

---

**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, 2025

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.

---

On April 30, 2025, the Company held its Investor Call to Announce its 2024 results. Attached are the Presentation from the Call and the Press Release announcing the call. The recording of the Call is at the following link: <https://ir.geniusgroup.net/presentations>.

**Exhibits**

99.1 [Investor Presentation, dated April 30, 2025](#)  
99.2 [Press Release, dated April 30, 2025](#)

---

**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 1, 2025

By: /s/ Gaurav Dama  
Name: Gaurav Dama  
Title: Chief Financial Officer  
(Principal Financial Officer)

---



# Investor Presentation

April 2025

## Forward Looking Statements

Financial information contained in this presentation is current as of the Company's Audited Financials up to December 31, 2024 as filed in the company's 20-F Annual Report on April 30, 2025, available at <https://ir.geniusgroup.net>

### Forward Looking Statements

This presentation contains forward-looking statements. These statements include descriptions regarding the intent, belief or current expectations of the Company or its officers and may be recognized by the use of words such as "anticipate," "expects," "plans," "will," "estimates," "projects," "intends," "believe," "will" or words of similar meaning. Such forward-looking statements are based on assumptions that are inherently subject to significant risks and uncertainties, including those described in the "Risk Factors" section of the prospectus, many of which are beyond the Company's control. Actual results may materially differ from those in the forward-looking statements contained herein. Nothing in this presentation should be regarded as a representation by any person that the forward-looking statements set forth herein or any of the contemplated results of such forward-looking statements will be achieved. You should not place undue reliance on such forward-looking statements, which speak only as of the date they are made. The Company and affiliates assume no obligation to and do not undertake to update such forward-looking statements to reflect future events or circumstances.

### Non-IFRS Financial Measures

The Company's financial statements are prepared according to IFRS. This presentation includes certain non-IFRS financial measures, which are different from financial measures calculated in accordance with IFRS. Such non-IFRS financial measures should be considered in addition to and not as a substitute for or superior to financial measures calculated in accordance with IFRS. In addition, the definition of adjusted EBITDA in this presentation may be different from the definition of such term used by other companies, and therefore comparability may be limited. This presentation also contains certain financial projections of the Company, which are based upon a number of assumptions, estimates and forecasts that, while considered reasonable by the Company, are inherently subject to significant business, economic and competitive uncertainties and contingencies, many of which are beyond the Company's control, and upon assumptions with respect to future business decisions which are subject to change. These projections may vary materially from actual results. The Company and its respective affiliates make no representation that these projected results will be achieved. The recipient should not place undue reliance on this information.

# Leading the AI Powered Education Revolution towards a Bitcoin-First Future

We are a Bitcoin Treasury Company with an AI powered education platform to prepare students, entrepreneurs, businesses, and governments towards a Bitcoin-first future.

We deliver AI training and AI tools to 5.8 million students on our Edtech platform. We are building a Genius City model in which students learn the latest exponential technologies and entrepreneurial skills powered by AI mentors. We are building a Genius brand for the Impact Age.

