

---

**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 May, 2026

Commission File Number: 001-41353

**Genius Group Limited**

(Translation of registrant's name into English)

3 Temasek Avenue, #18-01 Centennial Tower  
Singapore 039190

(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.

---

---

On May 12, 2026, Genius Group Limited (the “Company”) issued a press release announcing, inter alia, two updated investor presentations regarding its overall business and its interest in Jewel Bank Limited. The press release and presentations are attached hereto as Exhibits 99.1 and 99.2.

The information contained herein shall be deemed to be furnished and not filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended.

#### **EXHIBITS**

99.1 [Updated Investor Presentations](#)

99.2 [Press Release dated May 12, 2026](#)

#### **Cautionary Note Regarding Forward-Looking Statements**

This report contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. These statements relate to, among other things, Jewel Bank’s anticipated product launch, the use of proceeds from the offering, and the Company’s strategic plans. Forward-looking statements are based on management’s current expectations and assumptions and are subject to risks and uncertainties that could cause actual results to differ materially, including risks related to regulatory approvals, market conditions, the political environment, and other factors described in the Company’s Annual Report on Form 20-F and other filings with the SEC. The Company undertakes no obligation to update any forward-looking statements.

---

**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: May 12, 2026

By: */s/ Roger Hamilton*  
Name: Roger Hamilton  
Title: Chief Executive Officer  
*(Principal Executive Officer)*

---



# Investor Presentation

---

**May 2026**

Genius Group Ltd. (NYSE American: GNS)  
[www.geniusgroup.net](http://www.geniusgroup.net)

# Forward Looking Statements

Financial information contained in this presentation is current as of the Company's Audited Financials up to December 31, 2025 as filed in the company's 20-F Annual Report on March 9, 2026, available at <https://ir.geniugroup.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 Powered Education Revolution Towards an Exponential Future

We are an AI powered education group preparing students, entrepreneurs, businesses, and governments for the future of work.

We deliver AI training and AI tools to 6.1 million students on our Edtech platform. We have built a Genius City model with three business units: Genius School, Genius Academy and Genius Resorts. We are building a Genius City lifelong learning campus Model preparing and reskilling students for the Impact Age.

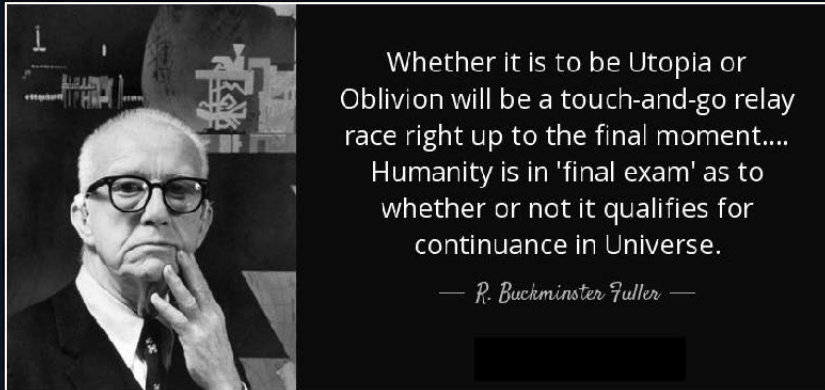
### Targets for Value Creation

|                |                  |                 |                       |
|----------------|------------------|-----------------|-----------------------|
| 6.1M → 100M    | Students by 2030 | \$100M → \$1.0B | Valuation by 2030     |
| 13.2K → 150K   | Partners by 2030 | 1 → 100         | Genius Cities by 2030 |
| \$14M → \$200M | Revenue by 2030  | Dual Listing    | ASX in Progress       |



# Our Mission & Metrics

Genius Group was launched to pass Buckminster Fuller's "Final Exam". He predicted the Singularity, when technology would destroy humanity, or we would raise our consciousness to harness it and solve our greatest challenges.



The key to pass the final exam is education. As Nelson Mandela said:

**"Education is the most powerful weapon which you can use to change the world."**

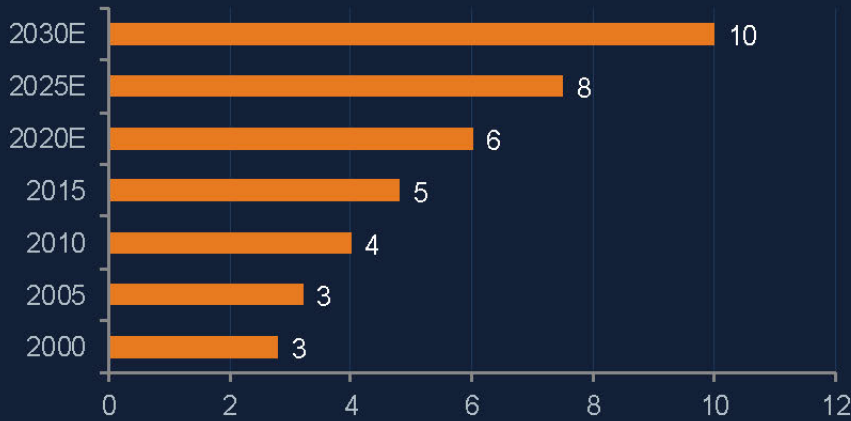
## Accelerating Growth through the Genius Ecosystem

| Metric               | 2025    | 2024   | Change  |
|----------------------|---------|--------|---------|
| Pro Forma Revenue    | \$13.6M | \$7.6M | +80%    |
| Gross Profit         | \$4.9M  | \$2.4M | +110%   |
| Students & Users     | 6.1M    | 5.8M   | +5%     |
| Rev / Paying Student | \$1,856 | \$161  | +1,053% |
| Total Assets         | \$137M  | \$101M | +36%    |
| Market Cap           | \$96M   | \$24M  | +300%   |

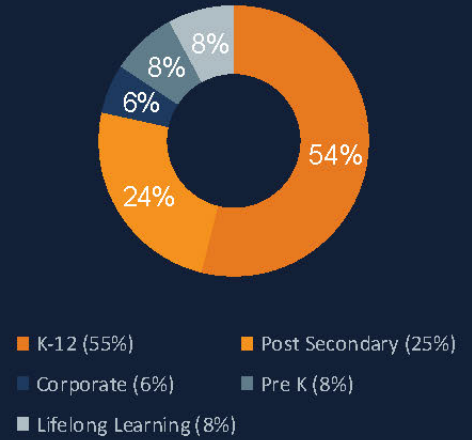
All figures as of Dec 31, 2025 & Dec 31, 2024

# Lifelong Learning: A \$10 Trillion Dollar Market

## Global Education & Upskilling Spend (\$T)



## 2030E Segments (\$10T)



Education is growing at 4.5% CAGR — totalling +6% of global GDP

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

K12 over \$5 Trillion by 2030

# GNS: Key Investment Considerations

## 1 Leadership in a growing \$10 trillion market for lifelong learning.

6.1M total users across 100+ countries; 13K+ partners worldwide. Education growing at 4.5% CAGR, totalling 6% of global GDP.

