Filed Pursuant to Rule 433 Issuer Free Writing Prospectus dated March 15, 2022 Relating to Preliminary Prospectus dated March 15, 2022 Registration Statement File No. 333-257700



Leading the Education Revolution



Investor Presentation March 2022

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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.

Offering Summary

Issuer	Genius Group Limited
Listing / Symbol	NYSE American / GNS
Shares Offered	7,272,727 shares
Over-Allotment Option	15% (1,090,909 shares)
Expected Price Range	\$5.00 - \$6.00
Expected Offering Size	\$40,000,000
Use of Proceeds	\$25.1 million for completing IPO acquisitions. Remainder for working capital for the acquisitions, development costs of our Edtech platform, working capital, and for general corporate purposes
Sole Book-Runner	ThinkEquity



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US Based University

University of Antelope Valley, California: one of 4 IPO Acquisitions



\$24.2 Million

Genie, and 35,000+

students paying to learn.



9,800+ GeniusU **Partners**

Faculty and community partners creating and conducting courses on GeniusU from around the world.



Global Locations



Our Genius Curriculum

Learning for Life

Following our IPO, we aim to develop the Post-IPO Group into a lifelong learning Genius Curriculum from early-learning education to primary and secondary school, university and adult learning. We plan to personalize a learning path unique to each student's needs with our GeniusU Edtech platform.

EIGHT

SEVEN

SIX

FIVE

FOUR THREE

Primary

6-14











Property Investors

Network

UK based investor

education company,

an IPO Acquisition.





TWELVE ELEVEN TEN NINE

Secondary

12-18





SENIOR SOPHOMORE FRESHMAN



ULTRAVIOLET VIOLET **INDIGO** BLUE **GREEN** YELLOW ORANGE RED

INFRARED



ELDER ASTER TRAINER TRAINER **FACILITATOR** CONSULTANT COACH





TW0

ONE

PRE-K

Prep

0-7



\$1.1 M 2020 Pro forma revenue (5% of total)

732 Total Students

June 2021

732 Total Paying Students June 2021



IPO Acquisition South Africa

\$0.8 M 2020 Pro forma revenue (3% of total)

Total Students June 2021

677 Total Paying Students June 2021



IPO Acquisition California

\$10.1 M 2020 Pro forma revenue (41% of total)

3,102 **Total Students** June 2021 3,102

Total Paying Students June 2021



Pre-IPO Group 191 countries

\$7.6 M 2020 Pro forma revenue (31% of total)

1,903,726 Total Students June 2021 35,555

Total Paying Students June 2021



52 countries \$4.6 M 2020 Pro forma revenue (19% of total) 146,614

Total Students June 2021 26,368

Total Paying Students

June 2021

Our Genius Group Companies

The Group of 8 companies that form this IPO includes 4 Pre-IPO companies and 4 IPO acquisitions that close on the day of the IPO. Below are our 8 companies and how they relate to each other.

\$7.6 M

2020 Pro forma

(31% of total)

\$6.4 M

2021 H1 Pro forms

(46% of total)

1,903,726

Total Students

June 2021

June 2021

\$24.2 M

2020 Pro forma Group revenue

2.054,851

Total Group Students June 2021

\$13.9 M

2021 H1 Pro forma Group revenue

66,434

Total Group Paying Students

June 2021

Pre-IPO Group

The four companies in the Pre-IPO Group have been delivering entrepreneur education courses to adult students via our Edtech platform, community and locations prior to this IPO. The financials of the Pre-IPO Group in this prospectus are combined to eliminate inter-company transactions.



Genius Group Ltd. is the holding company that is acquiring and owning the other companies in the Group. This is the company being listed on NYSE American and is one of the four companies in the Pre-IPO Group.



Operating in 191 countries

GeniusU Ltd. is the Edtech company that provides the A.I. personalized learning and global community to the rest of the Group, with courses created and delivered by our partners. Our plan is to digitize and distribute the courses of

all IPO Acquisitions on GeniusU.