5M → 100M

Students:  
by 2030

\$28M → \$1.0B

Valuation  
by 2030

15K → 150K

Partners:  
by 2030

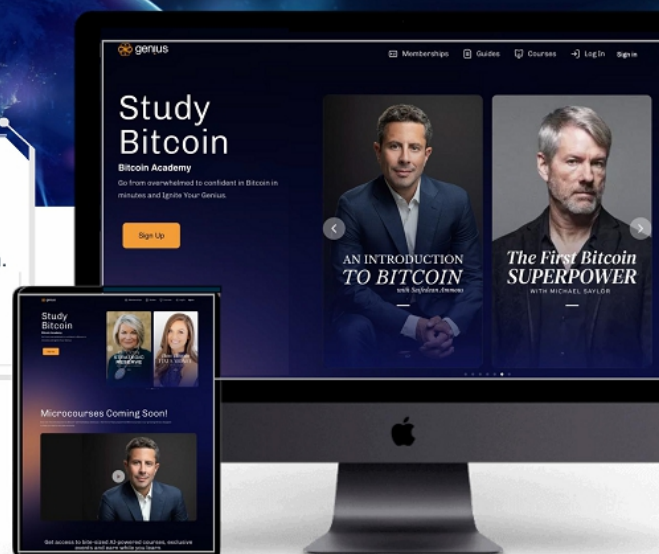
10 → 100

Genius Cities  
by 2030

0 → 1,000BTC

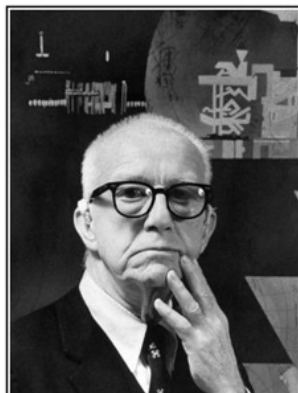
Bitcoin  
Treasury Goal

Pending lifting of Preliminary Injunction  
banning Genius from buying BTC



## Company 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 technology and solve our greatest challenges.



Whether it is to be Utopia or Oblivion will be a touch-and-go relay race right up to the final moment.... Humanity is in 'final exam' as to whether or not it qualifies for continuance in Universe.

— R. Buckminster Fuller —

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."**

### NYSE American: GNS

Share Price <sup>1</sup>	\$0.37
Market Cap <sup>1</sup>	\$27.0M
2024 Net Asset Value	\$79.4M
2024 Net Asset Value Growth	303%
2024 Revenue	\$7.8M
2024 Total Assets	\$101.1M
2024 Total Liabilities	\$21.6M
Shareholder Equity	79.4M

1) As of April 29, 2025



# Company Outlook 2025



## BITCOIN TREASURY

1. \$120 million, 1,000 Bitcoin Treasury in 2025
2. South East Asia's Leading Public BTC Treasury Company
3. Five Year Target to grow to \$1 Billion BTC Treasury



## GENIUS EDUCATION

1. Leading blockchain based Microlearning platform in 2025
2. Bitcoin Academy, Genius Academy & Genius School
3. One Year Plan to grow to \$20 million profitable platform



## GENIUS CITIES

1. Global network of Genius Cities, with 20 Genius Cities in 2025
2. Tokenized Assets, AI economy, Genius Generation
3. Five Year Plan to grow to \$100 million Genius City

# The Case for Bitcoin in a Post-AGI World

We believe the exponential economies of the future will be built by AI agents and robots that will interact and incentivize each other with their own digital money. This will be backed by a digital gold. We believe that digital gold will be Bitcoin.

## Jensen Huang says he wants Nvidia to be a company with 100 million AI assistants

Shubhangi Goel Oct 14, 2024, 4:15 PM GMT+8

Share Save



Jensen Huang wants Nvidia to be a company with 100 million AI assistants | i-hwa Cheng/Getty



## Current Legal Actions related to our Bitcoin Treasury

Subsequent to December 31, 2024, the Company has faced legal blocks that are impacting its operating business and growth plans that it is fighting vigorously against to protect its business and shareholders. These have been previously reported in the Company's filings, and the Company's guidance is based on an anticipated positive outcome in these proceedings:

- In January 2025, the Company proceeded with arbitration with Fatbrain AI (LZGI), with the Company's shares related to the LZGI asset purchase agreement subject to a mutually agreed Preliminary Injunction (PI).
- The Company continued to strengthen its balance sheet with the growth of its Bitcoin Treasury to 440 Bitcoin.
- In February 2025, LZGI subsequently filed an additional PI to enjoin the Company from selling shares, raising shareholder funds and buying Bitcoin. This was granted by the United States Court for the Southern District, first as a Temporary Restraining Order (TRO) in February, 2025 and then as a PI in March, 2025.
- The Company filed multiple letters and motions to the court explaining that the TRO and PI did not maintain the status quo pending arbitration, that they were based on false statements designed to defraud the court, and the intent of the filing of the TRO and PI was to extort further money from Genius.
- As of today's date, the PI has remained in effect. The Company has subsequently filed an appeal with the Second Circuit, and a hearing has been granted and scheduled for early May.
- In relation to the Company's allegations of fraud and extortion, on March 31, 2024, the Company filed a lawsuit against Peter Ritz and Michael Moe as the controlling officers and directors of LZGI International, Inc ("LZGI") under the Racketeer Influenced and Corrupt Organizations Act (RICO), in the United States District Court, Southern District of Florida, seeking over \$450 million in damages caused by the defendants to Genius Group.