## 2 Disrupting the global education landscape.

AI-powered, student-centered, lifelong learning system with customized integrated curriculum. Career-focused programs in entrepreneurship, investing, AI and exponential technologies.

## 3 Scalable ecosystem with multiple levers for growth.

3-part Genius City model: Genius School, Genius Academy and Genius Resorts. High demand for AI education, tools and mentoring as the future of work evolves.

## 4 Strong financial performance; well-capitalized for future growth.

Profitable operations in Q1 2026 from three business units: 171% pro forma revenue growth, 228% gross profit growth. Recent American Ventures LLC investment of \$8M, 9.9% stake in Jewel Bank.

## 5 World-class leadership team with history of value creation.

Founded by Roger James Hamilton: New York Times bestselling author, futurist and social entrepreneur, creator of Wealth Dynamics. Seasoned executive team, board members and advisors including educators Robert Kiyosaki and Saifedean Ammous.

# 2026: Year One of the Genius Generation

The rapid disruption that AI and exponential technology is bringing to the future of work is leading to high demand for reskilling in future skills.

*"We have entered the Singularity."*

— Elon Musk (X, Jan 2026)

*"We are past the event horizon; the takeoff has started."*

— Sam Altman, OpenAI (Jun 2025)

*"2026 is likely to be the year the jobless boom begins."*

— Geoffrey Hinton, Godfather of AI (CNN, Dec 2025)

**59 / 100**

workers need reskilling by 2030  
(WEF Future of Jobs 2025)

**170M**

new jobs by 2030 — but only for those  
prepared (WEF)

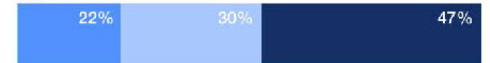
Future of Jobs Report 2025

## Human-machine frontier



Proportion of tasks completed predominantly by technologies (machines, algorithms etc.), predominantly by people, or by a combination of the two

Now



By 2030



● Technology ● Combination ● People

Source: World Economic Forum, (2025), Future of Jobs Report 2025.

Human-machine Frontier - Future of Jobs Report 2025

Source: [WEF Future of Jobs 2025](#)



Our Genius Curriculum combines the best practices of Future Schools with the latest AI Tools & Mentoring to prepare students for the future.

# The Genius Ecosystem: Drivers for Growth

## GENIUS SCHOOL



1. Build Genius School to profitable \$6 million+ operations in 2026
2. Establish AI Powered Model and Plan for Asia's No.1 Future School
3. Launch the first Genius School Space Capsules in Bali

## GENIUS ACADEMY



1. Build Genius Academy to profitable \$6 million+ operations
2. Integrate Investor Academy & Entrepreneur Academy globally
3. Launch GEM Powered community and calendar

## GENIUS RESORTS



1. Build Genius Resorts to profitable \$8 million operations+
2. Launch Magic Garden, Genius Beach and Genius School Cafés
3. Commence Genius City build and financing for 2027 / 2028 launch

# Genius School: Asia's Leading Future School

Genius School delivers a full Genius Curriculum via Genius Camps and an Early Learning, Primary and Secondary School Model.

Following the completion of the share purchase agreement with Nuanu City for 51% ownership of ProEd Global School in Bali, the Company is developing the campus as a Model Future School, based on the principles of WEF's White Paper "Schools of the Future" and the OECD's Learning Compass 2030 – a learning framework for students to master the combination of knowledge, skills and values they need to prepare them for the changing world of work. Genius' plan is to scale this Genius Curriculum to students across the world via its online tools and through school & government partnerships.

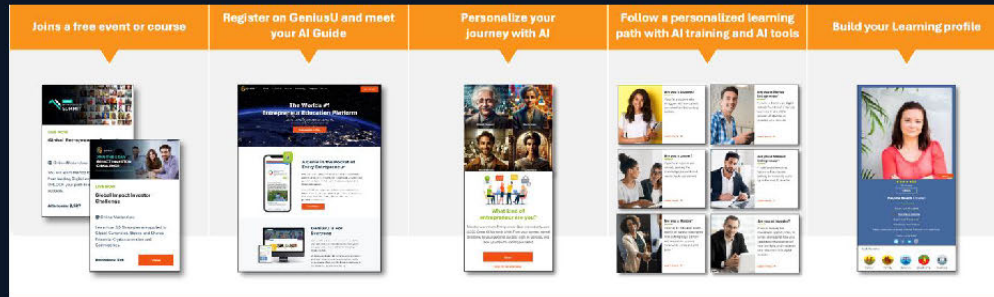


# Genius Academy: Entrepreneur Education

Genius Academy delivers AI powered, personalized education at scale, reskilling adults in future skills through our Entrepreneur, Investor, AI and Bitcoin Academies

In 2026 we are developing our AI powered pathways with a focus at greater freemium content combined with higher priced premium experiences, with a focus on teaching the ABCs of the Future; AI, Blockchain and Community.

Our focus is on building our localized, high tech, high touch city model, beginning in Bali, Indonesia with a calendar of AI Labs, Masters Retreats, Summits and Courses, then expanding this local model globally.



# Genius Resorts: Five Star Learning Locations

While most places of learning look either like a row of desks in a classroom or a seminar room, we believe learning should be in engaging environments that inspire creativity and community.

Following the completion of the asset purchase agreement with Entrepreneur Resorts Ltd, in 2026 we are rebranding our resorts, cafes and beach clubs to Genius Resorts, and turning learning into a hospitality experience. Our locations in Bali, Indonesia and South Africa combine meeting and learning with coworking, leisure and adventure.

We are developing our Genie AI App to include personalized preferences and GEM rewards for taking steps in learning, living, earning and giving, which can then be redeemed in our Genius Marketplace, replacing the concept of student debt with student credit.



Vision Villa Resort  
Bali, Indonesia



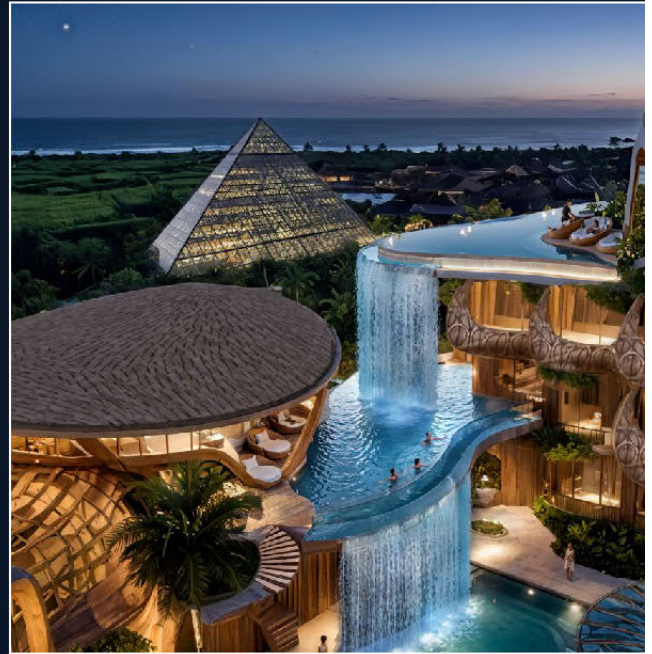
Genius Cafe Sanur  
Bali, Indonesia



Tau Game Lodge  
South Africa



Matta Game Ledge  
(Members only lodge)  
South Africa



# Genius City: A Lifelong Learning Campus

Genius Group has partnered with Nuanu City and Inspiral Architects to design and develop Genius City as a full lifelong learning campus model, scheduled for completion in 2027 / 2028. Our plan is to replicate this model globally.



