

**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 July, 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.

Extraordinary General Meeting

On July 17, 2024, Genius Group Limited (the "Company") held an Extraordinary General Meeting at Genius Central Singapore Pte Ltd, 7 Amoy Street #01-01 Far East Square Singapore 049949 on 17 July 2024 at 4:00p.m. (Singapore time) (the "EGM"), for the purpose of considering and if thought fit, passing, with or without amendments, the ordinary resolutions below:

1. PROPOSED APPOINTMENT OF AUDITORS – ENROME LLP

"That Enrome LLP, having consented to act, be and are hereby appointed as auditor of the Company, to hold office until the conclusion of the next annual general meeting of the Company for such fee and on such terms as may be agreed between the Directors and Enrome LLP.

2. AUTHORITY TO ISSUE SHARES

"That pursuant to the provisions of Section 161 of the Companies Act 1967 (the "Companies Act") and notwithstanding the provisions of the Company's Constitution, authority be and is hereby given to the Directors of the Company to allot and issue shares of the capital of the Company whether by way of rights, bonus or otherwise and other related matters.

The results are as follows:

Resolution No.	No of Shares					
	FOR	%	AGAINST	%	TOTAL	%
1	97,886,533	99.04%	953,728	0.96%	98,840,261	100.00%
2	91,823,974	92.45%	7,494,714	7.55%	99,318,688	100.00%

Genius Cities Contract

On July 15, 2024, the Company announced that it has secured and completed Phase 1 of a \$22 million 'Genius Nation' contract with the Government of the Republic of Kazakhstan, enabling the development of a Sovereign AI in the country. The three year contract – secured by Genius Group subsidiary Prime Source with the Ministry of Digital Development of the Republic of Kazakhstan – is to centralize the nationwide supply and maintenance of databases for Kazakhstan's state bodies, enabling sovereign AI development. Prime Source received all of the \$22 million from the contract in 2023.

Exhibit Index

Exhibit

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: July 19, 2024

By: /s/ Adrian Reese
Name: Adrian Reese
Title: Chief Financial Officer
(Principal Financial Officer)

Genius Group Announces \$22 Million ‘Genius Nation’ Contract with Kazakhstan Government

July 15, 2024 8:00AM EDT [Download as PDF](#)

SINGAPORE, July 15, 2024 (GLOBE NEWSWIRE) -[Genius Group Limited](#) Genius Group Limited (NYSE American: GNS) (“Genius Group” or the “Company”), a leading AI powered education and acceleration group, today announced that it has secured and completed Phase 1 of a \$22 million ‘Genius Nation’ contract with the Government of the Republic of Kazakhstan, enabling the development of a Sovereign AI in the country.

The three year contract – secured by Genius Group subsidiary Prime Source with the Ministry of Digital Development of the Republic of Kazakhstan – is to centralize the nationwide supply and maintenance of databases for Kazakhstan’s state bodies, enabling sovereign AI development.

Eugene Sherbinin, CEO of Prime Source – a Genius Group Company, said: “This contract with the Ministry of Digital Development was won by Genius as part of a nationwide competition, following up on several other recent wins as we continue to fortify our reputation as a leader in delivering AI solutions nationwide. We have successfully completed the first phase of delivery and are now entering the second phase of fulfillment. We are excited to be a part of Kazakhstan’s vision of becoming a leading AI nation.”

Roger Hamilton, CEO of Genius Group, said: “Following the launch of our Genius City AI education and acceleration model in Abu Dhabi last month, Genius Group Director Salim Ismail presented at YPO’s New Vision Summit in Kazakhstan. He emphasized the need for companies and countries to be AI Ready for the exponential economies of tomorrow and discussed with government officials, together with Eugene and the Prime Source team, the plans for Kazakhstan to grow as a preeminent AI nation.”

“Having recently launched our Genius City model for citywide AI training and tools, we have received interest from governments to extend this concept to a Genius Nation model. This contract that Eugene and his team have secured – and are now delivering on with the Ministry of Digital Development – is a representative example of the partnership between governance and Genius Group that we see as a key component of our future growth plan.”

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 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

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Source: Genius Group Limited

Released July 15, 2024
