



Leading the
Education
Revolution



Investor Presentation March 2022

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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



Delivering a Global Solution to Today's Education & Jobs Crisis

Lifelong Learning Curriculum

A Pre-IPO Group of 4 companies, and 4 IPO Acquisitions, with a plan to develop a learning pathway from 0 to 100 years old.

1,900,000 Students on GeniusU

Learning for free on our Edtech platform, with their own personal A.I. Genie, and 35,000+ students paying to learn.

US Based University

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

\$24.2 Million

2020 Pro forma Group revenue, including IPO Acquisitions

Property Investors Network

UK based investor education company, an IPO Acquisition.

9,800+ GeniusU Partners

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

Global Locations

2 IPO acquisitions: New Zealand based early learning company and South Africa based school joining our Entrepreneur Resorts and Cafe 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.



IPO Acquisition
New Zealand
\$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)

677
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



IPO Acquisition
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.

\$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.



Based in Singapore

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.

\$7.6 M

2020 Pro forma
revenue
(91% of total)

1,903,726

Total Students
June 2021

\$6.4 M

2021 H1 Pro forma
revenue
(86% of total)

35,555

Total Paying Students
June 2021



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.



Operating in Bali, Singapore and South Africa

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

IPO Acquisitions

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.



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
(5% of total)

732

Total Students
June 2021

\$0.5 M

2021 H1 Pro forma revenue
(3% of total)

732

Total Paying Students
June 2021



Operating in South Africa

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

2020 Pro forma revenue
(3% of total)

677

Total Students
June 2021

\$0.4 M

2021 H1 Pro forma revenue
(3% of total)

677

Total Paying Students
June 2021



Operating in California, USA

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)

3,102

Total Students
June 2021

\$3.5 M

2021 H1 Pro forma revenue
(25% of total)

3,102

Total Paying Students
June 2021



Operating in 52 countries

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.

\$4.6 M

2020 Pro forma revenue
(19% of total)

146,614

Total Students
June 2021

\$3.2 M

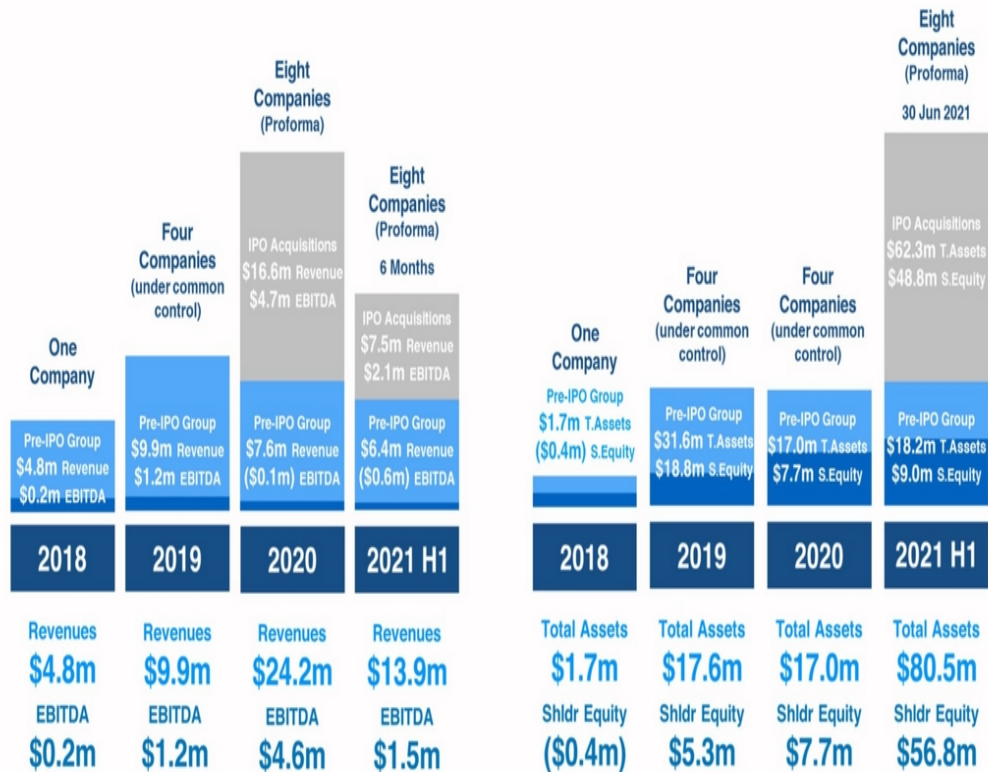
2021 H1 Pro forma revenue
(23% of total)