## GENIUS CITY, NUANU

- A fully integrated lifelong learning campus, combining a Living, Learning & Student Hub
- LIVING HUB: A 100 key MICE hotel with access to world class AI, VR & Web3 labs
- LEARNING HUB: Cutting edge creator spaces for coworking, conferences & retreats
- STUDENT HUB: A Future School for high school students for academics & apprenticeships
- Built on 15,500 sqm of land, project cost \$28.3 million, target year 3 revenue \$19.8 million, operating profit \$5.8 million
- Target enterprise value \$46.4 million, goal to be funded through non-dilutive, RWA blockchain based property fund.
- Target completion in 2027 / 2028.

# Jewel Bank: Digital Banking & Stablecoins

In April 2026, Genius Group acquired a 9.9% equity stake in Jewel Bank, Bermuda's only dual-licensed digital bank, through an \$8M registered direct offering with American Ventures LLC as lead investor.

Jewel Bank holds both a full BMA banking license and a Class F Digital Asset Business Act (DABA) license - the only institution in Bermuda with both. This dual license positions Jewel Bank as a Permitted Payment Stablecoin Issuer under the US GENIUS Act, signed into law in July 2025.

Jewel Bank is developing JUSD, a USD-denominated stablecoin with 1:1 reserves, designed for GENIUS Act compliance with bank-issued credibility.

## JUSD Stablecoin

USD-pegged, 1:1 reserves, GENIUS Act compliant

## Jewel Settle

Real-time digital asset settlement infrastructure

## Core Banking

Full-service digital banking: accounts, payments, custody

## Banking-as-a-Service

White-label stablecoin & banking for enterprises

**\$8M**

Registered Direct Offering (Apr 2026)

**9.9%**

Equity Stake in Jewel Financial Ltd

**\$5M**

Directed to Jewel Bank Operations

**H2 2026**

Target Launch & JUSD Issuance

**55.1%**

AV's Stake in Jewel Investments

# Jewel Bank: Our Post-GENIUS Act Plan

## Post-GENIUS Act Strategy



### Permitted Stablecoin Issuer

Become a Permitted Payment Stablecoin Issuer under the GENIUS Act, leveraging Jewel Bank's dual BMA + DABA license



### GEMs & Genius Wallet

Launch GEMs (Genius Education Merits) blockchain-based tokens rewarding students for learning, redeemable across the Genius ecosystem



### Blockchain Credentials

Issue courses, certificates and qualifications on the blockchain — verifiable, portable and employer-ready digital credentials



### Digital Asset Services

Build Digital Asset Service Provider capabilities, integrating AI education platform with Jewel Bank's digital banking services

## Why This Positioning Is Unique

**Student debt to student credit** GEMs reward learning, redeemable across Genius Marketplace, replacing student finance with blockchain credits

**6.1M students** on Genius's AI education platform - a built-in user base for GEMs and Genius Wallet

**Dual-licensed bank** provides regulated infrastructure to issue stablecoins, process payments and custody digital assets

**GENIUS Act compliance** enables Jewel Bank to operate as a Permitted Issuer in the US — the world's largest stablecoin market

**Vertically integrated** the only company combining AI education, blockchain credentials, stablecoin issuance and a licensed digital bank

# Experienced Leadership: Proven Record of Value Creation

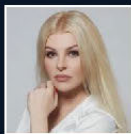
Genius Group executive team, board members and board advisors includes experts in AI, blockchain, digital banking and education

## Executive Team



### Roger James Hamilton

CEO, Board Chairman. NYT bestselling author, creator of Wealth Dynamics. B.A. in Architecture, Trinity College, Cambridge. Futurist, entrepreneur, educator and Founding Chairman of Green School, Bali.



### Eva Mantziou

Chief Legal Officer, Chief People Officer, Board Director. Leading litigation pursuing over \$1 billion in damages. Former board member PTWP SA & Work Services Intl. Master's, Wroclaw University of Economics.



### Gaurav Dama

Interim CFO. 7 years leading Genius Group finance, audits and compliance. Managed Company's IPO process on NYSE America. Previously Credit Suisse. Master's, University of Mumbai.

## Board Advisors



### Robert Kiyosaki

Author of Rich Dad Poor Dad, the #1 personal finance book of all time with 40+ million copies sold worldwide. Investor, entrepreneur and financial education pioneer. Advocate for financial literacy, real assets and alternative investing. Long-time champion of Bitcoin and sound money principles.



### Saifedean Ammous

Author of The Bitcoin Standard and The Fiat Standard - two of the most influential books on monetary theory and Bitcoin. Leading global authority on Bitcoin, sound money and Austrian economics. Advisor to governments and institutions on digital currency policy.

## Non-Executive Board Members

### Eduardo Huerta-Mercado

Director. Innovation & Global MBA, GERENS Peru. Senior Advisor, Purdue University, World Bank consultant. MIT & UC Berkeley.

### Ian Putter

Director. 20+ years banking & fintech. Former Head of Blockchain, Standard Bank. CFO Tokinvest Dubai. Board member, Hedera.

### Thomas Power

Director. 30+ years leading fast-growth tech companies. Founded BIP100 Club. Board roles across blockchain and digital innovation.

### Suraj Naik

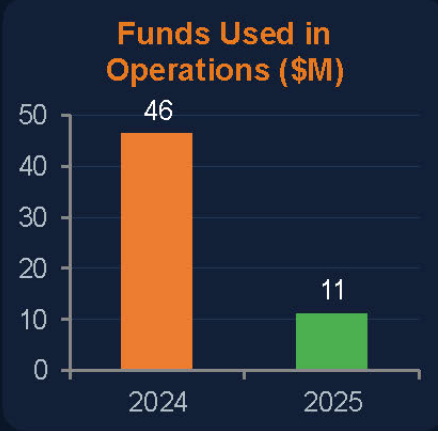
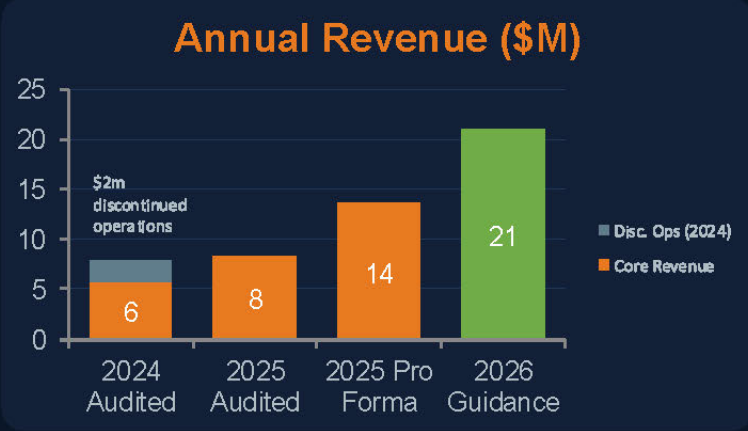
Non-Executive Director & AI expert. Led the launch of GeniusU platform, Student AI, Teacher AI. MBA, James Cook University.