ENTREPRENEURS

Operating in 191 countries

Entrepreneurs Institute owns and delivers entrepreneur education tools and courses to startups and high growth companies. It was acquired by Genius Group Ltd. in 2019, and all of its products were integrated with GeniusU in 2020.



perating in Ball, Singapo and South Africa

Entrepreneur Resorts manages resorts, retreats and coworking cafes for entrepreneurs in Ball, Singapore and South Africa. It was acquired by Genius Group Ltd. in 2020. Our plan is to expand these learning campuses, linked to GenlusU, around the world.

The four IPO Acquisitions deliver education to different age groups from infant to university students in different countries. Our Post-IPO plan is to integrate their courses with our Genius Curriculum and GeniusU to provide a life long learning pathway for students. The financials for these four companies are presented separately in this prospectus.

IPO Acquisitions



Operating in New Zealand

Education Angels is a New Zealand based early education company that delivers home educators and childcare for 0-5 years old, with creative thinking and play modules. Our Post-IPO plan is to integrate and expand their parent and student program globally with GeniusU.

\$1.1 M 2020 Pro forma revenue \$0.5 M

Total Paying Students June 2021 2021 H1 Pro forma re (3% of total)

732

Total Students

Total Students

3,102

Total Students

E-SQUARE EDUCATION

35,555 Operating in South Africa Total Paying Students

E-Square is a South Africa based school campus with primary, secondary and college education for students in entrepreneurship. Our Post-IPO plan is to integrate and expand their student courses globally with GeniusU.

\$0.8 M (3% of total) \$0.4 M

June 2021 2021 H1 Pro forma revenue Total Paying Students (3% of total) June 2021



University of Antelope Valley is a California based, WASC accredited US University delivering vocational certification and degree level courses on campus and online. Our Post-IPO plan is also to integrate and expand their courses globally with GeniusU.

\$10.1 M 2020 Pro forma revenue (41% of total)

\$3.5 M 2021 H1 Pro forma revenue (25% of total) June 2021



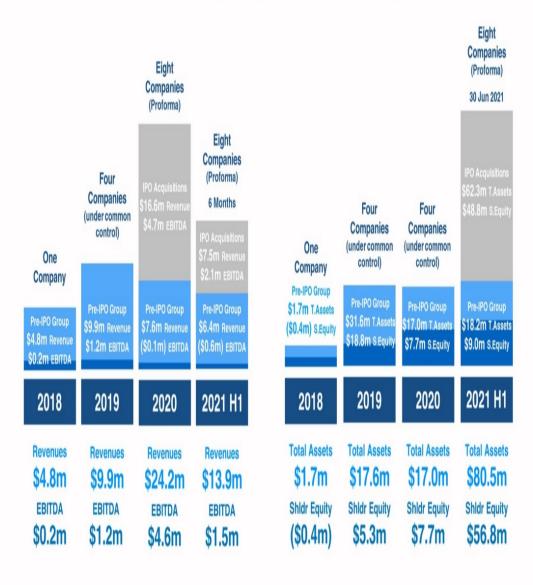
Property Investors Network is a UK based investor education network with investor meetups held in 50 UK cities and online. The company already delivers courses and programs to our GeniusU community and our Post-IPO plan is to expand their adult education model globally with GeniusU.

