
**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 June, 2024

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.

Exhibit Index

Exhibit

99.1 [Genius Group Announces Updated Investor Presentation and Compliance with NYSE Guidelines on Audit Opinion](#)
99.2 [Investor Presentation](#)

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: June 6, 2024

By: /s/ Jolie Kahn
Name: Jolie Kahn
Title: Counsel

Genius Group Announces Updated Investor Presentation and Compliance with NYSE Guidelines on Audit Opinion

SINGAPORE, June 6, 2024 – Genius Group Limited (NYSE American: GNS) (“Genius Group” or the “Company”), a leading AI-powered education group, today announced the issuance of an updated investor presentation for their attendance at the MicroCap Rodeo Spring Into Summer Investor Conference.

Specific highlights included within the Investor Presentation

- 2023 results including \$70 million pro forma revenue, 150% pro forma revenue growth, 52% gross margin and 5.5 million students.
- 10x revenue growth in the last 3 years and plan to 10x again, with its target plan to reach 100 million students, 100 Genius Cities and \$1 billion revenue.
- Freemium to premium edtech model with target KPIs of under \$1 cost per student leading to \$10 revenue per student per year, delivering a ROAS (Return on Acquisition Spend) of 10x annually.
- Genius City learning ecosystems in partnership with schools, startups, businesses and government - each with a target of \$10 million in revenue within three years.
- 2024 revenue growth forecast of 50% in comparison to the 14% average of its Edtech peers, and its 0.7x price / revenue ratio in comparison to the 4.7x average of its peers.

Compliance with NYSE Guidelines on Audit Opinion

As previously disclosed in its Annual Report on Form 20-F for the year ended December 31, 2023, which was filed on May 15, 2024 with the Securities and Exchange Commission, the audited financial statements contained an unqualified audit opinion from its independent registered public accounting firm that included an explanatory paragraph related to the Company’s ability to continue as a going concern. See further discussion in the footnotes to the Company’s financial statements included in the Company’s Annual Report on Form 20-F. This announcement is being made solely to comply with the NYSE American LLC Company Guide Section 610(b), which requires public announcement of the receipt of an audit opinion containing a going concern paragraph. This announcement does not represent any change or amendment to the Company’s financial statements or to its Annual Report on Form 20-F for the year ended December 31, 2023.

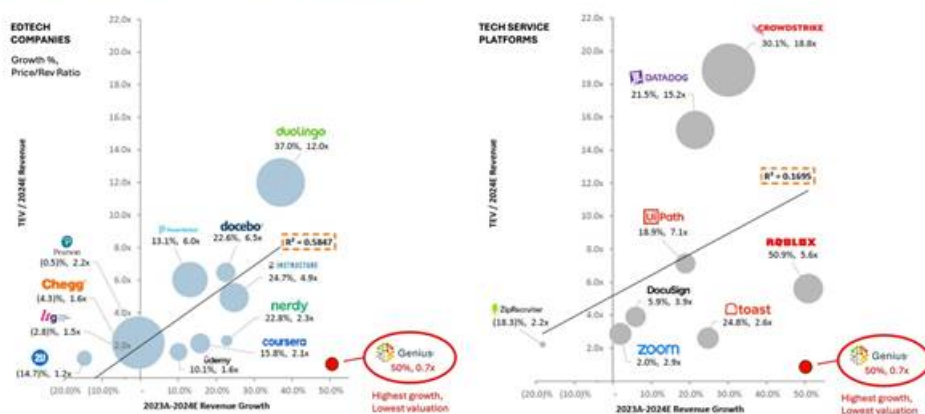
Stronger Balance Sheet

Following the filing of the Company’s 20-F and the recently announced warrant exercise, Genius Group management believes the Company’s cash management balance sheet improvement efforts are proving successful. Adrian Reese, Genius Group’s Chief Financial Officer, said “In the last six months, the company has been successful in paying in full its convertible note, completing a series of successful financing initiatives and clearing a considerable amount of contingent liabilities.”

