

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

AMENDMENT NO. 1 TO FORM F-1
REGISTRATION STATEMENT UNDER
THE SECURITIES ACT OF 1933

GENIUS GROUP LIMITED

(Exact name of Registrant as specified in its charter)

Not Applicable

(Translation of Registrant's name into English)

Singapore

(State or other jurisdiction of
incorporation or organization)

8200

(Primary Standard Industrial
Classification Code Number)

Not Applicable

(I.R.S. Employer
Identification number)

**8 Amoy Street, #01-01
Singapore 049950
Tel: +65 8940 1200**

(Address, including zip code, and telephone number, including area code, of Registrant's principal executive offices)

**Jolie Kahn, Esq.
12 E. 49th Street, 11th floor
New York, NY 10017
Tel: (516) 217-6379**

Fax: (866) 705-3071 (Name, address, including zip code, and telephone number, including area code, of agent for service)

**Copies of all communications, including communications
sent to agent for service, should be sent to:**

**Jolie Kahn, Esq.
12 E. 49th Street, 11th floor
New York, NY 10017
Tel: (516) 217-6379
Fax: (866) 705-3071**

Approximate date of commencement of proposed sale to the public: As soon as practicable after this registration statement becomes effective.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933.

Emerging growth company

If an emerging growth company that prepares its financial statements in accordance with U.S. GAAP, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards† provided pursuant to Section 7(a)(2)(B) of the Securities Act.

† The term "new or revised financial accounting standard" refers to any update issued by the Financial Accounting Standards Board to its Accounting Standards Codification after April 5, 2012.

The Registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933, as amended, or until the registration statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.



EXPLANATORY NOTE: This Amendment No. 1 to Registration Statement on Form F-1 is being filed with the SEC merely to add an Exhibit 5.1, which is the Legal Opinion, to this Amendment No. 1 to Registration Statement on Form F-1.

Item 8. Exhibits.

Exhibit

The exhibit listed below is filed or incorporated by reference as part of this Registration Statement on Form F-1.

Exhibit Number	Description of Document
5.1	Legal Opinion
23.1	Consent of Counsel included in Exhibit 5.1.

Signatures

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form F-1 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Singapore, on June 7, 2024.

GENIUS GROUP LIMITED

By: /s/ Roger James Hamilton

Name: Roger James Hamilton

Title: Chief Executive Officer

Pursuant to the requirements of the Securities Act, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Roger James Hamilton</u> Roger James Hamilton	Chief Executive Officer, Chairman (principal executive officer)	June 7, 2024
<u>/s/ Suraj Naik</u> Suraj Naik	Chief Technology Officer, Director	June 7, 2024
<u>/s/ Jeremy Harris</u> Jeremy Harris	Chief Financial Officer (principal financial and accounting officer)	June 7, 2024
<u>/s/ Richard J. Berman</u> Richard J. Berman	Director	June 7, 2024
<u>/s/ Salim Ismail</u> Salim Ismail	Director	June 7, 2024
<u>/s/ Eric Pulier</u> Eric Pulier	Director	June 7, 2024

Power of Attorney

KNOW ALL PERSONS BY THESE PRESENTS that each individual whose signature appears below hereby constitutes and appoints Roger Hamilton, as his or her true and lawful attorney-in-fact and agent with full power of substitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments, including post-effective amendments, to this registration statement, and to sign any registration statement for the same offering covered by this registration statement that is to be effective upon filing pursuant to Rule 462(b) promulgated under the Securities Act of 1933 increasing the number of shares for which registration is sought, and all post-effective amendments thereto, and to file the same, with all exhibits thereto and all documents in connection therewith, making such changes in this registration statement as such attorney-in-fact and agent so acting deem appropriate, with the SEC, granting unto said attorney-in-fact and agent, full power and authority to do and perform each and every act and thing requisite and necessary to be done with respect to the offering of securities contemplated by this registration statement, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agent or any of them, or his, her or their substitute or substitutes, may lawfully do or cause to be done or by virtue hereof.

