



GeniusGroup

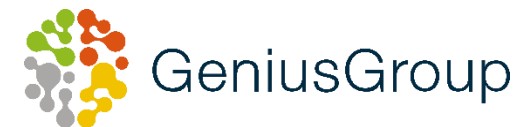
# INVESTOR MEETING

With Roger Hamilton

**WED 28 JUNE**

**4.30PM EDT**

# Disclaimer



## Forward Looking Statements

This presentation contains forward-looking statements. These statements include descriptions regarding the intent, belief or current expectations of the Company or its officers and may be recognized by the use of words such as “anticipate,” “expects,” “plans,” “will,” “estimates,” “projects,” “intends,” “believe,” “will” or words of similar meaning. Such forward-looking statements are based on assumptions that are inherently subject to significant risks and uncertainties, including those described in the “Risk Factors” section of the prospectus, many of which are beyond the Company’s control. Actual results may materially differ from those in the forward-looking statements contained herein. Nothing in this presentation should be regarded as a representation by any person that the forward-looking statements set forth herein or any of the contemplated results of such forward-looking statements will be achieved. You should not place undue reliance on such forward-looking statements, which speak only as of the date they are made. The Company and affiliates assume no obligation to and do not undertake to update such forward-looking statements to reflect future events or circumstances.

## Non-IFRS Financial Measures

The Company’s financial statements are prepared according to IFRS. This presentation includes certain non-IFRS financial measures, which are different from financial measures calculated in accordance with IFRS. Such non-IFRS financial measures should be considered in addition to and not as a substitute for or superior to financial measures calculated in accordance with IFRS. In addition, the definition of adjusted EBITDA in this presentation may be different from the definition of such term used by other companies, and therefore comparability may be limited. This presentation also contains certain financial projections of the Company, which are based upon a number of assumptions, estimates and forecasts that, while considered reasonable by the Company, are inherently subject to significant business, economic and competitive uncertainties and contingencies, many of which are beyond the Company’s control, and upon assumptions with respect to future business decisions which are subject to change. These projections may vary materially from actual results. The Company and its respective affiliates make no representation that these projected results will be achieved. The recipient should not place undue reliance on this information.

## Investor Notice

The information in this presentation is for informational purposes only and is neither an offer to purchase, nor a solicitation of an offer to sell, subscribe for or buy any securities or the solicitation of any vote in any jurisdiction pursuant to the proposed transactions or otherwise, nor shall there be any sale, issuance or transfer of securities in any jurisdiction in contravention of applicable law. No offer of securities shall be made except by means of a prospectus meeting the requirements of Section 10 of the Securities Act 1933, as amended.



# Agenda

1. Mission & Market
2. Genie AI Launch
3. Metaversity Launch
4. \$1M Entrepreneur Scholarship
5. Acquisitions Progress
6. 20F Writedowns and Delay
7. ERL Spinoff Plan
8. Legal Actions
9. Q&A



**Our mission is to develop an entrepreneur education system that prepares students for the 21st century.**

We believe that the current global education system is in need of a more relevant, upgraded, student-centered curriculum that is both high-tech and high-touch.

We believe that such a curriculum can be a force for good.

As Nelson Mandela said,

***“Education is the most powerful weapon which you can use to change the world.”***

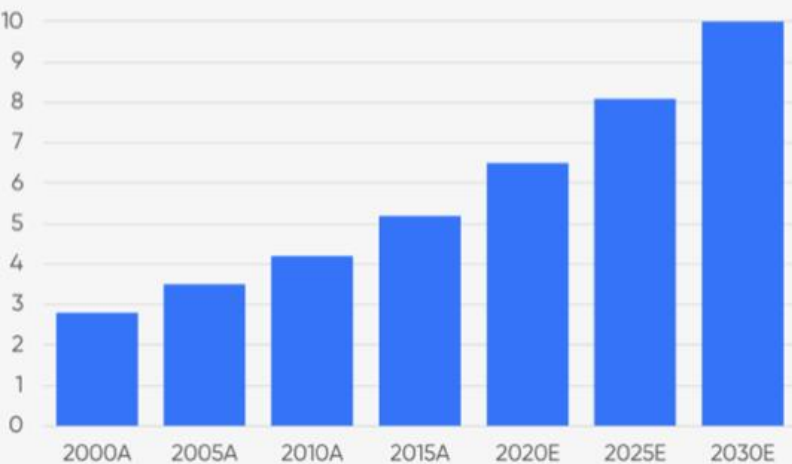
Today, we believe that it is the entrepreneurs of the world who have the greatest power to trigger change. We see Genius Group as the global community where the entrepreneur movement meets.