Genius Group’s CEO, Roger Hamilton, added “As we execute our growth plan, we are increasing our communication and outreach to institutional investors, family offices and investment funds. With 2024 guidance of over \$100 million in revenue and year-on-year growth of 50%, we believe we are now reaching a size that is attractive to more investors. We believe we have a strong position in the rapidly growing AI revolution, and have begun sharing our growth story through more virtual roadshows and investor conferences.”

The Company’s new Investor Presentation can be viewed at: <https://ir.geniusgroup.net/>

Market Context – Comparables



About Genius Group

Genius Group (NYSE: GNS) is a leading provider of AI-powered, digital-first education solutions, disrupting the highly standardized system of traditional education with a personalized, flexible and life-long learning curriculum for the modern student. Genius Group services 5.4 million users in over 100 countries, providing personalized curriculums for individuals, enterprises and governments. The comprehensive, AI-powered platform offers programs for K-12 education, accredited university courses and skills-based courses for entrepreneurs. To learn more, please visit <https://www.geniusgroup.net/>.

Forward-Looking Statements

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

Many factors could cause actual future events to differ materially from the forward-looking statements in this press release, including but not limited to: the Company’s goals and strategies; the Company’s future business development; changes in demand for online learning; changes in technology; fluctuations in economic conditions; the growth of

the online learning industry the United States and the other markets the Company serves or plans to serve; reputation and brand; the impact of competition and pricing; government regulations; and assumptions underlying or related to any of the foregoing and other risks contained in reports filed by the Company with the Securities and Exchange Commission (the "SEC"). For these reasons, among others, investors are cautioned not to place undue reliance upon any forward-looking statements in this press release. Additional factors are discussed in the Company's filings with the SEC, which are available for review at www.sec.gov. The Company undertakes no obligation to publicly update these forward-looking statements to reflect events or circumstances that arise after the date hereof.

Investor Relations

MZ Group - MZ North America
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GNS@mzgroup.us
www.mzgroup.us



Genius Group

NYSE: GNS

Investor Presentation | May 2024

Forward Looking Statements

Financial information contained in this presentation is current as of December 31, 2023, as filed in the company's 20-F Annual Report, available at <https://ir.geniusgroup.net>

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

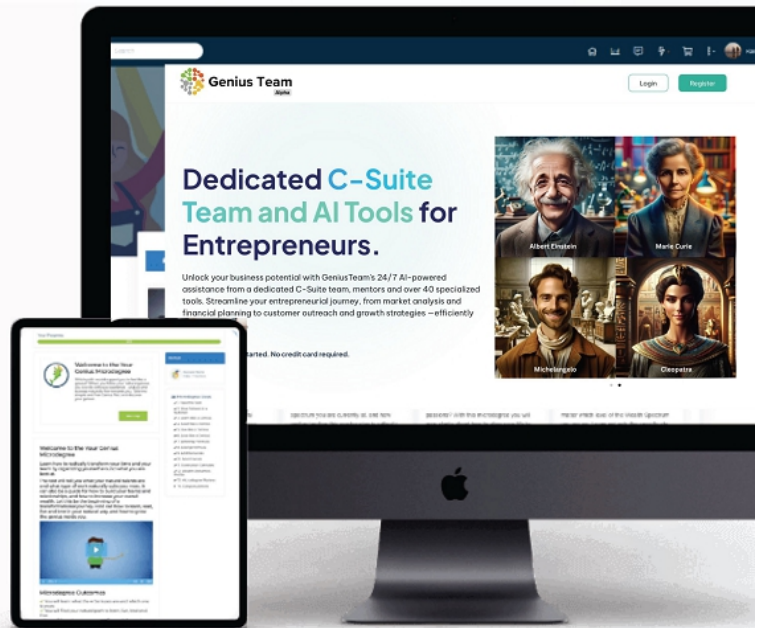
The Company's financial statements are prepared according to IFRS. This presentation includes certain non-IFRS financial measures, which are different from financial measures calculated in accordance with IFRS. Such non-IFRS financial measures should be considered in addition to and not as a substitute 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.