## Current Legal Actions related to our Bitcoin Treasury

Due to the current legally imposed restrictions which are impacting the Company's ability to fund and grow its operations, the Company took a series of actions in April, 2025 to lower the risk of being blocked further from conducting the normal operations of its business as per the wishes, consent and authorizations of its shareholders and Board:

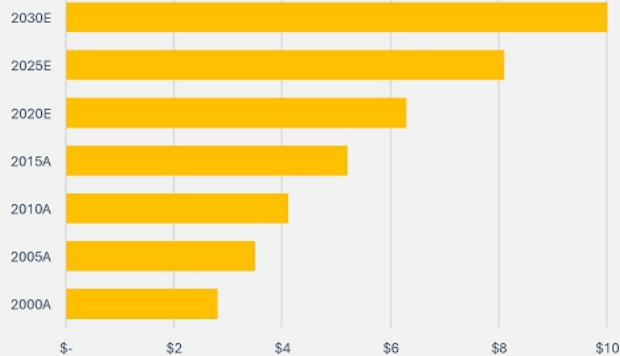
- The Company returned the custody of its Bitcoin from the United States, where it has been held as collateral for the Company's Bitcoin loans, to Singapore where the Company is registered and headquartered.
- The Company repaid all of its Bitcoin loans, making repayment in full of \$20.9 million in order to release the Bitcoin from custody in the United States and transfer to Singapore. The Company is now debt free.
- The Company dramatically reduced its Bitcoin holdings from 440 Bitcoin to 66 Bitcoin, for the period during which it remains blocked from raising funds or buying Bitcoin, with the possibility the Company may need to sell all of its Bitcoin in order to convince the court to extinguish the PI. The cash in its treasury is also being held in Singapore.
- The ongoing damages caused by the alleged fraud and extortion on the Company are being added to the damages the Company is seeking to recover.
- The Company has also received an update on the lawsuit led by Christian Attar related to alleged naked short selling and spoofing of Genius Group's shares, with alleged damages previously calculated at between \$251 million and \$263 million. Wes Christian of Christian Attar has reported to the Company that they anticipate calculations on updated damages will be completed and the complaint is anticipated to be filed in May 2025.
- These issues are ongoing, and are imposing continuing damages and risk to the Company's operations. The Company's legal team is dedicated towards achieving positive outcomes in its legal cases and will continue to take decisive actions against bad actors to protect the Company and shareholders' interests.



# The Most Powerful Solution in a \$10T Market

We sell the “shovels” for the AI “gold rush” that is upending jobs & the education status quo.