146,614 \$4.6 M Total Students June 2021

26,368 2021 H1 Pro forma revenue Total Paying Students (23% of total) June 2021

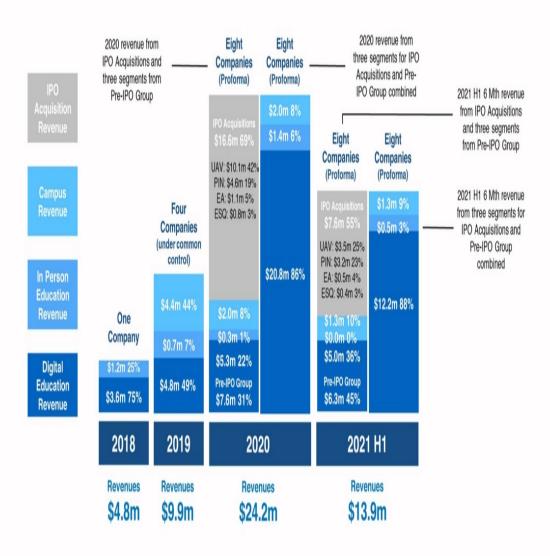
Our Financial Growth

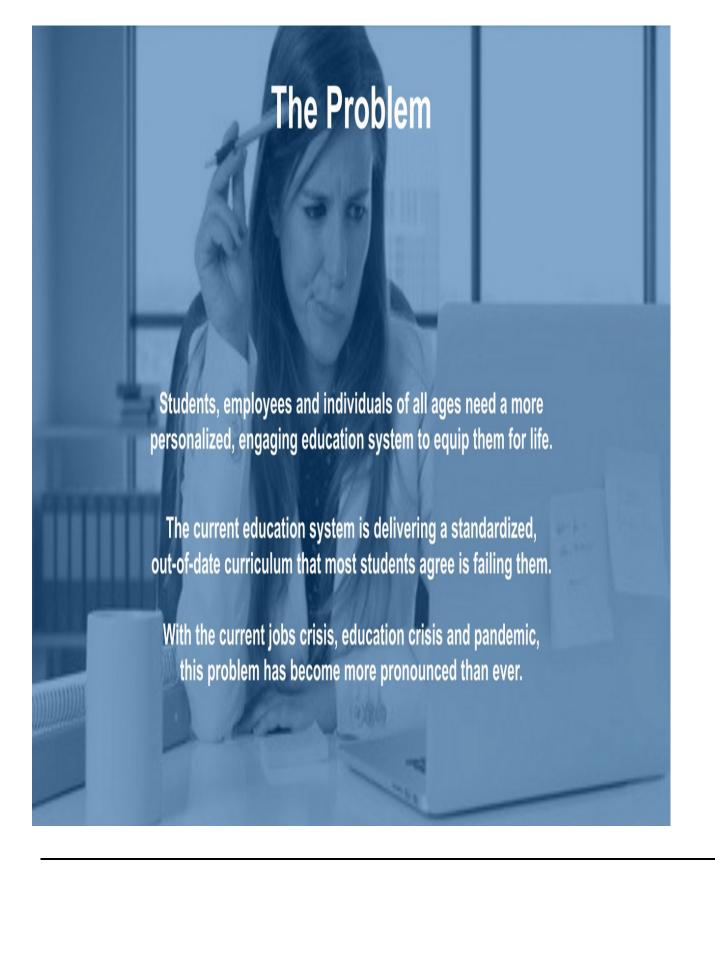
Our financials show the growth of Genius Group as we have grown from one company to eight companies in the group.



Our Revenue Growth

Our revenue growth has been the result of both organic growth and growth by acquisition, with three revenue segments.





The Problem

This problem has been highlighted in the 2020 World Economic Forum white paper, on the need for a 21st century education system

Schools of the Future

Defining New Models of Education for the Fourth Industrial Revolution



The World Economic Forum Education 4.0 Framework

Global citizenship skills

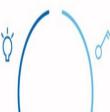
To include content that focuses on building awareness about the wider world, sustainability and playing an active role in the global community.

Personalized and self-paced learning

From a system where learning is standardized, to one based on the diverse individual needs of each learner, and flexible enough to enable each learner to progress at their own pace.

Innovation and creativity skills

To include content that fosters skills required for innovation, including complex problemsolving, analytical thinking, creativity and systems-analysis.



Accessible and inclusive learning

From a system where learning is confined to those with access to school buildings to one in which everyone has access to learning and is therefore inclusive.