### Gary Pattison

Director. Education entrepreneur and CEO mentor. Co-founder Leg X. International rapid growth and turnaround specialist.

# 2025 Financial Summary, 2026 Guidance

2025 full year results — audited and pro forma, together with 2026 guidance.



### 2026 GUIDANCE

2026 Revenue Guidance  
**\$20M – \$22M**

2026 Adj EBITDA Guidance  
**\$1.5M – \$2.0M**

**\$1,856**  
 Rev/Paying Student

**1,053%↑**  
 Revenue/Student Growth

**\$137M**  
 Total Assets

**\$97M**  
 Stockholders' Equity

**76%↓**  
 Cash Burn Reduction

**Q4 2025**  
 Operational Profitability

*Non-cash items of \$42.3M (impairments, restructuring & share-based compensation, predominantly one-off) are excluded from Adjusted EBITDA of (\$12.6M)*

# Corporate Actions, Legal Progress & Shareholder Rewards

## CORPORATE ACTIONS

- Further to alleged actions taken by third parties against the Company and its shareholders interests, in 2025 we took a series of actions designed to protect the Company.
- CEO and directors purchased over 600,000 shares in open market; CEO total: 5.5M shares for \$2.9M since Jan 2024.
- Fully repaid \$8.5M in company debt through Bitcoin treasury sale and debt restructuring
- We are currently in the process of applying for ASX dual listing.

## LEGAL PROGRESS

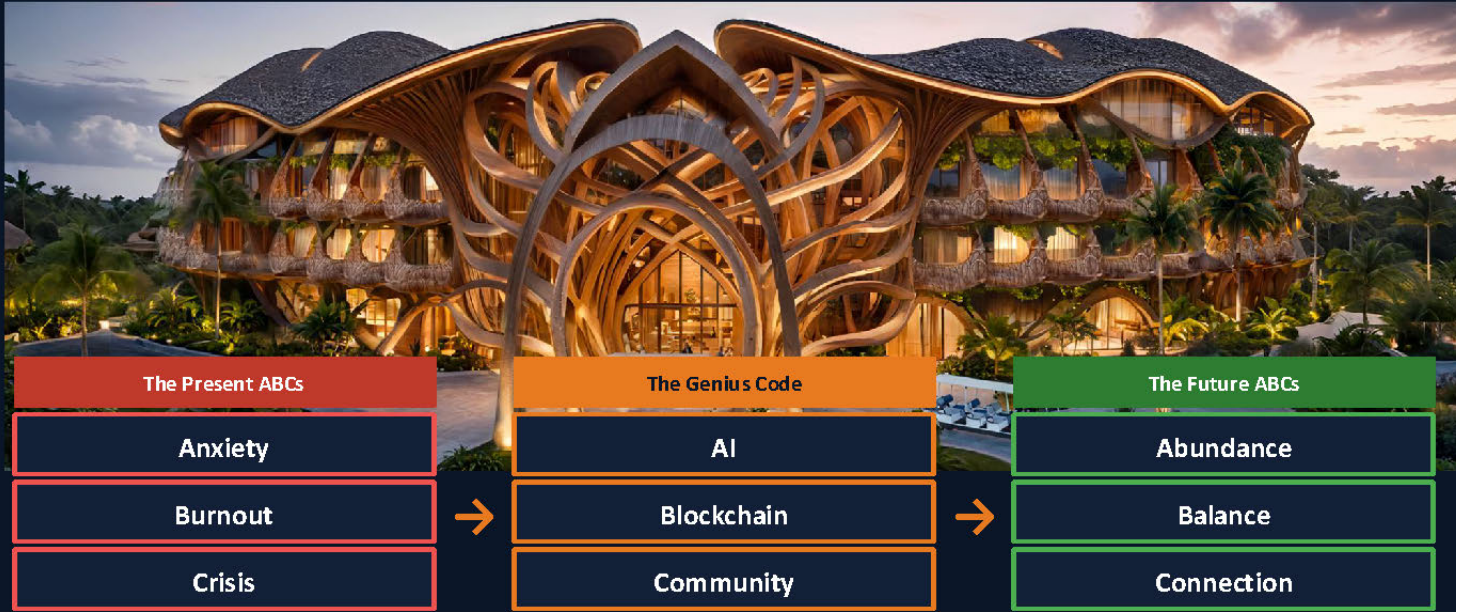
- The Company filed a series of lawsuits against third parties in 2025, with damages claimed at a minimum of \$1 billion.
- This included a class action lawsuit in which the Company has applied to be lead plaintiff, against certain companies for alleged spoofing and naked short selling.
- This also included a RICO case against certain individuals for fraud against the Company.
- ICC Arbitration victory: 7.4M shares and \$8m cash awarded.

## SHAREHOLDER REWARDS

- In 2026 the Company encouraged its shareholders to keep shares in book entry form at its share transfer agent.
- 30.1M shares identified for retirement – equivalent to 25.8% from public float.
- Bitcoin Loyalty Program expanded to 18.6M shares; \$0.10/share loyalty payment payable in Bitcoin or cash
- Projected 116.7M shares after anticipated share retirements and insider holdings

# The Future ABCs

Genius's mission is to guide students from the Present ABCs to the Future ABCs





# Thank you

**NYSE American: GNS**

**Investor Relations:** [investor@geniusgroup.ai](mailto:investor@geniusgroup.ai)

**Corporate Website:** [geniusgroup.net](http://geniusgroup.net)

**IR Website:** [ir.geniusgroup.net](http://ir.geniusgroup.net)

**Address:** Genius Group Limited  
3 Temasek Avenue, Level 18 & 17  
Singapore 039190



NYSE American: GNS

# Jewel Bank

# Genius Group's Digital Banking Opportunity

*Bermuda's Only Dual-Licensed Digital Bank | Stablecoin Infrastructure | GENIUS Act Compliant*

Investor Presentation | May 2026

# Forward Looking Statements

This presentation contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. Forward-looking statements can be identified by the use of words such as "may," "will," "plan," "should," "expect," "anticipate," "estimate," "continue," or comparable terminology.

Such forward-looking statements are inherently subject to certain risks, trends, and uncertainties, many of which the Company cannot predict with accuracy and some of which the Company might not even anticipate. These risks include, but are not limited to, market conditions, regulatory developments affecting the digital asset and stablecoin industries, and other risks described in the Company's filings with the SEC.

Readers are cautioned not to place undue reliance on these forward-looking statements. The Company assumes no obligation to update or supplement forward-looking statements that become untrue because of subsequent events, new information, or otherwise.

All market data and third-party estimates cited in this presentation are sourced from publicly available reports and SEC filings. Sources are referenced on individual slides.