## Global Education & Upskilling Spend \$ in Trillions

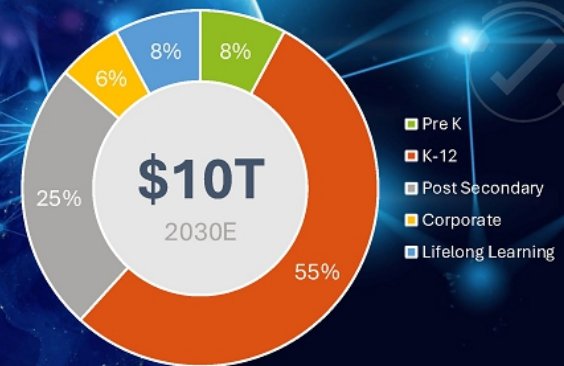


Education is growing at 4.5% CAGR, totally +6% of global GDP

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

GeniusGroup | NYSE American: GNS

## 2030E Global Education & Upskilling Segments \$ in Trillions

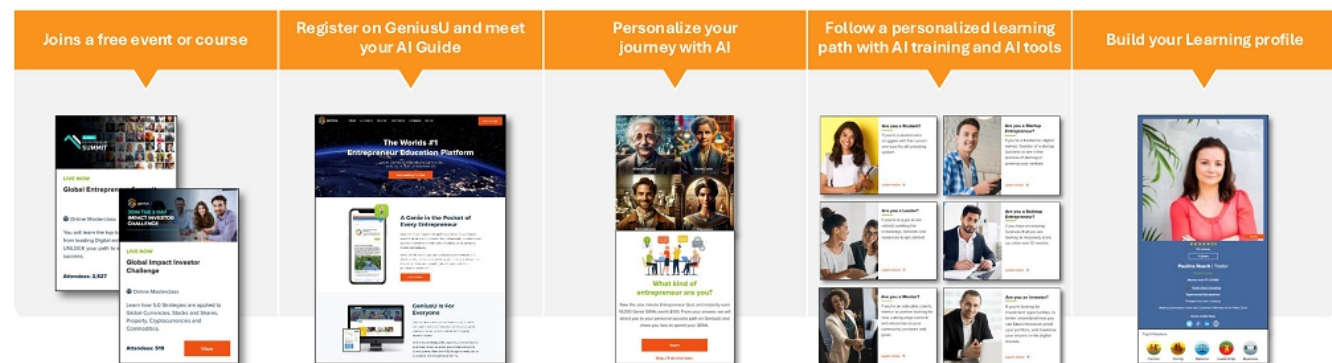


K12 over \$5 Trillion by 2030

Investor Presentation April 2025 | 9

# AI Powered Education: The Future of Learning with GeniusU

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



## The Global Problem

Educating the workforce of tomorrow for a Post-AGI world



## Our Global Solution

An AI-Driven high touch ecosystem of AI training and AI tools, connected by a high-tech global platform.

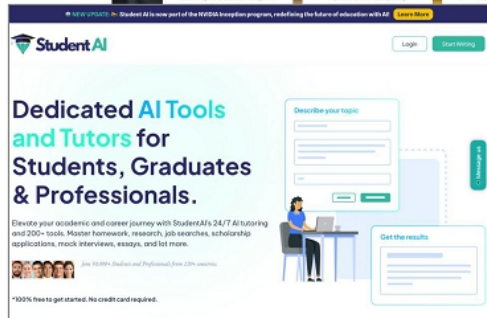
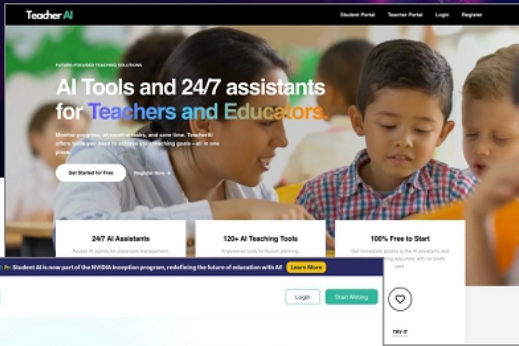
Source: Deloitte Insights 2022, NerdWallet 2023, Compassion International

GeniusGroup | NYSE American: GNS

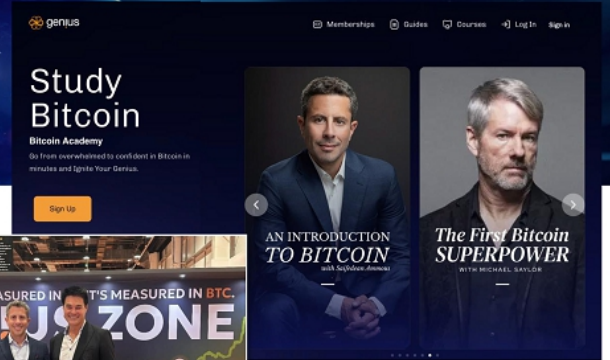
Investor Presentation April 2025 | 10

# AI Learning Platforms

Platforms for each target audience: Genius School, Genius Academy: Bitcoin Academy, Entrepreneur Academy, Investor Academy