# A \$10 Trillion Market Ready for Disruption

**This is a life long learning opportunity, from early learning through primary, secondary and tertiary education, to adult learning and corporate training.**

Education a \$10 Trillion industry in 2030.  
Growing at 4.5% CAGR and making up over 6% of Gross World Product (GDP)

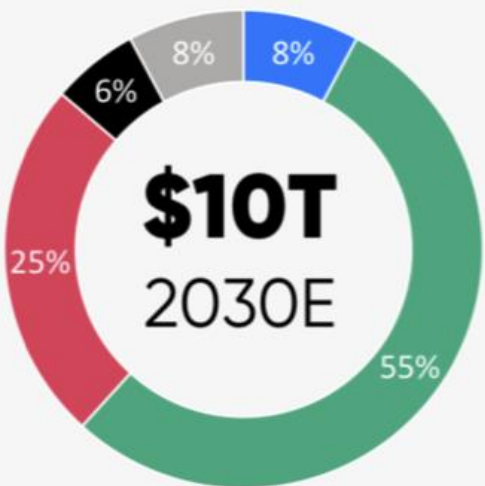
Global Education and Training Expenditure (Trillion USD)



Source: HolonIQ and various underlying estimates from Goldman Sachs, GSV, IBIS Capital, Citi

K12 over \$5 Trillion by 2030

2030E Global Education and Training Expenditure (Trillion USD)



■ Pre K ■ K-12 ■ Post Secondary ■ Corporate ■ Lifelong Learning

Source: HolonIQ and various underlying estimates from Goldman Sachs, GSV, IBIS Capital, Citi

**Genius Group launched its GenieAI to provide personalized lifelong learning to all students and partners**



The Genie A.I. offers a personalized AI-driven learning and investment journey to all GeniusU members, revolutionizing their experience by creating bespoke pathways aligned with their individual talents, passions, and purposes

## Key Features

1. Personalized to every user (Genie)
2. Smart Connection Recommendations
3. Relevant Learning Suggestions
4. Action & Earning Opportunities
5. Genie in a pocket - available at all times to assist students in scaling investments, business and education





# Metaversity Launch

**Genius Group launched its Metaversity to hold courses and summits in the Metaverse**

## Metaversity Overview

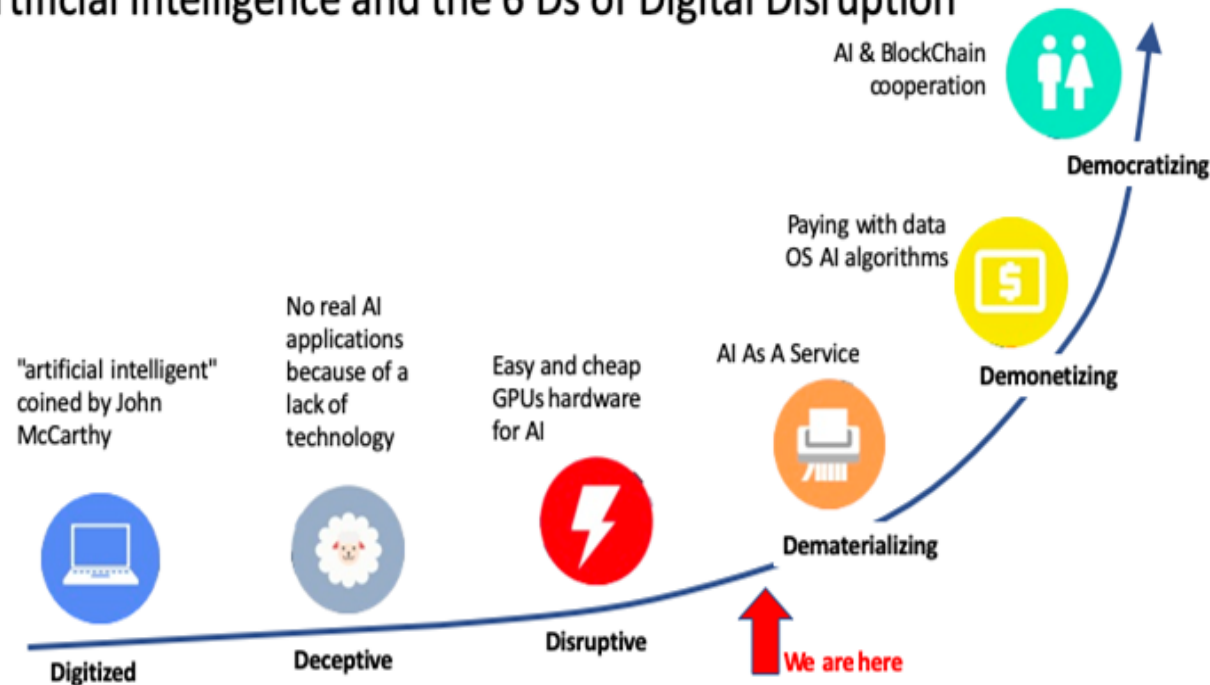
- Launched in partnership with Vatom to hold educational courses and summits in the Metaverse
- Currently developing four virtual campuses in the Metaverse: Entrepreneur Campus, Investor Campus, University Campus and School Campus to offer a new learning experience for student members, mentors and partners
- Each campus will have a vibrant community, lead mentors, course content, GEMS and AI Genies to service GeniusU members and partners