# Executive Summary

Genius Group Limited (NYSE American: GNS) has signed a landmark transaction with American Ventures LLC, the Trump family-linked investment vehicle, to acquire a **9.9% equity stake in Jewel Bank**, Bermuda's only dual-licensed digital bank. This transaction represents a new chapter in the growth of Genius Group, positioning the Company at the intersection of two of the fastest-growing markets in global finance: **stablecoins** and **digital banking**.



**\$8M Registered Direct Offering** Closed April 16, 2026, with American Ventures as lead investor. \$5M directed to fund Jewel Bank operations towards launch.



**Dual-Licensed Digital Bank** Jewel Bank holds both a full BMA banking license and a Class F DABA license: The only institution in Bermuda and one of a small group of banks globally with both.



**\$1.9 Trillion - \$4 Trillion Stablecoin Market by 2030** The GENIUS Act (signed July 2025) created the first US regulatory framework, unlocking institutional adoption. Jewel Bank's JUSD stablecoin is designed for compliance.



**Only Public Market Access** GNS is the only NYSE-listed equity offering direct exposure to a fully-licensed digital bank and stablecoin issuer. Comparable private companies are valued at \$1B-\$28B.



**Catalyst-Rich Growth Path** Jewel Bank target launch in 2026, JUSD issuance, Genius share retirement program and forecast continued revenue growth (171% YoY in Q1 2026) create multiple near-term catalysts.

*This presentation outlines the strategic rationale, market opportunity, and investment thesis for Genius Group's landmark partnership with American Ventures and Jewel Bank.*

# Stablecoins: The \$1.9 - \$4 Trillion Opportunity

Stablecoins are the fastest-growing segment of digital finance, projected to rival major payment networks by 2030

**\$310B+**

Current Market Cap  
(May 2026)

**\$33T**

Transaction Volume  
in 2025 (+72% YoY)

**\$1.9T**

Citi Base Case  
Forecast 2030

**\$4T**

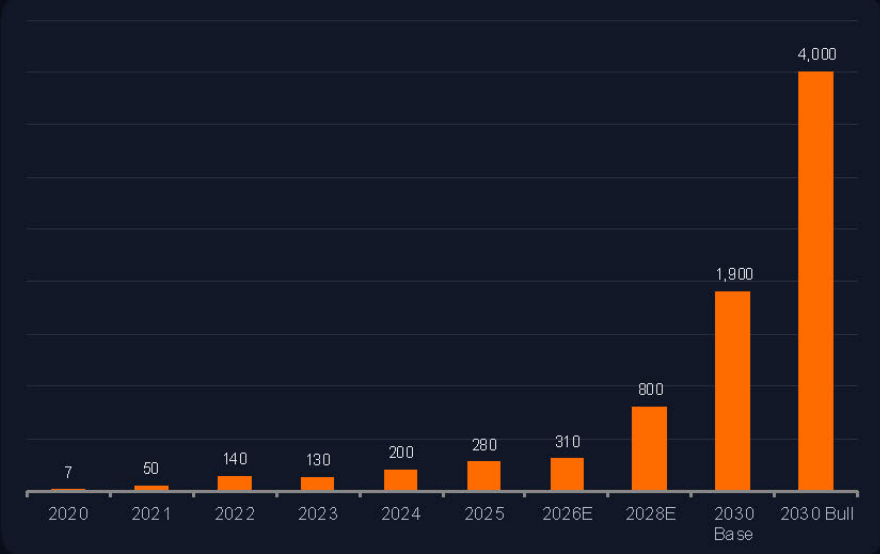
Citi Bull Case  
Forecast 2030

- Treasury Secretary Bessent: stablecoins could reach \$3T by 2030
- 10 major banks (BoA, Goldman, UBS, Deutsche) exploring stablecoin issuance
- USDT (\$190B) and USDC (\$80B) dominate; 99% of stablecoins are USD-pegged
- 72% YoY transaction volume growth — stablecoins processed more than Visa in 2025

Sources: Citi GPS "Stablecoins 2030" (April 2025); Bitwise QO; CoinLedger; American Banker

# Stablecoins: Market Growth Trajectory

From \$6.8 Billion to \$4 Trillion+ in a decade: The fastest asset class adoption in financial history



## 40x Growth

Stablecoin market grew 40x from \$6.8B (2020) to \$280B (2025)

## GENIUS Act Catalyst

July 2025 legislation created first US regulatory framework for stablecoins

## Bank Adoption

OCC granted national trust charters to Circle, Paxos and 3 others (Dec 2025)

Sources: Citi GPS; CoinLedger; Bitwise; Visual Capitalist

# The GENIUS Act: The Growth Catalyst

Signed into law July 18, 2025 — the first comprehensive US stablecoin framework



## What It Does

- Creates federal licensing framework for stablecoin issuers
- Requires 1:1 reserves in cash, T-bills, repos
- OCC can grant national trust bank charters
- Legitimises stablecoins as payment mechanism



## Who Benefits

- Licensed digital banks with full banking + DABA licenses
- Compliant stablecoin issuers (Circle, Paxos, Jewel Bank)
- Institutions seeking regulated on-ramps
- Non-bank entities can compete with banks



## Why It Matters for Jewel

- Jewel Bank's dual license positions it as a Permitted Issuer
- JUSD stablecoin designed for GENIUS Act compliance
- Bermuda BMA framework aligns with US requirements
- First-mover advantage in regulated stablecoin banking

Source: GENIUS Act of 2025 (S.394); Latham & Watkins; Sidley Austin; Grant Thornton; World Economic Forum

# Digital Banking: A \$155B+ Market by 2033

**\$37.5B**

Digital Banking Platform Market (2025)  
*Grand View Research*

**\$155.4B**

Projected Market Size (2033)  
*Grand View Research*

**19.8%**

CAGR (2026–2033)  
*Grand View Research*

**+\$32.2B**

Digital Banking Platforms Growth (2025–2030)  
*Technavio*

**\$87.8B**

Total Digital Banking Market (2034E)  
*Business Research Insights*

## Key Growth Drivers

- GENIUS Act creates first regulatory framework for digital banking assets
- Banks racing to offer stablecoin services - 10 major banks formed stablecoin coalition
- Bermuda's regulatory framework (DABA 2018) is seven years ahead of US peers
- Global shift to 24/7 real-time digital payments
- Cabinet-approved digital asset payment framework in Bermuda (May 2026)

Sources: *Grand View Research; Technavio; Business Research Insights; Bermuda Royal Gazette; American Banker*

# Why Bermuda? The Regulatory First-Mover

Bermuda established the world's first digital asset banking license regime - seven years before the US GENIUS Act



## Premier David Burt's Vision

Bermuda Premier personally champions fintech regulation and has endorsed Jewel Bank's mission at Consensus 2026

## BMA Regulatory Excellence

Bermuda Monetary Authority provides world-class supervision under internationally-recognised standards

## Captive Insurance Capital

Bermuda manages \$1T+ in captive insurance assets, providing deep institutional infrastructure for digital banking

Sources: BMA.bm; Carey Olsen (GLI 2026); Royal Gazette; Bermuda Fintech Guide 2025 (Chambers)