Leading the AI Education Revolution

We believe we are the world's most powerful AI education and acceleration platform to prepare students, entrepreneurs, businesses, and governments for the Exponential Economies of Tomorrow





We deliver AI training and AI tools to 5.5 million students on our Edtech platform, generating over \$70 million in pro forma revenues in 2024. We have experienced 10X revenue growth in the last 3 years, and plan to 10X again by 2030.

10M → 100M Students: by 2030	15K → 150K Partners: by 2030
\$0.1B → \$1.0B Revenue by 2030	10 → 100 Genius Cities by 2030



Company Snapshot

Genius Group is a Singapore based company, publicly listed on NYSE American, positioned to lead the AI education revolution with the people, products and scalable model to deliver exponential growth.

Performance		People		Potential	
2023 Pro Forma Revenue \$70m	Pro Forma Revenue Growth 150%	 Roger Hamilton, CEO	 Salim Ismail, Director	2030 Global Market Size* \$10T	2020-25 AI Sales Growth 600%
2023 Gross Margin 52%	2023 Students 5.5m	 Michael Moe, Chairman	 Adrian Reese, CFO	Current Issued Shares in GNS 186m	Current GNS Price to Sales Ratio 0.7x



The Most Powerful Solution in a \$10T Market

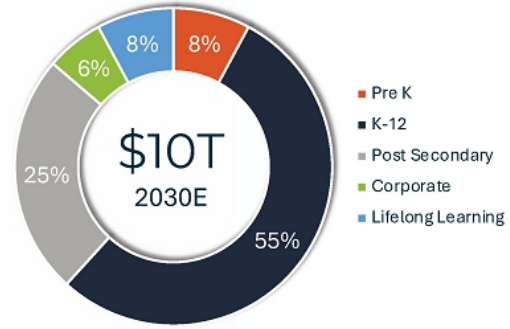
We sell the "shovels" for the AI "gold rush" upending jobs & education status quo, ill prepared for the uncertainty and upheavals of the disruption

Global Education & Upskilling Spend
\$ in Trillions



Education is growing at 4.5% CAGR, totally +6% of global GDP

2030E Global Education & Upskilling Segments
\$ in Trillions



K12 over \$5 Trillion by 2030



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

AI Powered Education: The Future of Learning

AI delivers personalized education at scale, giving students the learning they need, when they need it.

Join a free event or course

Register on GeniusU and meet your AI Guide

Personalize your journey with AI

Follow a personalized learning path with AI training and AI tools

Build your Learning profile

The Global Problem

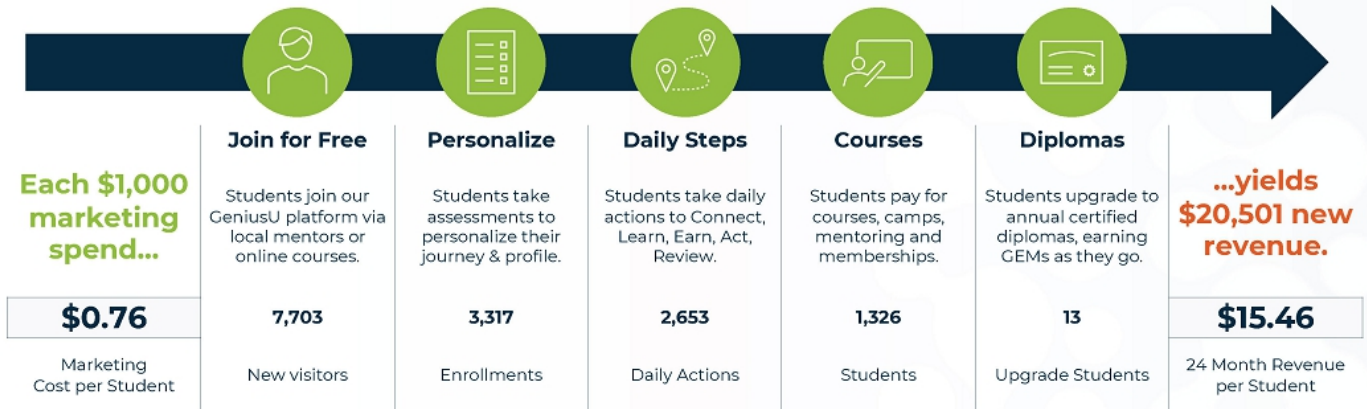
Students, employees and entrepreneurs of all ages need relevant training and tools for the future of work.