# \$1M Entrepreneur Scholarship Launch

## Genius Group Launches \$1M Entrepreneur Scholarship Fund with AI Entrepreneur Certification

### Artificial Intelligence and the 6 Ds of Digital Disruption



### Scholarship overview

- The scholarship fund is available for students applying to enrol in degrees at the Bachelor's and Master's levels, including in business with concentrations in entrepreneurship and digital marketing.
- Students will have the opportunity to obtain a unique AI Entrepreneur Certificate issued by GeniusU, with a focus on exponential technologies including Artificial Intelligence (AI) and Augmented Reality (AR), with access to coursework and content delivered by some of the world's leading entrepreneurial experts, thought leaders and business best-selling authors.
- This includes leading content and developments on AI and Exponential Technologies from XPRIZE and Singularity Founder, Peter H. Diamandis, OpenExO CEO, Salim Ismail and Genius Group's Founder & CEO, Roger James Hamilton.



**Acquisition strategy changed from small strategic bolt ons to large strategic acquisitions**



## Tech

Tech companies with strong technology and growth or education providers with unique curriculums

### Criteria

- EV - US\$25 to US\$100m
- Good growth record with loyal client base
- Large community
- U.S., Europe, Asia or Australia
- Accretive transaction



## Media

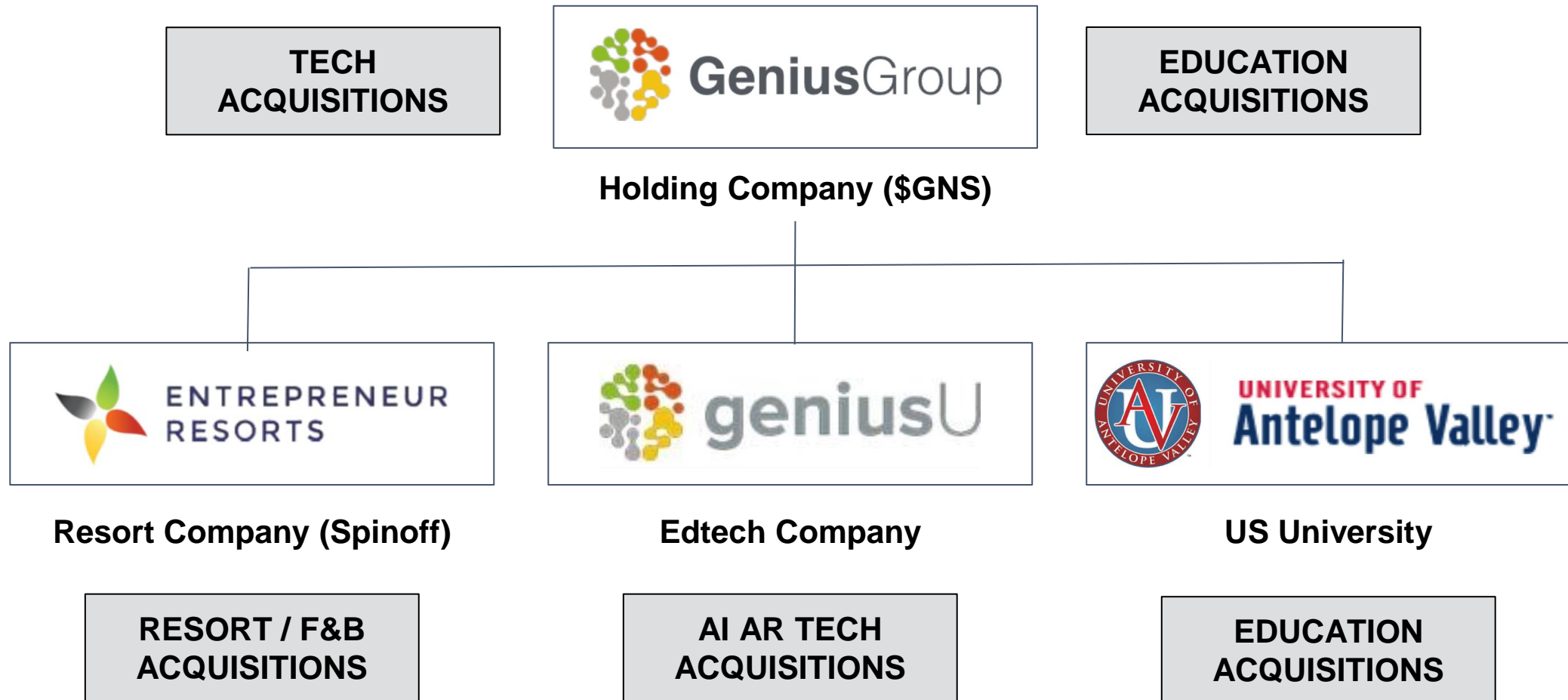
Media companies with strong expertise in education marketing and large possible synergies to capitalize on