Pursuant to the requirements of the Securities Act, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Roger James Hamilton</u> Roger James Hamilton	Chief Executive Officer, Chairman (principal executive officer)	June 7, 2024
<u>/s/ Jeremy Harris</u> Jeremy Harris	Chief Financial Officer (principal financial and accounting officer)	June 7, 2024
<u>/s/ Suraj Naik</u> Suraj Naik	Chief Technology Officer, Director	June 7, 2024
<u>/s/ Richard J. Berman</u> Richard J. Berman	Director	June 7, 2024
<u>/s/ Salim Ismail</u> Salim Ismail	Director	June 7, 2024
<u>/s/ Eric Pulier</u> Eric Pulier	Director	June 7, 2024

Signature of Authorized Representative in The United States

Pursuant to the Securities Act of 1933, the undersigned, the duly authorized representative in the United States of Genius Group Limited, has signed this registration statement or amendment thereto in New York, NY on June 7, 2024.

By: /s/ Jolie Kahn

Name: Jolie Kahn



6 Shenton Way #07-11
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Singapore 068809
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Email: mail@joseph-lopez.com

Your Ref : To be advised
Our Ref : 202370963JL.KY.PC.eh
Date : 7 June 2024

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GENIUS GROUP LIMITED

8 Amoy Street #01-01
Singapore 049950

BY EMAIL ONLY

roger@geniusgroup.net /
gaurav@geniusgroup.net

Attention: Board of Directors of Genius Group Limited

Dear Sirs,

GENIUS GROUP LIMITED (THE "COMPANY") - REGISTRATION STATEMENT ON FORM F-1

1. We have acted as Singapore legal counsel to the Company in connection with the preparation of the Company's Registration Statement on Form F-1 (the "**Registration Statement**") being filed with the Securities and Exchange Commission under the Securities Act of 1933, as amended (the "**Securities Act**"). The Registration Statement has been filed to register the sale of the following:
 - a. Up to 8,645,000 ordinary shares issuable pursuant to the exercise of the Ordinary Share Purchase Warrant between the Company and Alto Opportunity Master Fund SPC dated 29 April 2024;
 - b. Up to 6,000,000 ordinary shares issuable pursuant to the exercise of the Ordinary Share Purchase Warrant between the Company and Alto Opportunity Master Fund SPC dated 17 May 2024;
 - c. Up to 1,221,878 ordinary shares issuable pursuant to the exercise of the Series 2024-D Ordinary Share Purchase Warrant between the Company and Alto Opportunity Master Fund SPC dated 22 May 2024;
 - d. Up to 8,571,430 ordinary shares issuable pursuant to the exercise of the Series 2024-D Ordinary Share Purchase Warrant between the Company and Armistice Capital Master Fund Ltd dated 22 May 2024;

This document is for addressee(s) only and may contain confidential information and/or may be subject to legal privilege. If you have received this in error, please contact us immediately.

Joseph Lopez LLP (Registration No. (UEN) T14LL0689B) is registered in Singapore under the Limited Liability Partnerships Act (Chapter 163A) with limited liability.