26,368

Total Paying Students
June 2021

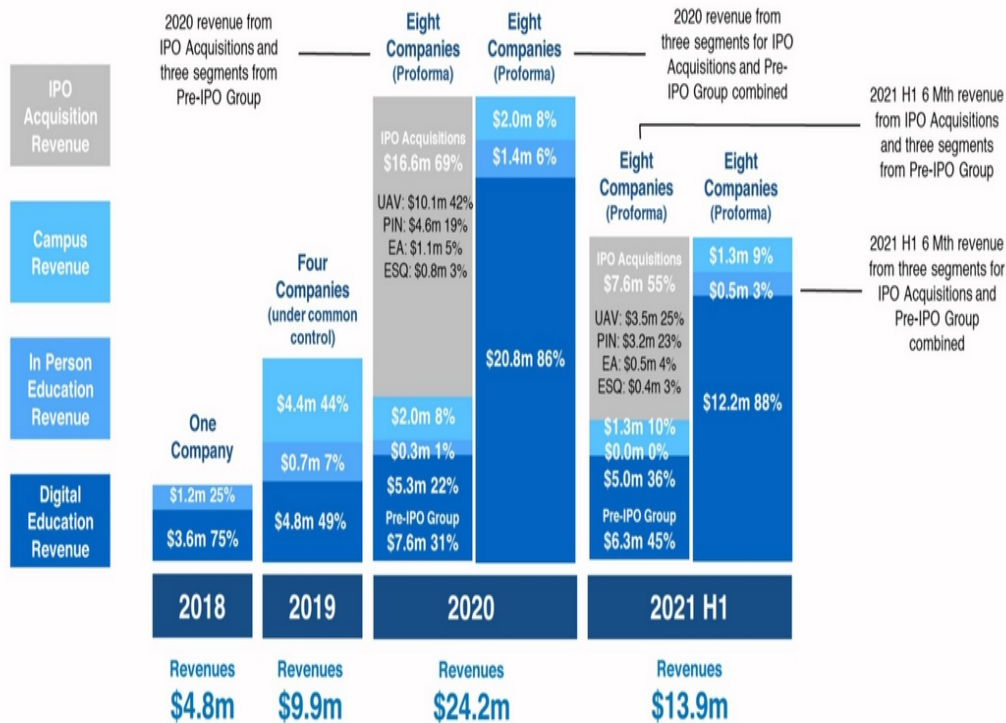
Our Financial Growth

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

Students, employees and individuals of all ages need a more personalized, engaging education system to equip them for life.

The current education system is delivering a standardized, out-of-date curriculum that most students agree is failing them.

With the current jobs crisis, education crisis and pandemic, this problem has become more pronounced than ever.

The Problem

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

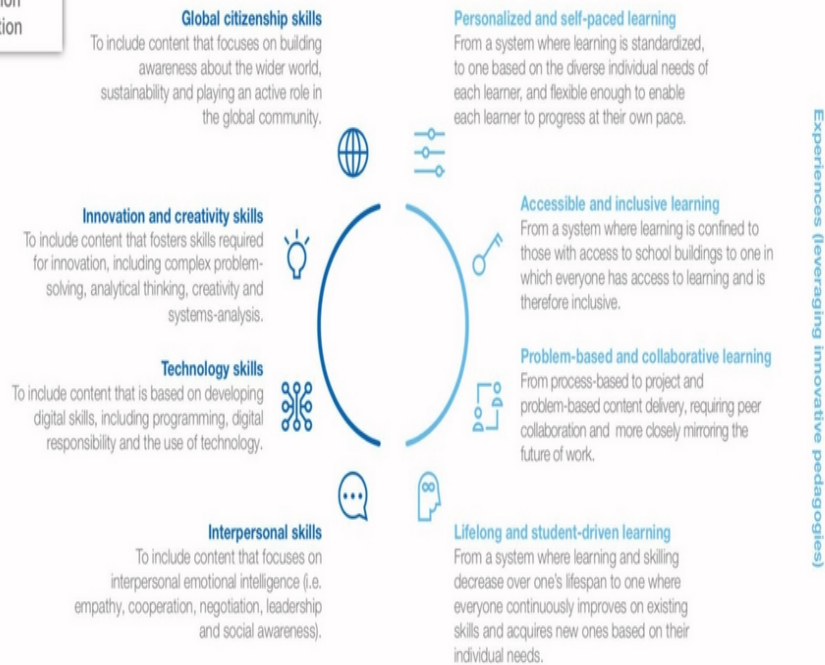
Schools of the Future

Defining New Models of Education for the Fourth Industrial Revolution



Content (built-in mechanisms for skills adaptation)

The World Economic Forum Education 4.0 Framework



https://www3.weforum.org/docs/WEF_Schools_of_the_Future_Report_2019.pdf

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.

