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

AMENDMENT NO. 1 TO FORM F-3

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

GENIUS GROUP LIMITED

(Exact name of registrant as specified in its charter)

(Translation of Registrant's name into English)

Singapore

(State or other jurisdiction of incorporation or organization)

Not applicable

(I.R.S. Employer Identification Number)

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

(Address and telephone number 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, and telephone number of agent for service)

Approximate date of commencement of proposed sale to the public: From time to time after the effectiveness of this registration statement

If only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

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 registration statement pursuant to General Instruction I.C. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.C. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.

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-3 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-3.

Item 16. Exhibits

| Exhibit Number | Description | Registrant's Form | Date Filed with the SEC | Exhibit Number |
|---------------------------|---|------------------------------|--|---------------------------|
| 5.1 | Opinion of Joseph Lopez LLC | | | |
| 23* | 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 S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, on July 5, 2024.

Genius Group Limited

By: /s/ Roger James Hamilton.
Roger James Hamilton
Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Roger James Hamilton his true and lawful attorney-in-fact, with full power of substitution and resubstitution for him and in his 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 file the same, with all exhibits thereto, and other documents in connection therewith, with the Commission, hereby ratifying and confirming all that said attorney-in-fact or his substitute, each acting alone, may lawfully do or cause to be done by virtue thereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

By: /s/ Roger James Hamilton July 5, 2024
Roger James Hamilton
Chief Executive Officer and Chairman of the Board of Directors
(Principal Executive Officer)

By: /s/ Suraj Naik July 5, 2024
Suraj Naik
Chief Technology Officer and Director

By: /s/ Salim Ismail July 5, 2024
Salim Ismail
Director

By: /s/ Richard J. Berman July 5, 2024
Richard J. Berman
Director

By: /s/ Michael Moe July 5, 2024
Michael Moe
Director

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 July 5, 2024.

By: /s/ Jolie Kahn
Name: Jolie Kahn



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 QUE Downtown 2
 Singapore 068809
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 Email: mail@joseph-lopez.com

Your Ref : To be advised
 Our Ref : 202370963.JL.KY.PC.eh
 Date : 5 July 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-3

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-3 (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:
 - a. US\$250,000,000 of securities, including Common Stock, Preferred Stock, Debt Securities, Warrants, Subscription Rights and Units as defined in the Registration Statement ("**the Registered Securities**"); and
 - b. At the market offering for up to USD 150,000,000 ("**ATM Transaction**").
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 rendering of this opinion, we have examined copies of the following documents/instructions that were provided to us by way of emails from the Company between 14 June 2024 to 3 July 2024 and/or obtained via searches against the electronic records of the Accounting and Corporate Regulatory Authority of Singapore ("**ACRA**"):
 - a. a copy of the draft Registration Statement, including the base prospectus and sales agreement prospectus supplement, provided to us by way of email from the Company on 26 June 2024 (which we understand the Company has since filed on 28 June 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.

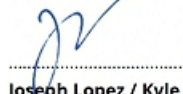
- b. draft copies of the at the market offering agreement for the ATM Transaction, provided to us by way of emails from the Company on 14 June 2024 and 1 July 2024;
 - c. a copy of the Constitution of the Company adopted by special resolution passed on 16 May 2023;
 - d. a copy of the Company's business profile information with ACRA dated 19 June 2024, confirming that the Company is a public company limited by shares;
 - e. a copy of the resolution in writing of the board of directors of the Company dated 28 June 2024 (collectively referred to as the "**Board Resolutions**");
 - f. a copy of 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**");
 - g. a copy of the minutes of AGM dated 12 July 2023 evidencing that the Shareholders' Resolutions have been duly passed; 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 submitted 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 submitted 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 of Registered Securities referred to in this letter have been or will be validly made in accordance with the particulars in the Registration Statement;
 - 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 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 Registered Securities, resolve to approve the allotment, issuance and delivery of such number of Registered Securities in accordance with the particulars in the Registration Statement; and
 - k. 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(k) 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 particulars in the Registration Statement, 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 shares, 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 shares.

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.
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 / Kong Yen Ting
JOSEPH LOPEZ LLP