Technology skills

To include content that is based on developing digital skills, including programming, digital responsibility and the use of technology.



Problem-based and collaborative learning

From process-based to project and problem-based content delivery, requiring peer collaboration and more closely mirroring the future of work.

Interpersonal skills

To include content that focuses on interpersonal emotional intelligence (i.e. empathy, cooperation, negotiation, leadership and social awareness).

Lifelong and student-driven learning

From a system where learning and skilling decrease over one's lifespan to one where everyone continuously improves on existing skills and acquires new ones based on their individual needs.

https://www3.weforum.org/docs/WEF Schools of the Future Report 2019.pdf

Our Solution

We deliver a personalized life long education system with an Al-driven Edtech platform and a 21st century curriculum



Our Stakeholders



For Students

For students who struggle with the current one-size-fits-all schooling system, we provide a personalized program helping them Ignite their genius and design a life where earning and learning become lifelong activities.



For Parents

For parents we provide an option for a globally-accredited schooling system accessible online anytime, giving them choices that best suit their circumstances and help their children to succeed.



For Teachers

For teachers, who are often underappreciated and underpaid, we provide a platform that recognizes and rewards thought leaders for their valuable content, enabling the best coursework to be shared globally.



For Schools & Colleges

For schools and colleges, we provide a cutting-edge curriculum preparing students to create their own jobs in a changing global economy as well as learn key life skills alongside our global community.



For Companies

For companies struggling to find employees with adequate leadership and technical skills, we provide company-sponsored programs creating a global stream of employable students and leaders updated to the needs of the times.



For Government

For governments, our mission is to provide an alternative to the current system and train people to overcome various limitations on how rapidly they can innovate, especially given the current state of the education system due to the COVID-19 pandemic.

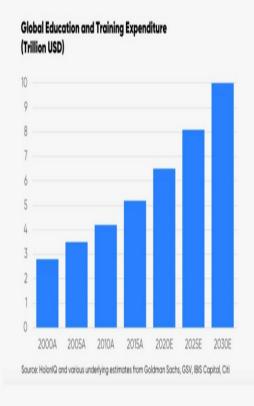
A \$10 Trillion Market Ready for Disruption

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)

K12 over \$5 Trillion by 2030

2030E Global Education and Training Expenditure (Trillion USD)





Our Three Phase Strategy

We are following three five-year phases in our growth to establish ourselves as a leading global curriculum to rival existing accredited curriculums.

Phase One 2015 to 2020

EDUCATE ENTREPRENEURS

For the first five years we have been focusing on entrepreneurs who are willing to self-fund their education.

This has enabled us to grow globally to over 1.4 million members and to self-fund our growth with our students becoming our investors.

Phase Two 2020 to 2025

EXPAND TO SCHOOLS

We have begun our second phase with the acquisition of a series of education based companies serving early learning, primary, secondary schools and university.

Our goal is to integrate our education tools into the existing education system through licenses, partnerships and acquisitions.

Phase Three 2025 to 2030

ALTERNATIVE CURRICULUM

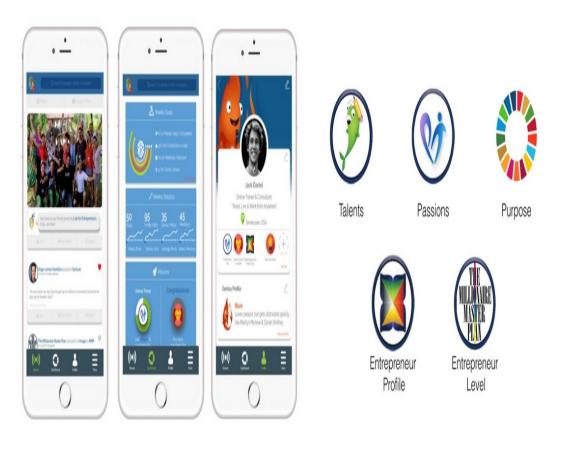


After growing our reputation with educators, schools and universities, we aim to have our curriculum accredited in the US, UK, Asia and Australia as an alternative to the existing curriculums. We believe this will be the first fully accredited life long learning curriculum.