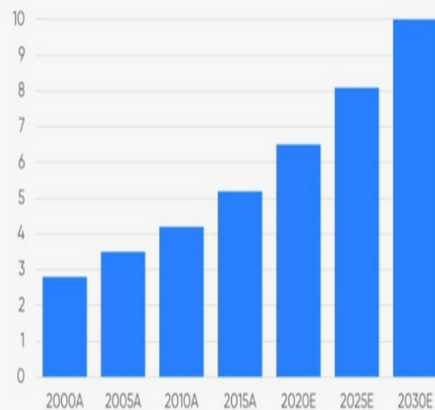


A \$10 Trillion Market Ready for Disruption

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)

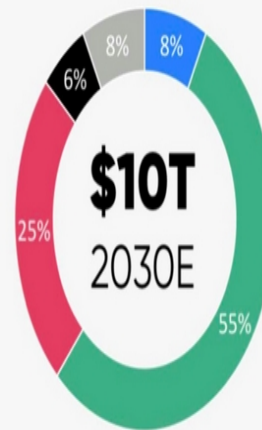
Global Education and Training Expenditure
(Trillion USD)



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)

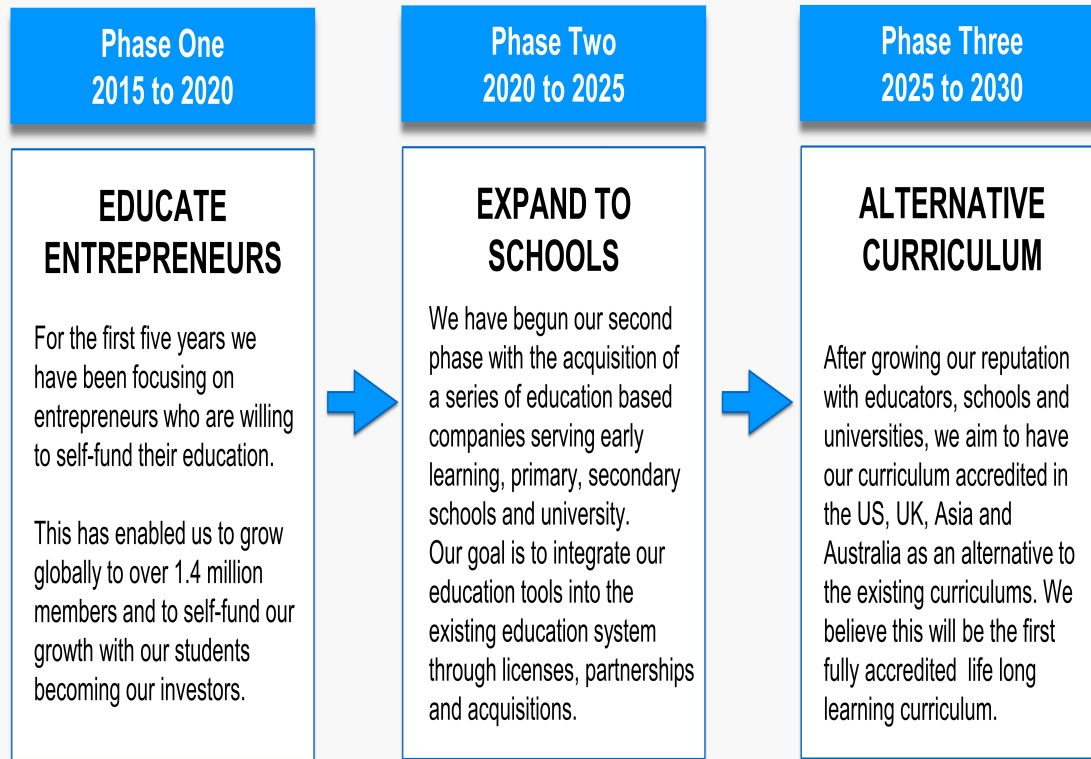


■ Pre K ■ K-12 ■ Post Secondary ■ Corporate ■ Lifelong Learning

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

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.



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, GeniusU'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.



Talents



Passions



Purpose



Entrepreneur
Profile



Entrepreneur
Level

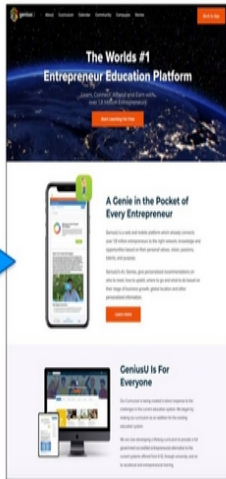
Our Learning Experience

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.