GeniusGroup | NYSE American: GNS



Investor Presentation April 2025 | 11

# Genius City Vision 2025



## DEVELOPMENT

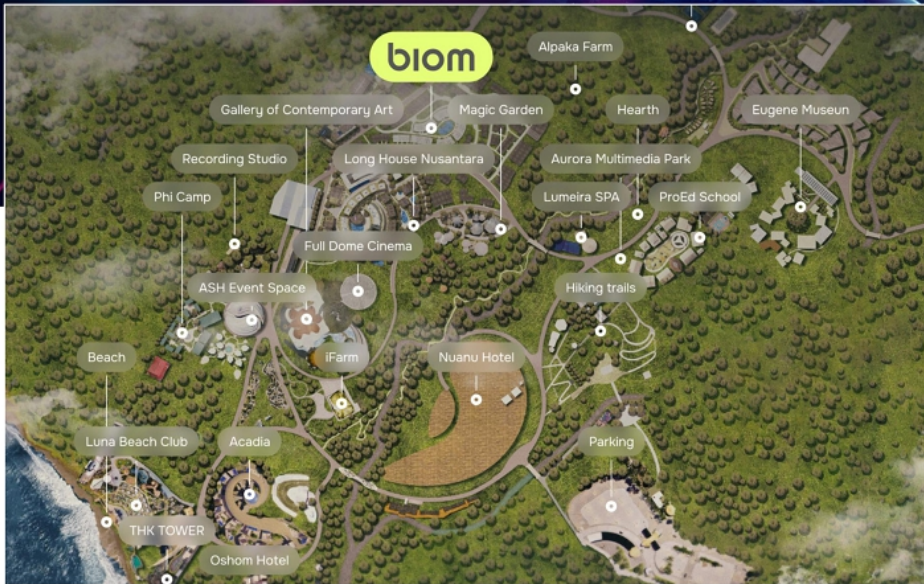
1. Expansion of commercial areas: Oshom, Acadia, Genius School
2. Growth in events and festivals, building reputation as Bali's leading creative, sustainable city of the future.
3. Launch Genius City, Nuanu, attracting Genius' global community

GeniusGroup | NYSE American: GNS

Investor Presentation April 2025 | 12



# Genius City Vision 2025



## GENIUS CITY, NUANU

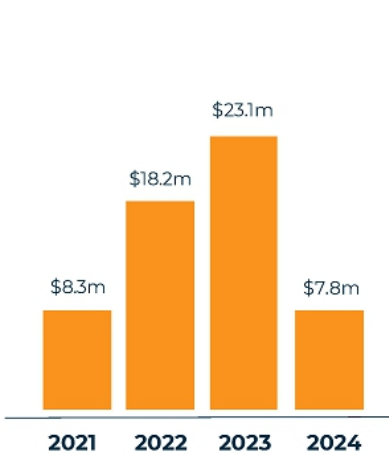
Lifelong Learning Community and incubator for the talent of tomorrow.

1. Entrepreneur & Investor Schools and Incubators throughout the year
2. Corporate Retreat Center and Apprentice Program for Enterprises
3. Coworking Space and Talent Pool in AI & the latest technologies
4. 5% of income from enterprises returned to the community
5. Blockchain based investment in accommodation and enterprises
6. Bitcoin-based financing to enable flexible, liquid investment

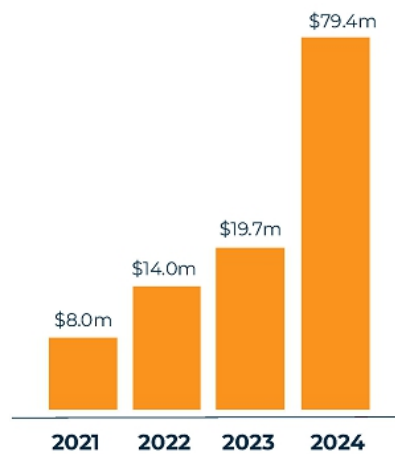
## Financial Summary

2024 full year audited results.