Our Global Solution

An AI-Driven High Touch ecosystem of AI training and AI tools, connected by a High Tech global platform.

Our Genius Formula Growth Multiplier

Our Freemium to Premium model has target KPIs of under \$1 cost per student leading to \$10 revenue per student per year, delivering a ROAS (Return on Acquisition Spend) of 10x annually.



Every \$1,000 in acquisition costs yields 1,326 of new students, \$1,860 within 12 months and \$20,501 within 24 months: 20.5x ROAS



Our Genius City Growth Multiplier

We are launching local Genius City learning ecosystems in partnership with schools, startups, businesses and government - each with a target of \$10 million in revenue within three years.



B2S: Students

AI-powered education system empowering school & university students for the future of work.



B2E: Entrepreneurs

AI-powered training and tools to exponentially grow and scale purpose-driven ventures.



B2B: Business

AI-powered training platform and peer intelligence to prepare and equip enterprises for the future.



B2G: Government

AI-powered, sovereign-centred, exponential ecosystem linking the success of all stakeholders.

ENTREPRENEUR EDUCATION: B2S & BSC

EXPONENTIAL EDUCATION: B2C & BSB

AI IMPLEMENTATION: B2B & BSG



The Exponential Genius Cycle – Our Product Range

Our products cover four customer segments within the Genius Cycle, creating an exponential ecosystem through AI Education & Acceleration at the **Genius City** and **Genius Nation** level.

Business to Students (B2S) Education

Government funded, K-12 & University curriculum and schools based on entrepreneurial, exponential mindset, skills & technology

Business to Government (B2G) Training

Government directed AI, Web3 & public-private infrastructure to enable sustainable future focused innovation culture & ecosystem

Genius Cycle



Business to Entrepreneur (B2E) Training

Pre-paid skills training for leaders, entrepreneurs & investors in entrepreneurial, exponential skills & technology

Business to Business (B2B) Courses

Company funded City Summits, Company Sprints and Industry Accelerators to train future focused pioneers with full AI SAAS & Web3 intel systems



Disruptive AI Acceleration Model Drives Growth

We target 100 million students and \$1B revenue by 2030*

Growth Drivers

Efficient customer acquisition in marketing & upsell

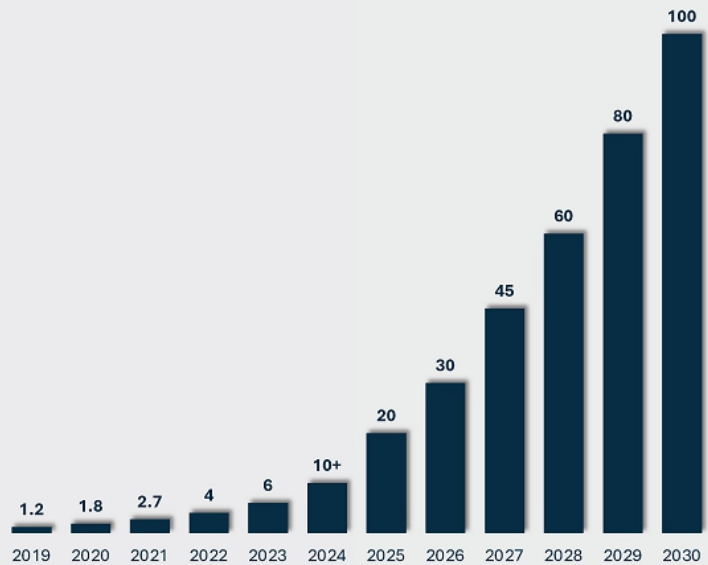
AI guidance & permissioned data moat enable **lifelong, personalized content**