### Criteria

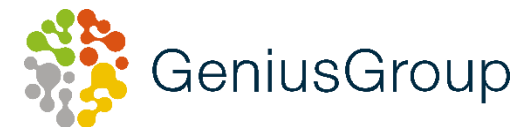
- EV - US\$50 to US\$100m
- Strong tech and media background
- U.S., Europe, Asia or Australia
- Accretive transaction

# Acquisition Strategy

Potential acquisitions may happen at group level or at the level of the group companies



# 20F Writedowns and Delay



The release of our 20F was delayed as a result of the audit process

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

**FORM 20-F**

(Mark One)

☐ REGISTRATION STATEMENT PURSUANT TO SECTION 12(b) OR 12(g) OF THE SECURITIES EXCHANGE ACT OF 1934

or

☒ ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2022

or

☐ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

or

☐ SHELL COMPANY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

Date of event requiring this shell company report

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission file number: 001-41153

**GENIUS GROUP LIMITED**  
(Exact name of Registrant as specified in its charter)

n/a  
(Translation of Registrant's name into English)

**Singapore**  
(Jurisdiction of incorporation or organization)

**8 Anson Street #01-01,  
Singapore 049550**  
(Address of principal executive offices)

Roger James Hamilton, Chief Executive Officer  
C/O Greg Laville,  
Paulini & Associates  
650 J. Amory Avenue, Suite 200,  
Newark, Delaware 19711  
Telephone: 302-738-6680  
Email: info@geniusgroup.net  
(Name, Telephone, E-mail and/or Facsimile number and Address of Company Contact Person)

Securities registered or to be registered pursuant to Section 12(b) of the Act:

Title of each class	Name of each exchange on which registered
Ordinary shares, no par value per share	The NYSE American LLC, Upstream

Securities registered or to be registered pursuant to Section 12(g) of the Act: None

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act: None indicate the number of outstanding shares of each of the issuer's classes of capital or common stock as of the close of the period covered by the Annual Report: As of December 31, 2022, there were 27,705,227 shares of the registrant's ordinary shares, no par value per share, issued and outstanding.

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

☐ Yes ☒ No

If this report is an annual or transition report, indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934.