## Tax Neutral Jurisdiction

No corporate income tax, capital gains tax, or withholding tax — ideal for stablecoin reserve management

## Aligned with US Framework

DABA reserve requirements closely mirror GENIUS Act standards, enabling cross-border compliance

## Government Investment

Bermuda's Fintech Development Fund now accepts digital asset contributions to grow the on-chain economy

# Jewel Bank: Bermuda's Dual-Licensed Digital Bank



## Full Banking License

Bermuda Monetary Authority  
Banks and Deposit Companies Act



## Class F DABA License

Digital Asset Business Act 2018  
Digital Asset Banking Services



### JUSD Stablecoin

USD-denominated stablecoin  
with 1:1 reserves, GENIUS Act  
compliant, bank-issued  
credibility



### Jewel Settle

Real-time digital asset  
settlement infrastructure for  
institutional clients and  
exchanges



### Core Banking

Full-service digital banking  
including accounts, payments,  
custody and lending



### Banking-as-a-Service

White-label digital banking and  
stablecoin infrastructure for  
enterprise clients

*Jewel Bank is pending final approvals and launch, anticipated H2 2026*

# Competitive Landscape: Digital Banking Peers

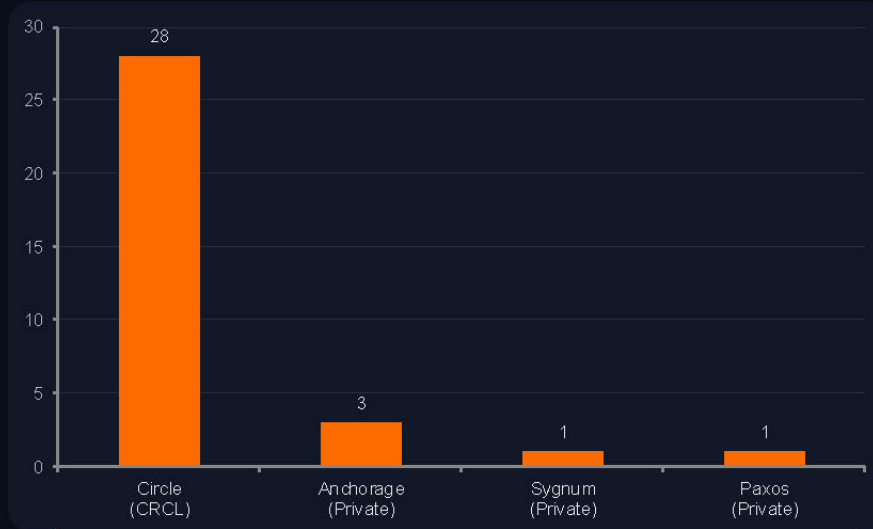
| Company           | Banking License    | Digital Asset License | Stablecoin Issuer | Valuation / Market Cap | Public Access |
|-------------------|--------------------|-----------------------|-------------------|------------------------|---------------|
| Circle (CRCL)     | Trust Charter      | OCC Charter           | USDC (\$80B)      | \$28B                  | NYSE          |
| Paxos             | Trust Charter      | OCC Charter           | USDP / PYUSD      | Private (\$1B+)        | Private       |
| Sygnum Bank       | Swiss Banking      | Swiss FINMA           | DCHF              | \$1B (Unicom)          | Private       |
| Anchorage Digital | OCC National Trust | Federal Trust         | No                | ~\$3B (Private)        | Private       |
| <b>Jewel Bank</b> | Full BMA Banking   | Class F DABA          | JUSD (pending)    | Part of GNS            | NYSE: GNS     |

**Key Insight:** Jewel Bank is the ONLY digital bank offering investors public market access (via NYSE American: GNS) to a fully-licensed stablecoin banking platform. Circle trades at a \$28B market cap. Sygnum is valued at \$1B as a private unicorn. GNS offers exposure to an equivalent platform at a fraction of the valuation.

Sources: NYSE; SEC filings; Crunchbase; PitchBook; Morningstar; company disclosures

# Public Market Access: The Valuation Gap

GNS offers the only public equity path to a fully-licensed digital bank and stablecoin issuer at a micro-cap valuation



**\$28B**

Circle market cap (NYSE: CRCL) - the benchmark for stablecoin banking

**\$1B+**

Sygnum & Paxos private valuations - no public market access for retail investors

**~\$45M**

GNS market cap with 9.9% ownership of Jewel Bank

**GNS (NYSE American): ~\$45M market cap** — the only public equity with direct exposure to a fully-licensed digital bank

Sources: NYSE; Yahoo Finance; Morningstar; PitchBook; Crunchbase (as of May 2026)

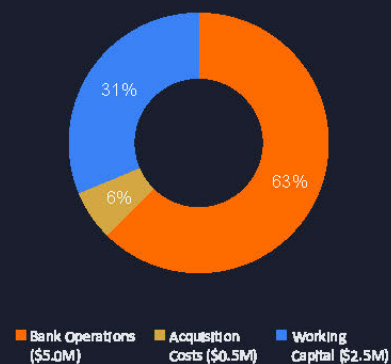
# The GNS Acquisition: 9.9% of Jewel Bank

\$8M registered direct offering closed April 16, 2026 — with American Ventures LLC as lead investor

## Transaction Structure

|                           |  |
|---------------------------|--|
| <b>Offering Size:</b>     | \$8.0M Registered Direct                     |
| <b>Share Price:</b>       | \$0.37 per ordinary share                    |
| <b>Shares Issued:</b>     | 21,621,621 ordinary shares                   |
| <b>Cash to Jewel:</b>     | \$5.5M (of which \$5M funds bank operations) |
| <b>Equity Acquired:</b>   | 9.9% of Jewel Financial Limited              |
| <b>Additional Shares:</b> | 15M shares issued to sellers at \$0.40/share |
| <b>Placement Agent:</b>   | D. Boral Capital LLC                         |

## Use of Proceeds



# American Ventures: Lead Investor & Strategic Partner

## American Ventures LLC

|                            |                                       |
|----------------------------|---------------------------------------|
| <b>Headquarters:</b>       | Trump Tower, 725 5th Avenue, New York |
| <b>Total Transactions:</b> | \$1.4 billion+ across 21 vehicles     |
| <b>AUM:</b>                | \$1.04 billion under management       |
| <b>Focus Areas:</b>        | AI, Crypto, Drones, Digital Banking   |
| <b>Management:</b>         | American Ventures Management LLC      |
| <b>Dominari (DOMH):</b>    | 90% interest in AV Management         |
| <b>Role in GNS Deal:</b>   | Lead investor in \$8M offering        |
| <b>Jewel Investments:</b>  | 55.1% of units (largest member)       |

## Trump Family Involvement

- Donald Trump Jr. - Dominari Board of Advisors; 966,138 shares (6.04%)
- Eric Trump - Dominari Board of Advisors; 966,138 shares (6.04%)
- Per Schedule 13G filings with SEC (Feb 24, 2025)

