>(41,583)</b>	<b>(4,168)</b>
Other income	68	31	419	—
Other Expense	(2,005)	(580)	(15,151)	(450)
<b>Net Loss Before Tax</b>	<b>(11,099)</b>	<b>(3,521)</b>	<b>(56,315)</b>	<b>(4,618)</b>
Tax Expense	325	24	1,064	129
<b>Net Loss After Tax</b>	<b>(10,774)</b>	<b>(3,497)</b>	<b>(55,252)</b>	<b>(4,489)</b>

Other Comprehensive Income	(600)	(70)	(1,045)	230
<b>Total Loss</b>	<b>(11,374)</b>	<b>(3,567)</b>	<b>(56,297)</b>	<b>(4,259)</b>
Net income per share, basic and diluted	(0.32)	(0.20)	(2.44)	(0.28)
Weighted-average number of shares outstanding, basic and diluted	33,668,483	17,794,634	22,634,366	16,155,812

	Unaudited Financials		Audited Financials	
	Six Months Ended,		Year Ended	
	(USD 000's)		(USD 000's)	
	June 30,	December 31,	December 31,	
	2023	2022	2021	
<b>Summary Balance Sheet Data:</b>				
Total current assets	9,350	24,251	6,496	
Total non-current assets	66,052	67,009	11,099	
<b>Total Assets</b>	<b>75,402</b>	<b>91,260</b>	<b>17,595</b>	
Total current liabilities	17,486	23,378	7,140	
Total non-current liabilities	51,776	53,927	2,469	
<b>Total Liabilities</b>	<b>69,262</b>	<b>77,305</b>	<b>9,609</b>	
Total Shareholders' Equity	6,140	13,955	7,986	
<b>Total Liabilities and Shareholders' Equity</b>	<b>75,402</b>	<b>91,260</b>	<b>17,595</b>	

### Pro forma Financials

Pro forma financials are derived by reducing the financial impact of spin off of Entrepreneur Resorts Ltd and adding back acquisition financials for the period prior to acquisition date. Due to the intercompany receivable from Entrepreneur Resorts Ltd, the balance sheet effect of spin-off results in an increase in assets (current assets) which is reflected by a negative balance under Entrepreneur Resorts Ltd.

	Genius Group Unaudited Pro forma			
	Six Months Ended June 30, 2023			
	Unaudited Financials	Entrepreneur	Acquisitions	Pro forma Financials
	(USD 000's)	Resorts	(USD 000's)	(USD 000's)
		(USD 000's)		
Sales	11,796	(2,834)	-	8,962
Cost of goods sold	(5,593)	963	-	(4,631)
<b>Gross profit</b>	<b>6,203</b>	<b>(1,871)</b>	<b>-</b>	<b>4,331</b>
Other Operating Income	4	3	-	7
Operating Expenses	(15,639)	1,613	-	(13,756)
<b>Operating Loss from the continuing operations</b>	<b>(9,162)</b>	<b>255</b>	<b>-</b>	<b>(9,418)</b>

	Genius Group Unaudited Pro forma			
	Six Months Ended June 30, 2023			
	Unaudited Financials	Entrepreneur	Pro forma	Pro forma Financials
	(USD 000's)	Resorts	Adjustment	(USD 000's)
		(USD 000's)	(USD 000's)	
<b>Summary Balance Sheet Data:</b>				
Total current assets	9,350	3,229	-	12,580
Total non-current assets	66,052	(946)	-	65,106
<b>Total Assets</b>	<b>75,402</b>	<b>2,283</b>	<b>-</b>	<b>77,686</b>
Total current liabilities	17,486	(2,527)	-	14,959
Total non-current liabilities	51,776	(2,266)	-	49,511
<b>Total Liabilities</b>	<b>69,262</b>	<b>(4,793)</b>	<b>-</b>	<b>64,470</b>
Total Stockholders' Equity	6,140	7,076	-	13,216
<b>Total Liabilities and Shareholders' Equity</b>	<b>75,402</b>	<b>2,283</b>	<b>-</b>	<b>77,686</b>