GENIUS GROUP LIMITED AND SUBSIDIARIES CONSOLIDATED STATEMENTS OF FINANCIAL POSITION (Expressed in US Dollars)			
	Note	For the year ended December 31,	
		2022	2021
<b>ASSETS</b>			
<b>Current Assets</b>			
Cash and cash equivalents		\$ 5,720,569	\$ 1,784,938
Restricted cash	2	11,108,816	—
Accounts receivable, net	2	4,856,637	1,018,003
Other receivables	5	120,304	66,000
Due from related parties	6	351,357	44,245
Inventories	7	1,001,977	92,530
Prepaid expenses and other current assets	8	1,090,787	3,490,446
<b>Total Current Assets</b>		<b>24,250,447</b>	<b>6,496,162</b>
Property and equipment, net	9	563,131	6,776,116
Operating lease right-of-use asset	10	12,573,710	1,077,241
Investments at fair value	11	29,071	29,069
Goodwill	12	31,688,887	1,320,100
Intangible assets, net	13	16,107,293	1,394,969
Other receivables	5	732,716	—
Due from related parties	6	5,288,264	—
Other non-current assets	15	26,108	501,750
<b>Total Assets</b>		<b>\$ 91,259,627</b>	<b>\$ 17,595,407</b>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>			
<b>Current Liabilities</b>			
Accounts payable		\$ 1,672,306	\$ 1,078,381
Accrued expenses and other current liabilities	16	3,809,540	2,064,302
Deferred revenue	17	6,391,993	2,561,912
Income tax payable	2	355,023	—
Due to related parties	19	2,932,090	425,551
Operating lease liabilities - current portion	10	1,590,538	436,271
Loans payable - current portion	18	334,391	65,415
Convertible debt obligations - current portion	20	5,752,328	507,765
Short term debt	20	539,245	—
<b>Total Current Liabilities</b>		<b>23,577,484</b>	<b>7,139,597</b>
Due to related parties	19	1,729	—
Operating lease liabilities - non-current portion	10	11,394,337	894,589
Loans payable - non-current portion	18	428,025	85,858
Convertible debt obligations - non-current portion	20	2,223,523	766,245
Deferred tax liability	14	3,391,129	723,122
Derivative liabilities	21	36,488,594	—
<b>Total Liabilities</b>		<b>77,304,791</b>	<b>\$ 9,609,411</b>
<b>Stockholders' Equity</b>			
Contributed capital	22	110,534,000	50,924,276
Subscriptions receivable	22	(1,900,857)	(1,900,857)
Reserves		(32,933,714)	(31,888,638)
Accumulated deficit		(68,539,210)	(13,493,684)
Capital and reserves attributable to owners of Genius Group Ltd		7,160,219	3,641,097
Non-controlling interest		6,794,617	4,344,899
<b>Total Stockholders' Equity</b>		<b>13,954,836</b>	<b>7,085,996</b>
<b>Total Liabilities and Stockholders' Equity</b>		<b>\$ 91,259,627</b>	<b>\$ 17,595,407</b>

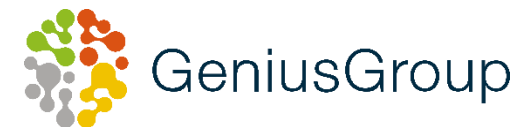
The accompanying notes are an integral part of these consolidated financial statements.

F-4

GENIUS GROUP LIMITED AND SUBSIDIARIES CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE LOSS (Expressed in US Dollars)			
	Note	For the year ended December 31,	
		2022	2021 As restated (1)
<b>Revenue</b>			
Cost of revenue	2	\$ 18,193,616	\$ 8,294,804
<b>Gross profit</b>		<b>\$ 8,639,399</b>	<b>\$ 2,757,458</b>



# Update on ERL Spinoff



**Completion of the Spinoff is expected to be in Q3 and will be conducted in conformity with SEC Staff Legal Bulletin**

## Current timeline

- |   |  |          |
|---|--|----------|
| 1 | Court approval of the Capital Reduction and Distribution               | Early Q3 |
| 2 | NYSE process   | Early Q3 |
| 3 | Expected Books Closure Date for the Capital Reduction and Distribution | Mid Q3   |
| 4 | Expected Effective Date of the Capital Reduction and Distribution      | Mid Q3   |
| 5 | Expected date of crediting shares of ERL                               | End Q3   |

## Legal action against naked short sellers ongoing



- Retained the legal teams of Christian Levine Law Group, LLC and Warshaw Burstein, LLP to investigate possible illegal market manipulation of the company's shares
- Announced in February 2023 that we launched legal action against illegal trading activities in GNS' shares to seek to recover liquidated damages for the cost incurred on the company
- Legal action currently ongoing

1 Roger will be answering questions received by emails from shareholders

2 If you have any follow up questions, please email [investor@geniusgroup.net](mailto:investor@geniusgroup.net)

3 We will be holding a similar investor meeting on a monthly basis and if you want Roger to answer your questions live, you can please email [investor@geniusgroup.net](mailto:investor@geniusgroup.net)





GeniusGroup

**“Everybody is a genius. But if you judge a fish by its ability to climb a tree, it will live its whole life believing that it is stupid.” Albert Einstein**