Join a free event or course



Register on GeniusU



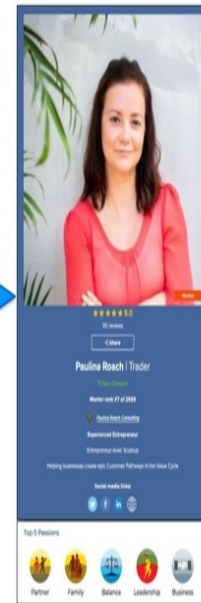
Take assessments to personalize your journey



Follow a personalized learning path



Build your GeniusU profile



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

NY Times Bestselling Authors



Jack Canfield

Success



Roger Hamilton

Business



Phil Town

Investment



Chris & Janet

Passion



JJ Virgin

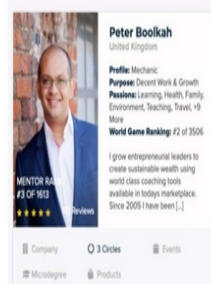
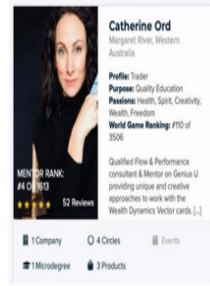
Nutrition



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 GeniusU 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

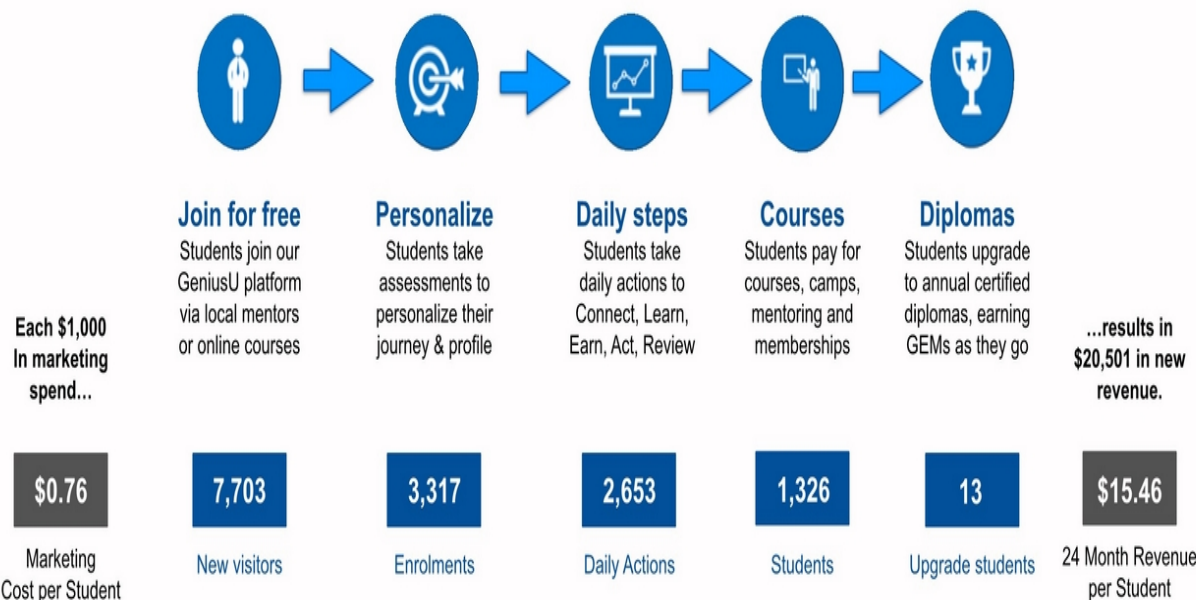


"The key to growing as an educator is to keep company with others who uplift you, whose presence inspires you, and whose dedication drives you."

- Sandi Herrera, Genius Partner since 2018

Our Student Pathway

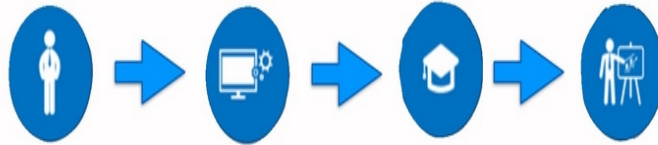
Every day over 1,000 new students join our community.
Each takes a personalized journey on an education pathway that gives them relevant skills that they can implement immediately.



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.