### Annual Revenue 2022-2024 (in Millions)



### Net Asset Value 2022 - 2023 (in Millions)



### Number of Students





## 2025 Guidance

Igniting Your Genius with the ABCs of the Future

2025 Revenue  
**\$10m - \$13m**

2025 Adj EBITDA  
**\$0.2m - \$1.0m**

**AI Powered**  
Gamified Learning

**Blockchain**  
GEMs & Certificates

**Pass the  
Final Exam**

**Community**  
Genius Cities

Genius  
Group

GeniusGroup | NYSE American: GNS

Investor Presentation January 2025 | 15



Genius Group Inc. (NYSE American: GNS)  
No. 01-01, 8 Amoy Street, Singapore, 049950 Singapore  
[www.geniusgroup.net](http://www.geniusgroup.net)



## Genius Group Announces 2024 Financial Results, 303% NAV Growth

*Increase in Net Asset Value (NAV) to \$79.4 million from \$19.7 million in 2023.*

SINGAPORE, April 30, 2025 - Genius Group Limited (NYSE American: GNS) ("Genius Group" or the "Company"), a leading AI-powered, Bitcoin-first education group, announced today its financial results for the year ended December 31, 2024.

### Business Highlights for Fiscal 2024

- As a result of the restructured financials due to the failed asset purchase agreement currently the subject of arbitration and the RICO lawsuit filed by the Company, 2024 audited revenue of \$7.9 million compared to \$23.1 million in 2023.
- 5.8 million students and users compared to 5.5 million in 2023.
- Reduction in cost of revenue to \$5.3 million from \$11.1 million in 2023.
- Gross profit of \$2.6 million compared to \$11.9 million in 2023.
- Reduction in operating expenses to \$32.7 million from \$48.3 million in 2023.
- Reduction in operating loss to \$30.1 million from \$36.1 million in 2023.
- Total comprehensive loss of \$25.0 million compared to \$5.9 million in 2023.
- Adjusted EBITDA loss of \$13.0 million compared to \$13.2 million in 2023.
- Increase in total assets to \$101.0 million from \$43.2 million in 2023.
- Reduction in total liabilities to \$21.6 million from \$23.5 million in 2023.
- Increase in Net Asset Value (NAV) to \$79.4 million from \$19.7 million in 2023.

Additional information with respect to the Company's business, operations and financial condition for the year ended December 31, 2024 is contained in the Company's Annual Report on Form 20-F, which has been filed with the U.S. Securities and Exchange Commission (the "SEC") at [www.sec.gov](http://www.sec.gov), and available on the Company's website at [www.geniusgroup.ai](http://www.geniusgroup.ai)

Roger James Hamilton, Founder and CEO of Genius Group, commented "2024 was a year of significant change for Genius Group, with the Company involved in a series of corporate and legal actions to defend our shareholders' interests."

"Despite these challenges, the Company ended the year with a significantly stronger balance sheet. We are now focused in 2025 on building our core business of AI-powered, entrepreneurial education to profitability, whilst empowering our legal team to defend the company and pursue damages against various parties which currently amount to over \$700 million."

### Financial Guidance for 2025

Genius Group is growing its AI-Powered Genius Academy and Genius School platform, and scaling its Genius City model with a focus on cash positive operations. The Company is providing guidance of \$10 to \$13 million in revenue and \$0.2 to \$1.0 million in positive EBITDA in 2025, whilst continuing to build strength in its balance sheet and positive outcomes in its legal cases.