## AV-Backed Public Companies

- Dominari Holdings (NASDAQ: DOMH) — Financial services
- ABCT Inc. (NASDAQ: ABTC) — Battery technology
- The Meet Group (NASDAQ: MMA) — AI / social
- AGH Holdings (AGH) — AI-driven agriculture
- XWELL Inc. (NASDAQ: XWEL) — Airport wellness + AI

Sources: SEC Schedule 13G filings; DEF 14A (Dominari); Benzinga; Financial Times; Jewel Investments Cap Table

# Genius Group: AI Education Meets Digital Banking

**171%**

YoY Revenue Growth  
Q1 2026

**\$2.7M**

Net Profit from  
Operations Q1 2026

**6M+**

Users in 100+  
Countries

**80%**

Pro Forma Revenue  
Growth FY2025

## Recent Corporate Actions

- 30.1M shares identified for retirement - reducing public float (Apr 23, 2026)
- ICC Arbitration Award: Won return of 7.4M shares + \$8.0M cash payment (Apr 20, 2026)
- \$8M registered direct offering closed with AV as lead investor (Apr 16, 2026)
- CEO Roger Hamilton purchased 300,000 shares on open market (Mar 17, 2026)
- \$13.6M full year 2025 revenue, 80% pro forma revenue growth (Mar 9, 2026)

Source: [ir.geniusgroup.net](http://ir.geniusgroup.net) press releases; SEC filings (Form 6-K, Form 20-F)

## GENIUS Act Strategy

- Become a Permitted Payment Stablecoin Issuer under the GENIUS Act
- Launch GEMs (Genius Education Merits) and Genius Wallet
- Leverage Jewel Bank's dual license for stablecoin infrastructure
- Build Digital Asset Service Provider capabilities
- Integrate AI education platform with digital banking services

# The Investment Thesis: **Why Genius**

## **\$1.9T - \$4T Market**

Stablecoins are projected to grow 6–13x from current levels by 2030. Jewel Bank is positioned to capture share as a regulated issuer.

## **Regulatory Moat**

Dual BMA banking + DABA license is the gold standard. Bermuda's 7-year head start creates barriers to entry.

## **Only Public Access**

GNS is the only NYSE-listed equity offering direct exposure to a fully-licensed digital bank and stablecoin issuer.

## **Strategic Backers**

American Ventures as lead investor. \$1.4B+ transaction track record across AI, crypto, and digital banking.

## **Large Valuation Gap**

Circle: \$28B. Sygnum: \$1B. GNS market cap: <\$45M. Even modest re-rating implies potential upside.

## **Catalyst-Rich Calendar**

Jewel Bank launch USD stablecoin issuance, GENIUS Act implementation, share retirement programme.



# Investing in the Future of Digital Banking

**NYSE American: GNS**

*Thank you for your interest in Genius Group.*

**Investor Relations:** [investor@geniusgroup.ai](mailto:investor@geniusgroup.ai)

**Corporate Website:** [geniusgroup.net](http://geniusgroup.net)

**IR Website:** [ir.geniusgroup.net](http://ir.geniusgroup.net)

**SEC Filings:** [sec.gov](http://sec.gov) (search: Genius Group Limited)

*This presentation is for informational purposes only and does not constitute an offer to sell or a solicitation of an offer to buy any securities.*



### Genius Group Releases Updates on AI Education and Digital Banking Plans

*Company focus on fast growing sectors of AI and regulated digital banking - 171% revenue growth in Q1 2026 year-over-year, gross profit growth of 228%*

**SINGAPORE, May 12, 2026** - Genius Group Limited (NYSE American: GNS) (“Genius Group”, “GNS” or the “Company”), a leading AI-powered education group, today released two investor presentations to update investors on the Company’s accelerating growth in AI education and its strategic entry into regulated digital banking and stablecoin issuance through its investment in Jewel Bank.

**Genius Group progresses plans to be a Permitted Payment Stablecoin Issuer, launch GEMs (Genius Education Merits) blockchain-based tokens rewards for students, build Digital Asset Service Provider capabilities with Jewel Bank investment**

In April 2026, Genius Group acquired a 9.9% equity stake in Jewel Bank, Bermuda’s only dual-licensed digital bank, through an \$8 million registered direct offering with American Ventures LLC as lead investor. The Jewel Bank Investor Presentation provides a detailed overview of this landmark transaction and the strategic opportunity it represents for Genius Group and its shareholders.

Jewel Bank holds both a full Bermuda Monetary Authority (BMA) banking license and a Class F Digital Asset Business Act (DABA) license - the only institution in Bermuda with both. This dual license positions Jewel Bank as a Permitted Payment Stablecoin Issuer under the US GENIUS Act, which was signed into law on July 18, 2025, establishing the first comprehensive federal regulatory framework for stablecoins in the United States.

#### **Jewel Bank Investor Presentation: Digital Banking and Stablecoin Opportunity**

Key highlights from the Jewel Bank presentation include:

- **\$1.9 Trillion to \$4 Trillion Stablecoin Market:** Stablecoins are the fastest-growing segment of digital finance. Total stablecoin market capitalization exceeded \$310 billion in May 2026, with transaction volumes of \$33 trillion in 2025 - surpassing Visa. Citi projects the market will reach \$1.9 trillion to \$4 trillion by 2030.
-

- **JUSD Stablecoin:** Jewel Bank is developing JUSD, a USD-denominated stablecoin with 1:1 reserves backed by cash and US Treasury bills, designed for full GENIUS Act compliance with bank-issued credibility. Target launch is H2 2026.
- **Competitive Positioning:** Jewel Bank’s dual-licensed status places it alongside institutions such as Circle (\$28 billion market cap), Paxos (\$1 billion+ private valuation), and Sygnum Bank (\$1 billion unicorn). GNS is the only NYSE-listed equity offering public market investors direct exposure to a fully-licensed digital bank and stablecoin issuer.
- **American Ventures as Lead Investor:** The \$8 million registered direct offering was led by American Ventures LLC, a New York-based investment firm with over \$1.4 billion in transactions across 21 vehicles, focused on AI, crypto, drones, and digital banking. Of the proceeds, \$5 million has been directed to fund Jewel Bank operations toward launch.
- **Product Suite:** Beyond the JUSD stablecoin, Jewel Bank is building Jewel Settle (real-time digital asset settlement infrastructure), core banking services (accounts, payments, custody), and Banking-as-a-Service capabilities enabling white-label stablecoin and banking infrastructure for enterprise clients.

The presentation outlines Genius Group’s strategy in acquiring a stakeholding in Jewel Bank as part of its Genius Act plans, the regulatory advantage conferred by Bermuda’s Digital Asset Business Act (2018), which established the world’s first digital asset banking license regime seven years before the US GENIUS Act, and the investment thesis for public market investors seeking exposure to the intersection of regulated banking and digital asset infrastructure.



## Genius Group's AI education ecosystem driving accelerating revenue and operational profitability with multiple levers for continuing growth

In light of the American Ventures and Jewel Bank transaction, the updated GNS Investor Presentation provides a comprehensive overview of Genius Group's AI-powered education ecosystem, its financial performance, and its strategic roadmap for 2026 and beyond. The Company operates through three integrated business units: Genius School, Genius Academy, Genius Resorts and now Jewel Bank, which combine into a Genius City lifelong learning campus model with its own blockchain based sovereign fund, serving 6.1 million students and users across more than 100 countries.