Our Edtech Platform

Our GeniusU Edtech platform includes assessments algorithms which provide us with intelligent data on each student's interests, entrepreneur level and social connections.

Genie, Genius U's A.I. virtual assistant, gives each student and faculty member personalized recommendations on what courses to take, how to upskill, who to meet and where to go based on their step in the curriculum, their stage of business growth, global location and interests, together with their personal values, vision, passions, talents, and purpose.



Our Learning Experience

Our students join as free students and then progress to course and diploma students, with their A.I. Genie guiding them on their personalized path.



Our C.L.E.A.R. Philosophy

Our Students earn Genius Entrepreneur Merits (GEMs) for each step they take to Connect, Learn, Earn, Act and Review, gamifying their learning experience.



Our Faculty Partners

We have over 2,500 certified mentors and trainers delivering online and in person education with content from world famous entrepreneurs and NY Times bestselling thought leaders





Jack Canfield









Chris & Janet

Passion



Roger Hamilton





JJ Virgin

Nutrition



Phil Town

Investment

Mari Smith

Social Media

Over 2,500 **Certified Trainers**











Our 10 Genius Principles

Our Genius Curriculum is based on 10 principles, which we believe create distinct points of difference compared to the traditional education system and other Edtech companies.



Genius Story: Sandi Herrera

After working at Zappos in Las Vegas, Sandi left the company with an ambition of 'delivering happiness' to schools. She joined GeniusU in 2015, first as a student and then as a mentor. She has since grown Genius School in the US as well as her own teacher training company, Educator Dynamics, with Zappos now sponsoring her Genius Camps.







Sandi's Genius Journey

2015: Joined Genius U after taking the Genius Test

2015: Attended the Global Entrepreneur Summit

2015: Became certified on GeniusU as a Performance Consultant

2016: Joined 12 Month Crystal Circle Mentoring Program

2017: Joined Genius School team and launched Educator Dynamics

2018: Launched Genius School US with first Genius Camps

2019: Brought former employer Zappos in as a main sponsor

2020: Pivoted during pandemic with mentoring: \$15,000 to \$200,000

2021: Representing Genius Group at GSV EdTech Summit in San Diego

"The key to growing as an educator is to keep company with others who uplift you, whose presence inspires you, and whose dedication drives you."

- Sandi Herrera, Genius Partner since 2018

Our Student Pathway

Every day over 1,000 new students join our community.

Each takes a personalized journey on an education pathway that gives them relevant skills that they can implement immediately.

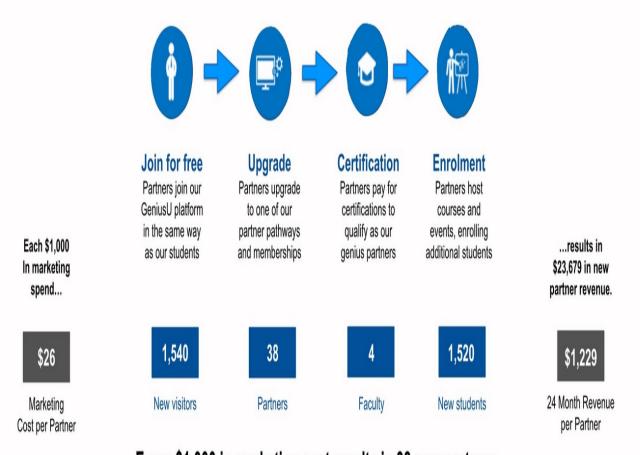


Every \$1,000 in marketing cost results in 1,326 new students, \$1,860 within 12 months and \$20,501 within 24 months: 20.5x ROAS

Our Partner Pathway

Every month over 150 new partners join our community.