- e. Up to 1,157,143 ordinary shares issuable pursuant to the exercise of the Series 2024-D Ordinary Share Purchase Warrant between the Company and Lind Global Fund II LP dated 22 May 2024;
 - f. Up to 1,221,878 ordinary shares issuable pursuant to the exercise of the Series 2024-E Ordinary Share Purchase Warrant between the Company and Alto Opportunity Master Fund SPC dated 22 May 2024;
 - g. Up to 8,571,430 ordinary shares issuable pursuant to the exercise of the Series 2024-E Ordinary Share Purchase Warrant between the Company and Armistice Capital Master Fund Ltd dated 22 May 2024; and
 - h. Up to 1,157,143 ordinary shares issuable pursuant to the exercise of the Series 2024-E Ordinary Share Purchase Warrant between the Company and Lind Global Fund II LP dated 22 May 2024.
2. We have taken instructions solely from the Company. This opinion is being rendered solely to the Company in connection with the filing of the Registration Statement.
 3. For the purpose of rendering this opinion, we have examined copies of the following documents/instructions that were provided to us by way of emails from the Company between 28 May 2024 to 7 June 2024 and/or obtained via searches against the electronic records of the Accounting and Corporate Regulatory of Singapore ("ACRA"):
 - a. The Registration Statement;
 - b. The Constitution of the Company;
 - c. The Company's business profile information with ACRA dated 30 May 2024, confirming that the Company is a public company limited by shares;
 - d. The Constitution of the Company;
 - e. The Notice of Annual General Meeting ("AGM") dated 19 June 2023 (the "Notice of AGM") containing, among other things, a proposed resolution for the Company's shareholders (the "Shareholders") to approve, among other things, issuances of shares and instruments (the "Shareholders' Resolutions");
 - f. The minutes of AGM dated 12 July 2023 evidencing that the Shareholders' Resolutions have been duly passed;
 - g. The resolutions in writing of the board of directors of the Company dated 26 April 2024 and 9 May 2024, for the Company to take the relevant steps in respect of the matters in paragraph 1 above (collectively referred to as the "Board Resolutions"); and

- h. Such other documents as we have considered necessary or desirable in order that we may render this opinion.
4. Save as expressly provided in paragraph 5 of this legal opinion, we express no opinion whatsoever with respect to any agreement or document described in paragraph 2 of this legal opinion.
5. We have assumed:
 - a. The correctness of all facts stated in all documents provided to us;
 - b. The genuineness of all signatures and seals on all documents and the completeness, and the conformity to original documents, of all copies provided to us;
 - c. That copies of each of the Board Resolutions and Shareholders' Resolutions (collectively referred to as the "**Resolutions**") submitted to us for examination are true, complete and up-to-date copies and have not been modified, supplemented or superseded;
 - d. That the Resolutions have not been rescinded or modified and they remain in full force and effect and that no other resolution or other action has been taken which may affect the validity of the Resolutions;
 - e. That the appointment of any corporate representatives in relation to the Shareholders' approval obtained under the Shareholders' Resolutions had been validly authorised;
 - f. That the issuance and/or sale of ordinary shares referred to in this letter have been or will be validly made in accordance with the terms of the various share purchase warrants referred to in this letter ("**Share Purchase Warrants**");
 - g. That the Company was converted into a public company on 31 July 2019 in accordance and in compliance with Section 31(2) of the Companies Act 1967 of Singapore;
 - h. That the information disclosed by the searches on the Company against the electronic records of ACRA is true and complete, such information has not since then been materially altered, and the aforesaid searches did not fail to disclose any material information which has been delivered for filing but did not appear on the public file at the time of the searches;
 - i. That where a document has been submitted to us in draft form, it will be executed in the form of that draft;
 - j. The number of ordinary shares to be issued are consistent and in accordance with the commercial intent and in compliance with the provisions of the Share Purchase Warrants and the Resolutions;