Join for free

Partners join our GeniusU platform in the same way as our students

Upgrade

Partners upgrade to one of our partner pathways and memberships

Certification

Partners pay for certifications to qualify as our genius partners

Enrolment

Partners host courses and events, enrolling additional students

Each \$1,000
In marketing
spend...

\$26

Marketing
Cost per Partner

1,540

New visitors

38

Partners

4

Faculty

1,520

New students

...results in
\$23,679 in new
partner revenue.

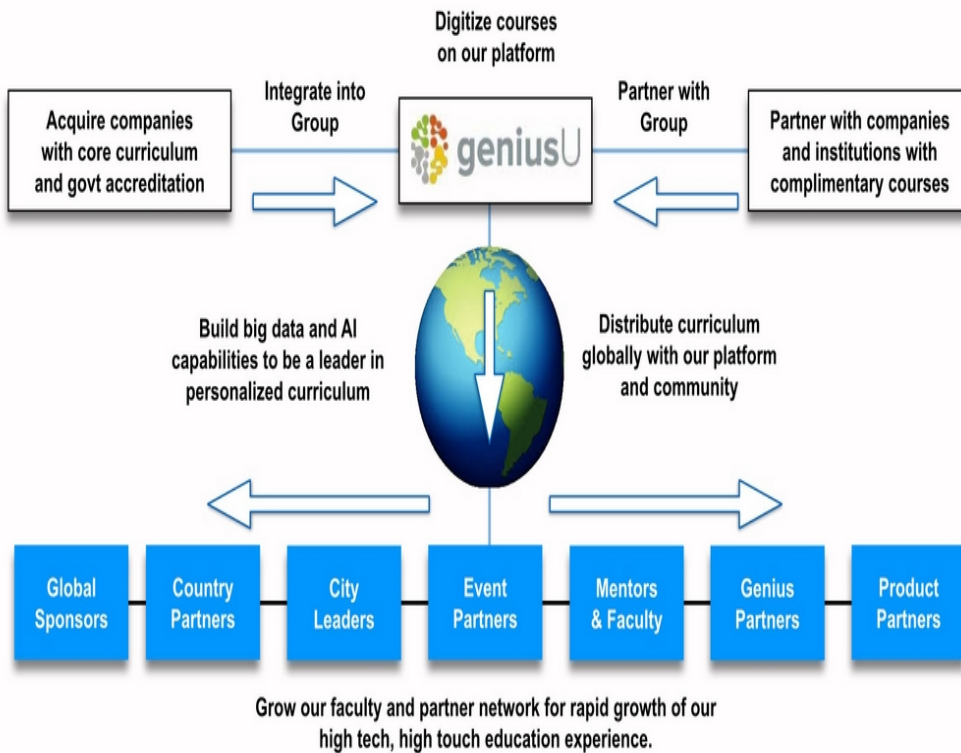
\$1,229

24 Month Revenue
per Partner

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.



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
-

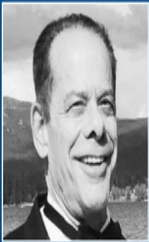
Our Board

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

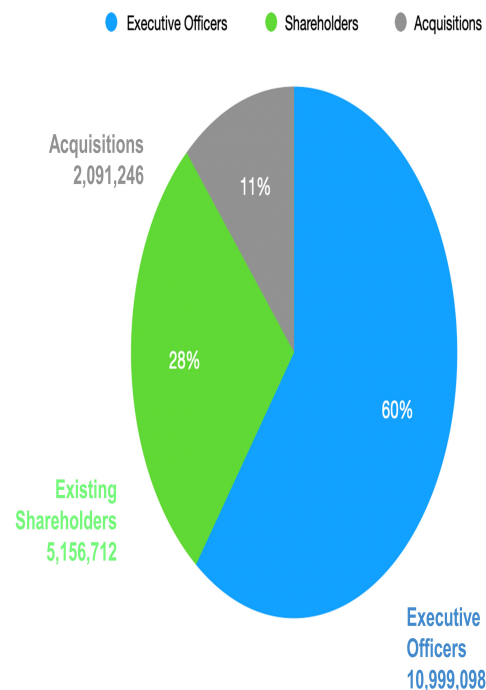
Michelle has been our Chief Marketing Officer since 2017 and a Director since 2020. Ms. Clarke founded Talent Dynamics in Partnership with Roger James Hamilton in 2009. Talent Dynamics is an extension of Wealth Dynamics for large teams and corporates. It grew into over 20 countries with over 500 mentors, 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 GeniusU. 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	16,155,810
Common Shares to be issued in closing of IPO Acquisitions	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 include shares to be issued upon conversion of outstanding convertible notes.



Genius Group

“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.”

Thank you.