### GNS Investor Presentation: AI-Powered Education and Accelerating Growth

Key highlights from the GNS Investor Presentation include:

- **171% Revenue Growth in Q1 2026:** Q1 2026 operating revenue was up 171% year-over-year, with gross profit growth of 228% to \$2.0 million and positive Adjusted EBITDA of \$0.6 million, marking the Company's continued operational profitability following its Q4 2025 milestone.
  - **Full Year 2025 Results:** Pro forma revenue of \$13.6 million (80% growth), gross profit of \$4.9 million (110% growth), total assets of \$137 million, and revenue per paying student of \$1,856: A 1,053% increase reflecting the Company's shift to higher-value education programs.
  - **2026 Revenue Guidance:** The Company expects revenue of \$20 million to \$22 million and positive Adjusted EBITDA of \$1.5 million to \$2.0 million in 2026, reflecting continued growth across all three business units.
  - **Share Retirement Program:** 30.1 million shares have been identified for retirement, equivalent to 25.8% of the public float, with the projected share count reducing to 116.7 million shares after anticipated retirements and insider holdings.
  - **Bitcoin Loyalty Program:** The Company has expanded its Bitcoin Loyalty Program to 18.6 million shares, with a \$0.10 per share loyalty payment payable in Bitcoin or cash to shareholders who hold their shares in book entry form at the Company's share transfer agent.
  - **Legal Progress:** The Company's ICC Arbitration resulted in the awarded return of 7.4 million shares and an \$8 million cash award. The Company has also filed lawsuits including a RICO complaint and class action against alleged market manipulation, claiming combined damages exceeding \$1 billion.
  - **Post-GENIUS Act Strategy:** The presentation outlines Genius Group's plans to become a Permitted Payment Stablecoin Issuer, launch GEMs (Genius Education Merits) - blockchain-based tokens rewarding students for learning - and build Digital Asset Service Provider capabilities integrating its AI education platform with Jewel Bank's digital banking infrastructure.
-

The presentation also features the Company's experienced leadership team, including Board Advisors Robert Kiyosaki, author of Rich Dad Poor Dad, and Saifedean Ammous, author of The Bitcoin Standard.

Roger James Hamilton, Founder and CEO of Genius Group, commented:

*"These two updated investor presentations tell the story of where Genius Group is heading. The Jewel Bank presentation shows how we are entering the \$1.9 trillion to \$4 trillion stablecoin market through a fully-licensed digital bank, with American Ventures as our strategic partner."*

*"The GNS presentation shows how our AI education platform is delivering accelerating revenue growth and operational profitability, while building the infrastructure to connect education with digital banking through GEMs, blockchain credentials, and stablecoin-powered student finance."*

*"With the GENIUS Act now signed into law, we believe GNS offers investors a unique opportunity at the intersection of AI education and regulated digital banking — the two fastest-growing sectors in global technology and finance."*

Both presentations are available at [ir.geniusgroup.net](http://ir.geniusgroup.net) and are being filed with the SEC as a 6-K.

**Jewel Bank: Our Post-GENIUS Act Plan**

**Post-GENIUS Act Strategy**

- Permitted Stablecoin Issuer**  
Become a Permitted Payment Stablecoin Issuer under the GENIUS Act, leveraging Jewel Bank's dual BMA + DABA license
- GEMs & Genius Wallet**  
Launch GEMs (Genius Education Merits) blockchain-based tokens rewarding students for learning, redeemable across the Genius ecosystem
- Blockchain Credentials**  
Issue courses, certificates and qualifications on the blockchain — verifiable, portable and employer-ready digital credentials
- Digital Asset Services**  
Build Digital Asset Service Provider capabilities, integrating AI education platform with Jewel Bank's digital banking services

**Why This Positioning Is Unique**

- Student debt to student credit** GEMs reward learning, redeemable across Genius Marketplace, replacing student finance with blockchain credits
- 6.1M students** on Genius's AI education platform - a built-in user base for GEMs and Genius Wallet
- Dual-licensed bank** provides regulated infrastructure to issue stablecoins, process payments and custody digital assets
- GENIUS Act compliance** enables Jewel Bank to operate as a Permitted Issuer in the US — the world's largest stablecoin market
- Vertically integrated** the only company combining AI education, blockchain credentials, stablecoin issuance and a licensed digital bank

## **Compliance with NYSE Company Guide**

As previously disclosed in its Annual Report on Form 20-F for the year ended December 31, 2025, which was filed on March 9, 2026 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 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, 2025.

The Company filed its Annual Report for the year ended December 31, 2025 on Form 20-F, with the SEC on March 9, 2026. A full copy is available at <https://ir.geniusgroup.net/sec-filings/annual-reports>. A hard copy of the Annual Report is available from the Company upon written request at [investor@geniusgroup.ai](mailto:investor@geniusgroup.ai).

## **About Genius Group**

Genius Group (NYSE: GNS) is a Bitcoin-first business delivering AI powered, education and acceleration solutions for the future of work. Genius Group serves 6 million users in over 100 countries through its Genius City model and online digital marketplace of AI training, AI tools and AI talent. It provides personalized, entrepreneurial AI pathways combining human talent with AI skills and AI solutions at the individual, enterprise and government level. To learn more, please visit <https://www.geniusgroup.ai/>

## **Forward-Looking Statements**

Statements made in this press release include forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934. Forward-looking statements can be identified by the use of words such as "may," "will", "plan," "should," "expect," "anticipate," "estimate," "continue," or comparable terminology. Such forward-looking statements are inherently subject to certain risks, trends and uncertainties, many of which the Company cannot predict with accuracy and some of which the Company might not even anticipate and involve factors that may cause actual results to differ materially from those projected or suggested. Readers are cautioned not to place undue reliance on these forward-looking statements and are advised to consider the factors listed above together with the additional factors under the heading "Risk Factors" in the Company's Annual Reports on Form 20-F, as may be supplemented or amended by the Company's Reports of a Foreign Private Issuer on Form 6-K. The Company assumes no obligation to update or supplement forward-looking statements that become untrue because of subsequent events, new information or otherwise. No information in this press release should be construed as any indication whatsoever of the Company's future revenues, results of operations, or stock price.

## **Non-IFRS Financial Measure**

We have included Adjusted EBITDA because it is a key measure used by our management and board of directors to understand and evaluate our core operating performance and trends, to prepare and approve our annual budget and to develop short- and long-term operational plans. In particular, the exclusion of certain expenses in calculating Adjusted EBITDA can provide a useful measure for period-to-period comparisons of our core business.

We calculate Adjusted EBITDA as net profit / loss for the period plus income taxes and social contribution plus / minus finance revenue /expense result plus depreciation and amortization plus impairments plus revaluation adjustment of contingent liabilities plus share-based compensation expenses plus bad debt provision.

## **Contacts**

For enquiries, contact [investor@geniusgroup.ai](mailto:investor@geniusgroup.ai)

---