- k. The Share Purchase Warrants have been validly adopted by the Company;
 - l. The board of directors of the Company or, as the case may be, such person(s) as authorised by the board of directors of the Company shall, before the allotment, issuance and delivery of the relevant shares and the Share Purchase Warrants (collectively referred to as "**Registered Securities**"), resolve to approve the allotment, issuance and delivery of such Registered Securities in accordance with the provisions of the Share Purchase Warrants and any constitutive documents thereto; and
 - m. The Registered Securities will be issued either (i) pursuant to the Shareholders' Resolutions obtained at the AGM before the conclusion of the next AGM of the Company subsequent to the date of this letter or the date by which the next AGM of the Company subsequent to the date of this letter is required by law to be held, whichever is the earlier (the "**Shareholders' Resolutions Expiration Date**"); or (ii) in the event that the Registered Securities are issued after the Shareholders' Resolutions Expiration Date, pursuant to a further approval of the Shareholders validly obtained pursuant to Section 161 of the Companies Act 1967 of Singapore.
6. Based upon and subject to the foregoing, and subject to any matters or documents not disclosed to us, we are of the opinion that the Registered Securities to be issued by the Company pursuant to the Shareholders' Resolutions obtained at the AGM referred to in Paragraph 5(m) above and, in the event that the Registered Securities are to be issued after the Shareholders' Resolutions Expiration Date, assuming that a further approval of the Shareholders is validly obtained pursuant to Section 161 of the Companies Act 1967 of Singapore, will be duly authorised by the Company for allotment, issuance and delivery thereof by the Company and, when allotted, issued and delivered by the Company in accordance with and in compliance with the provisions of the Share Purchase Warrants and any constitutive documents thereto, the Registered Securities will be validly issued, fully paid and non-assessable.
7. For the purposes of this opinion, we have assumed that the term "non-assessable" in relation to the Registered Securities offered means under Singapore law that holders of such securities, having fully paid up all amounts due on such shares as to the issue price thereon, are under no further personal liability to contribute to the assets or liabilities of the Company in their capacities purely as holders of such securities.
8. This opinion relates only to the laws of general application of the Republic of Singapore as published at the date hereof and as currently applied by the courts of the Republic of Singapore, and is given on the basis that it will be governed by and construed in accordance with the laws of the Republic of Singapore. We have made no investigation of, and do not express or imply any views on, the laws of any country other than the Republic of Singapore. In respect of the Registration Statement, we have assumed due compliance with all matters concerning the laws of all other jurisdictions other than the Republic of Singapore.

9. We hold ourselves out as only having legal expertise and our statements in this letter are made only to the extent that a law firm practising Singapore law in the Republic of Singapore, having our role in connection with the filing of the Registration Statement, would reasonably be expected to have become aware of relevant facts and/or to have identified the implications of those facts. As the primary purpose of our professional engagement was not to establish or confirm factual matters or financial, accounting or statistical matters and because of the wholly or partially non-legal character of many of the statements in the Registration Statement, we express no opinion or belief on and do not assume any responsibility for the accuracy, completeness or fairness of any of the statements contained in the Registration Statement and we make no representation that we have independently verified the accuracy, completeness or fairness of such statements. Without limiting the foregoing, we express no opinion or belief and assume no responsibility for, and have not independently verified the accuracy, completeness or fairness of any financial statements and schedules and other financial and statistical data included or incorporated in the Registration Statement and we have not examined the accounting, financial or statistical records from which such financial statements, schedules and data are derived.
10. Our opinion is strictly limited to the matters stated herein and is not to be read as extending by implication to any other matter in connection with the filing of the Registration Statement or otherwise including, but without limitation, any other document signed in connection with the same. Subject to the foregoing, we consent to the use of this opinion as an exhibit to the Registration Statement, and further consent to all references to us, if any, in the Registration Statement, and any amendments thereto. In giving such consent, we do not hereby admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act or the rules or regulations promulgated thereunder. Further, save for the use of this opinion as an exhibit to the Registration Statement, this opinion is not to be circulated to, or relied upon by, any other person (other than persons entitled to rely on it pursuant to applicable federal securities laws in the United States, if applicable) or quoted or referred to in any public document or filed with any governmental body or agency without our prior written consent.
11. This opinion is given based on the laws of the Republic of Singapore in force as at the date of this opinion and we undertake no responsibility to notify you of any change in the laws of the Republic of Singapore after the date of this opinion.

Yours faithfully,



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Joseph Lopez / Kyle Yew / Pearline Chia
JOSEPH LOPEZ LLP