Online assessments & AI guides broaden education **access** to populations globally

Genius Cities GTM & Peer Intelligence **AI tools and exponential technologies** for the future of work



Genius Students* (in millions)



*2024 – 2030 are internal targets and should not be viewed as financial forecasts

Financial Summary

2023 Full Year Audited Results

Annual Revenue 2020 – 2023

(in millions)

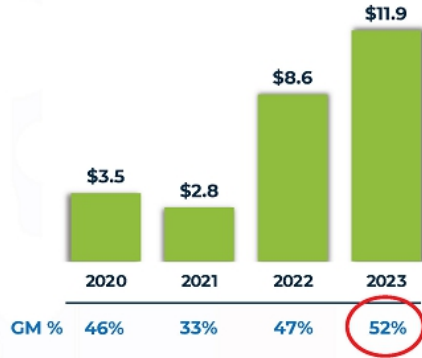
27% YoY Growth



Gross Profit 2020 - 2023

(in millions)

38% YoY Growth



Number of Students

24% YoY Growth

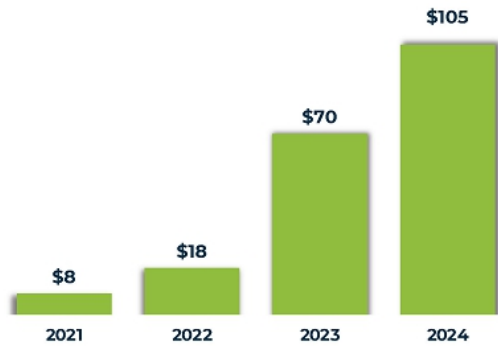


Financial Summary – Pro Forma*

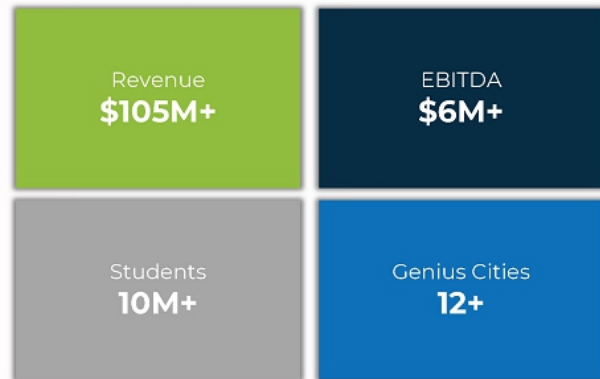
Accelerating Revenues and Efficiencies Driving EBITDA Growth

Annual Revenue 2021 – 2024

(in millions)