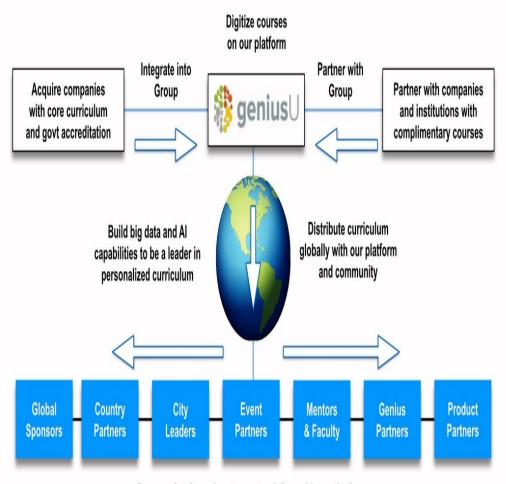
Each earns as community partners building local learning communities or faculty partners creating online microschools.



Every \$1,000 in marketing cost results in 38 new partners, and \$46,702 in Partner Revenue within 24 months: 46.7x ROAS

Our Growth Model

We plan to maintain our current growth rate with a four-step model of acquisition, integration, digitization and distribution.



Grow our faculty and partner network for rapid growth of our high tech, high touch education experience.

Our Acquisition Criteria

CURRICULUM

Targeting education and vocational training companies that will contribute to our entrepreneur education curriculum and faculty:

- 1. \$2M-\$10M in revenue
- 2. US, UK, Asia or Australia
- 3. Government accredited
- 4. Ability to acquire for shares or vendor financing
- 5. Loyal client base
- 6. Certified trainers
- 7. Capable leadership

CAMPUSES

Targeting schools and vocational training colleges that will contribute to our family of campuses around the world:

- 1. \$5M-\$15M in revenue
- 2. US, UK, Asia or Australia
- 3. Government accredited
- 4. Ability to acquire for shares or part cash, part shares.
- 5. Loyal student base
- 6. Experience faculty
- 7. Capable leadership

EDTECH

Targeting EdTech companies that have strong technology and growth, which can complement our GeniusU platform and user base:

- 1. \$10M-\$25M in market value
- 2. Good growth record
- 3. Ability to acquire for shares or part cash, part shares.
- 4. Active and growing user base
- 5. Strategic partnerships
- 6. Strong tech team
- 7. Capable leadership

Our Board

The Genius Group team includes over **200 full time staff and 7,500 partners** with teams, locations and offices divided across 3 geographic regions: NASA, EMEA & APAC. Our teams operate from over 40 cities in USA, South America, Europe, Africa, Asia & Australia. The curriculum is delivered in 7 major languages to a global community.



Roger Hamilton, CEO

Roger is Founder of Genius Group, Entrepreneur Resorts and Entrepreneurs Institute. He is a New York Times Bestselling author, futurist and social entrepreneur. He has had over 30 years experience launching and building companies, and has spent the last 10 years building the current group. In 2017 he took Genius Resorts public with the team on the Seychelles Stock Exchange and is now focused on the group IPO on NYSE American.



Richard J. Berman, Director

Richard is a director of four public NASDAQ companies – Cryoport Inc., Comsovereign Holding Corp., BioVie Inc., and Context Therapeutics Inc., and over the last decade he has served on the board of five companies that have reached over one billion dollars in market cap – Cryoport, Advaxis, EXIDE, Internet Commerce Corp., and Ontrak (Catasys). His early career began with Goldman Sachs and thereafter he became the Senior Vice President of the Bankers Trust Company, where he started the mergers and acquisitions, and leveraged buyout departments.



Patrick Grove, Director

Patrick Grove is CEO and co-founder of Catcha Group. He has been listed by Bloomberg Businessweek as one of Asia's Best Young Entrepreneurs, by Business Week Asia as Top Entrepreneur under 40 and served as a judge of Talent Unleashed alongside Richard Branson and Steve Wozniak. He has listed four tech companies, with iProperty selling to a subsidiary of News Corp for A\$751m and iFlix selling recently to Tencent.

