

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

**FORM S-8**

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

**Genius Group Limited**

(Exact name of registrant as specified in charter)

<b>Singapore</b> (State or Other Jurisdiction of Incorporation or Organization)	<b>Not Applicable</b> (IRS Employer Identification No.)
<b>3 Temasek Avenue, Centennial Tower, Level 18 &amp; 17, Singapore 039190</b> (Address of Principal Executive Offices)	<b>049950</b> (Zip Code)

**Genius Group Limited  
Employee Share Scheme 2024**  
(Full Title of the Plan)

**Roger James Hamilton, Chief Executive Officer**  
C/O

**Jolie Kahn, Esq.**  
**430 Park Avenue, 19th floor**  
**New York, NY 10022**  
**Telephone: (516) 217-6379**  
**Facsimile: (866) 705-3071**

(Name and Address of Agent For Service)

**516-217-6379**

Telephone Number, Including Area Code of Agent For Service.

**Copies to:**  
**Jolie Kahn, Esq.**  
**430 Park Avenue, 19th floor**  
**New York, NY 10022**  
**New York, NY 10017**  
**Telephone: (516) 217-6379**  
**Facsimile: (866) 705-3071**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, anon-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Securities Exchange Act of 1934 (the "Exchange Act").

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input checked="" type="checkbox"/>	Smaller reporting company	<input checked="" type="checkbox"/>
		Emerging growth company	<input checked="" type="checkbox"/>

If an emerging growth company, 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 ☐

**STATEMENT OF INCORPORATION BY REFERENCE**

This Registration Statement on Form S-8 is being filed by Genius Group Limited (the "Company") to register an additional 7,000,000 shares of the Common Stock of the Company, No par value per share (the "Common Stock"), issuable under the Incentive Plan and multiple services agreement

**GENIUS GROUP LIMITED**

The Genius Group Limited Employee Share Scheme (the "2024 Incentive Plan" or the "Incentive Plan")

**Explanatory Note**

This Registration Statement is being filed by Genius Group Limited (the "Registrant," "we," "us," "our" or similar terminology) relating to continuing issuances of ordinary shares which may be offered and sold pursuant to the Incentive Plans.

This Registration Statement includes a pool of an additional 7,000,000 shares under Incentive Plan which may be distributed to both affiliates and non-affiliates in the future.

Some of these shares constitute “control securities” which have been issued prior to or issuable after the filing of this Registration Statement. With respect to each such agreement, instrument or other document filed as an exhibit to the Registration Statement, we refer you to the exhibit for a more complete description of the matter involved, and each such statement shall be deemed qualified in its entirety by this reference.

## PART I

### INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

**Item 1. Plan Information.** The Company is registering a pool of an additional 7,000,000 ordinary shares under the Incentive Plan which may be distributed to both affiliates and non-affiliates in the future. Some of these shares constitute “control securities” which have been issued prior to or issuable after the filing of this Registration Statement. The purpose of the Incentive Plans is to provide ordinary shares to employees, officers and directors to the Company as a form of compensation and also to issue equity awards as possible incentives and for employee retention purposes. These plans are not subject to ERISA and are administered by the Company’s Compensation Committee. The Incentive Plans do not have a fixed term but may be terminated at any time by the Committee or the Company’s shareholders. The Incentive Plans contain clawback provisions consistent with the Company’s Clawback provision. The Incentive Plans are deemed qualified under Section 401 of the IRS Code to the extent applicable. Except with the prior written consent of the Company, no party may assign, transfer, charge or otherwise deal with any of its rights or obligations under this Agreement nor grant, declare, create or dispose of any right or interest in it. As the Company is a foreign private issuer incorporated in Singapore, each recipient hereunder is encouraged to reach out to their own advisors as to the tax effects of a grant to such recipient under the Incentive Plan in the jurisdiction(s) in which such recipient is subject to taxation.

### CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

This prospectus and the documents incorporated by reference herein contain forward-looking statements that reflect our current expectations and views of future events. The forward-looking statements are contained principally in the sections included or incorporated by reference herein entitled “Risk Factors” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations.” Readers are cautioned that known and unknown risks, uncertainties and other factors, including those over which we may have no control and others listed in the “Risk Factors” section of this prospectus, may cause our actual results, performance or achievements to be materially different from those expressed or implied by the forward-looking statements.