2024 Guidance



* Pro Forma revenue including FatBrain AI acquisition and excluding ERL



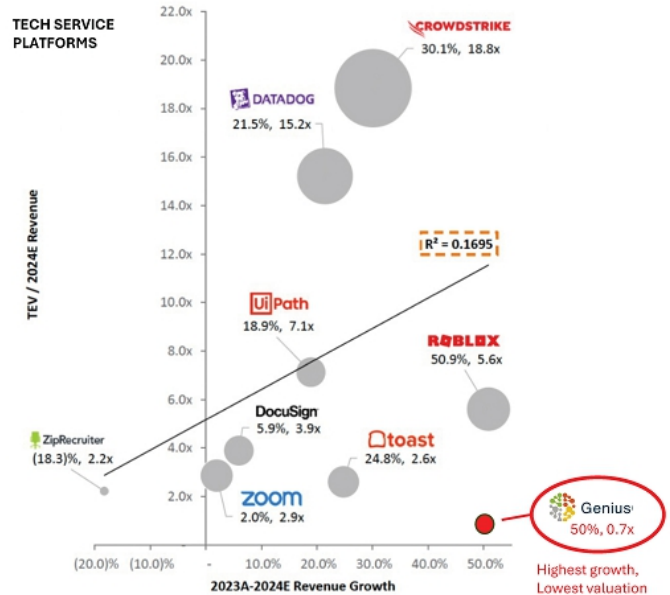
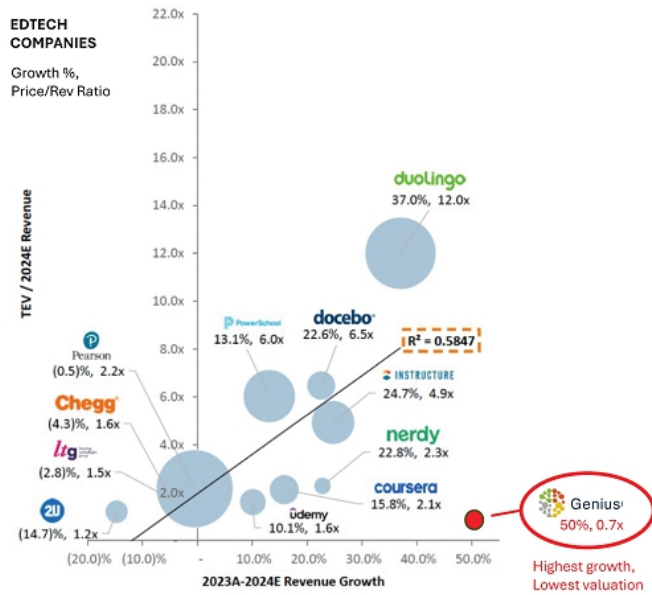
Market Context – Comparables

Online education, content creation and AI-generated services comps show a significant valuation disconnect, providing investors with a compelling investment proposition

TICKER:	COMPANY:	MARKET CAP:	EV:	P/2023 REV:	P/2024 REV:	2023 REV:	2024 REV:	2024 REV Y/Y:
DUOL	Duolingo Inc	9,133	8,386	17.2x	12.6x	531	728	37.0%
DCBO	Docebo	1,363	1,444	7.5x	6.2x	181	222	22.6%
RBLX	Roblox Corp	23,889	22,693	8.5x	5.7x	2,799	4,175	49.1%
U	Unity Software Inc	9,788	11,141	4.5x	5.3x	2,187	1,832	-16.2%
NTES	NetEase Inc (ADR)	62,431	48,156	4.3x	3.9x	14,604	15,818	8.3%
SPOT	Spotify Technology SA	61,543	58,815	4.3x	3.7x	14,322	16,671	16.4%
DBX	Dropbox Inc	7,889	8,196	3.2x	3.1x	2,502	2,545	1.7%
ETSY	Etsy Inc	7,700	8,939	2.8x	2.8x	2,748	2,799	1.8%
COUR	Coursera	1,496	769	2.4x	2.1x	636	702	10.5%
UDMY	Udemy	1,563	1,011	2.1x	2.0x	729	799	9.6%
GNS	Genius Group Ltd	70	90	1.0x	0.7x	70	105	50.0%
AVERAGE				5.7x	4.7x			



Market Context – Comparables



Key Takeaways

The world's most powerful AI Education and Acceleration platform

- Upskills individuals for AI upending jobs & education status quo, ill prepared for the uncertainty and upheavals of the disruption
- Billions of dollars being invested globally

Software, solutions, and expertise to leverage trillion-dollar shift from attention to intimacy

- Students, entrepreneurs, businesses and governments, via localized Sovereign AI
- Efficient, personalized online model

Rapidly scaling

- Student growth of ~100% to 10M+ in 2024
- Pro Forma Revenues growing 50% to \$105M
- EBITDA growing to \$6M

Experienced management with high insider ownership



12 Genius Cities in 2024 to drive exponential growth

\$10 Trillion education market ready for disruption

Targeting **100 million** students by 2030

Low-cost student acquisition model yields **10x or greater ROAS**

Revenue of \$105 Million expected in 2024

0.8x 2023 Revenue = **Attractive Valuation**

Internal targets and should not be viewed as financial forecasts



FY 2023 Earnings Presentation | May 2024

Genius Group

NYSE: GNS

1024,256



Investor Relations

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