Our Board



Nic Lim, Director

Nic Lim brings 20 years of experience in hi-growth tech companies to the Board. He is Founder of 8capita and Executive Chairman and Founder of 8common Limited (listed on the Australia Securities Exchange 8CO:ASX). He is also Co-Founder of Catcha.com which has evolved and launched 3 tech IPO's. Iproperty.com (IPP:ASX), Catcha Media (CHM:MAL), iCARAsia (ICQ:ASX).



Anna Gong, Director

Anna Gong is the CEO of Perx Technologies, a leading mobile customer engagement solutions provider with investors including Golden Gate Ventures and Facebook co-founder, Eduardo Saverin. She is a sought after speaker and expert in the latest AI tech enabling customer engagement and loyalty, and is the winner of the Singapore Women Entrepreneur Award 2017.



Sandra Morrell, Director

Sandra has had over 30 years' experience in management and general management positions in banking, commerce, training and hospitality. She has most recently been COO of Entrepreneur Resorts, overseeing a multi-million-dollar portfolio of companies and a global leadership team with offices in Australia, Indonesia, Singapore, Japan, Thailand, South Africa and England. She is now Board Secretary.

Our Board



Michelle Clarke, Director and Chief Marketing Officer

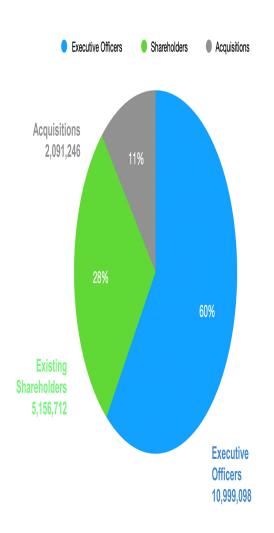
Michelle has been our Chief Marketing Officer since 2017 and a Director since 2020. Ms. Clarke founded Talent Dynamics in Partnership with Roger James Hamilton in 2009. Talent Dynamics is an extension of Wealth Dynamics for large teams and corporates. It grew into over 20 countries with over 500 mentors, before integrating into Entrepreneurs Institute in 2015. Michelle is now the Chief Marketing Officer for GeniusU Ltd, where she mainly works with the top-level partners, to grow their businesses and communities on GeniusU.



Suraj Naik, Director and Chief Technology Officer

Suraj has been our Chief Technology Officer since 2017 and Director since 2020. Prior to joining the Group, Mr. Naik created an online event ticketing and registration platform, which he later sold to Idea Wave Labs. After successfully launching Wealth Dynamics and Millionaire Master Plan, where he was responsible for executing a 4-month campaign to ensure placement of *The Millionaire Master Plan* book on the bestsellers lists of the *New York Times, USA Today*, Amazon and Barnes & Noble, Suraj led the launch of Genius U. Mr. Naik holds an MBA from James Cook University and a bachelor's degree from Maharaja Sayajirao University.

Capitalization and Ownership



CAPITALIZATION	ORDINARY SHARES
Common Shares Outstanding Pre-IPO Common Shares to be issued in closing of IPO Acquisitions	16,155,810 2,091,246 ¹
Options Reserved for Issuance (WAEP \$6.41)	5,046,895
Fully Diluted Common Shares Outstanding	23,293,951 ²

Of the 16.2 million ordinary shares that have been issued in the Company, 11 million are held by executive officers. The other 5.2 million are held by over 500 individual shareholders, who began as our students and partners. Of the 5.0 million share options reserved, all of our staff and many of our partners are participants, with a vested interest in our vision and the future success of our group.

- 1) This number may change slightly, depending on the final IPO price.
- 2) This number does not included shares to be issued upon conversion of outstanding convertible notes.