### Recent Developments in 2025

Subsequent to December 31, 2024, the Company has faced legal blocks that are impacting its operating business and growth plans that it is fighting vigorously against to protect its business and shareholders. These have been previously reported in the Company's filings, and the Company's guidance is based on an anticipated positive outcome in these proceedings:

- In January 2025, the Company proceeded with arbitration with Fatbrain AI (LZGI), with the Company's shares related to the LZGI asset purchase agreement subject to a mutually agreed Preliminary Injunction (PI).
- The Company continued to strengthen its balance sheet with the growth of its Bitcoin Treasury to 440 Bitcoin.
- In February 2025, LZGI subsequently filed an additional PI to enjoin the Company from selling shares, raising shareholder funds and buying Bitcoin. This was granted by the United States Court for the Southern District, first as a Temporary Restraining Order (TRO) in February, 2025 and then as a PI in March, 2025.
- The Company filed multiple letters and motions to the court explaining that the TRO and PI did not maintain the status quo pending arbitration, that they were based on false statements designed to defraud the court, and the intent of the filing of the TRO and PI was to extort further money from Genius.
- As of today's date, the PI has remained in effect. The Company has subsequently filed an appeal with the Second Circuit, and a hearing has been granted and scheduled for early May.
- In relation to the Company's allegations of fraud and extortion, on March 31, 2024, the Company filed a lawsuit against Peter Ritz and Michael Moe as the controlling officers and directors of LZGI International, Inc ("LZG") under the Racketeer Influenced and Corrupt Organizations Act (RICO), in the United States District Court, Southern District of Florida, seeking over \$450 million in damages caused by the defendants to Genius Group.
- Due to the current legally imposed restrictions which are impacting the Company's ability to fund and grow its operations, the Company took a series of actions in April, 2025 to lower the risk of being blocked further from conducting the normal operations of its business as per the wishes, consent and authorizations of its shareholders and Board:
  - The Company returned the custody of its Bitcoin from the United States, where it has been held as collateral for the Company's Bitcoin loans, to Singapore where the Company is registered and headquartered.
  - The Company repaid all of its Bitcoin loans, making repayment in full of \$20.9 million in order to release the Bitcoin from custody in the United States and transfer to Singapore. The Company is now debt free.
  - The Company dramatically reduced its Bitcoin holdings from 440 Bitcoin to 66 Bitcoin, for the period during which it remains blocked from raising funds or buying Bitcoin, with the possibility the Company may need to sell all of its Bitcoin in order to convince the court to extinguish the PI. The cash in its treasury is also being held in Singapore.
- The ongoing damages caused by the alleged fraud and extortion on the Company are being added to the damages the Company is seeking to recover.



- The Company has also received an update on the lawsuit led by Christian Attar related to alleged naked short selling and spoofing of Genius Group's shares, with alleged damages previously calculated at between \$251 million and \$263 million. Wes Christian of Christian Attar has reported to the Company that they anticipate calculations on updated damages will be completed and the complaint is anticipated to be filed in May 2025.
  - These issues are ongoing, and are imposing continuing damages and risk to the Company's operations. The Company's legal team is dedicated towards achieving positive outcomes in its legal cases and will continue to take decisive actions against bad actors to protect the Company and shareholders' interests.
- 

### Earnings Webcast and Presentation

Management hosted a webcast to discuss the Company's financial results at 8:00 AM Eastern Time / 8:00 PM Singapore Time on Wednesday, April 30, 2025. Management also provided updates on its AI-Powered Genius Curriculum, Genius City model, Bitcoin Treasury strategy, current legal cases and guidance for 2025.

A recording of the webcast, along with supplemental information, can be accessed on the investor relations section of the [Genius Group website](#).

### 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 5.8 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 [www.geniusgroup.net](http://www.geniusgroup.net).

For more information, please visit <https://www.geniusgroup.ai/>

### Investor Notice

Investing in our securities involves a high degree of risk. Before making an investment decision, you should carefully consider the risks, uncertainties and forward-looking statements described in our most recent Annual Report on Form 20-F for the fiscal year ended December 31, 2024, filed with the SEC on April 30, 2025. If any of these risks were to occur, our business, financial condition or results of operations would likely suffer. In that event, the value of our securities could decline, and you could lose part or all of your investment. The risks and uncertainties we describe are not the only ones facing us. Additional risks not presently known to us or that we currently deem immaterial may also impair our business operations. In addition, our past financial performance may not be a reliable indicator of future performance, and historical trends should not be used to anticipate results in the future. See "Forward-Looking Statements" below.

### 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.

### Contact

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

---