You can identify some of these forward-looking statements by words or phrases such as “may,” “will,” “expect,” “anticipate,” “aim,” “estimate,” “intend,” “plan,” “believe,” “is/are likely to,” “potential,” “continue” or other similar expressions. We have based these forward-looking statements largely on our current expectations and projections about future events that we believe may affect our financial condition, results of operations, business strategy and financial needs. These forward-looking statements include statements relating to:

- our ability to compete in the highly competitive markets in which we operate, and potential adverse effects of this competition;

- our ability to maintain revenues if our products and services do not achieve and maintain broad market acceptance, or if we are unable to keep pace with or adapt to rapidly changing technology, evolving industry standards and changing regulatory requirements;
- uncertainty, downturns and changes in the markets we serve;
- our expectations regarding the size of the global education market, Edtech market and the various geographic and demographic markets that our group of companies serve;
- our competitiveness in the marketplace in relation to existing and new competitors in the marketplace;
- our commercialization strategy, including our plans to acquire education companies, to combine them in a global curriculum and Edtech platform, and to digitize and distribute our courses globally;
- our belief that we will be able to drive commercialization of our GeniusU Edtech platform through the growth of our AI, and technology development;
- our ability to integrate effectively our Pre-IPO Companies and IPO Acquisitions in order to expand their product range and improve their financial performance;
- the willingness of our Partners, Mentors and Students to adopt GeniusU as their Edtech platform of choice;
- our ability to effectively manage our anticipated growth;
- the timing, scope or likelihood of regulatory submissions, filings, approvals, authorizations or clearances;
- our ability to repay or service our debt obligations and meet the financial covenants related to such debt obligations;
- our ability to enforce our intellectual property rights and to operate our business without infringing, misappropriating, or otherwise violating the intellectual property rights and proprietary technology of third parties;
- our ability to develop effective internal controls over financial reporting;
- our ability to attract, motivate and retain qualified employees, including members of our senior management team;
- our expectations regarding the time during which we will be an emerging growth company under the Jumpstart Our Business Startups Act of 2012 (the “JOBS Act”) and a foreign private issuer;
- the future trading price of our Ordinary Shares and impact of securities analysts’ reports on these prices;
- our ability to fully derive anticipated benefits from existing or future acquisitions, joint ventures, investments or dispositions;
- exchange rate fluctuations and volatility in global currency markets;
- potential adverse tax consequences resulting from the international scope of our operations, corporate structure and financing structure; and

- increased risks resulting from our international operations.

These forward-looking statements involve numerous risks and uncertainties. Although we believe that our expectations expressed in these forward-looking statements are reasonable, our expectations may later be found to be incorrect. Our actual results of operations or the results of other matters that we anticipate could be materially different from our expectations. Important risks and factors that could cause our actual results to be materially different from our expectations are generally set forth in “Risk Factors,” “Management’s Discussion and Analysis of Financial Condition and Results of Operations,” “Business,” “Regulation” and other sections included or incorporated by reference in this prospectus. You should thoroughly read this prospectus and the documents incorporated herein by reference with the understanding that our actual future results may be materially different from and worse than what we expect. We qualify all of our forward-looking statements by these cautionary statements.

The forward-looking statements made in this prospectus relate only to events or information as of the date on which the statements are made in or incorporated by reference in this prospectus. Except as required by law, we undertake no obligation to update or revise publicly any forward-looking statements, whether as a result of new information, future events or otherwise, after the date on which the statements are made or to reflect the occurrence of unanticipated events. You should read this prospectus, the documents incorporated by reference into this prospectus and the documents we have filed as exhibits to the registration statement, of which this prospectus forms a part, completely and with the understanding that our actual future results may be materially different from what we expect.

4

## Corporate Information

Our principal executive offices are located at 3 Temasek Avenue, Centennial Tower, Level 18 & 17, Singapore 039190, which is also our registered address, and our telephone number is +65 8940 1200. The address of our website is [www.geniushgroup.net](http://www.geniushgroup.net). Information contained on, or available through, our website does not constitute part of, and is not deemed incorporated by reference into, this prospectus. Our agent for service of process in the United States is Jolie Kahn, Esq., 12 E. 49<sup>th</sup> Street, 11<sup>th</sup> floor, New York, NY 10017.

## The Offering

<b>Outstanding Ordinary Shares</b>	72,030,511 Ordinary Shares outstanding as of May 22, 2025.
<b>Ordinary Shares Offered</b>	Up to 7,000,000 Ordinary Shares issued to officers and employees of the Company under the Incentive Plans.
<b>Proceeds</b>	We will not receive any proceeds from the sale of our Ordinary Shares by the Selling Shareholders.
<b>Risk Factors</b>	The securities offered hereby are speculative and involve a significant degree of risk. See “Risk Factors” below.
<b>NYSE American</b>	GNS

5

## RISK FACTORS

**Investing in our Ordinary Shares is speculative and involves significant risks.** You should carefully consider the following risks, as well as other information set forth under the caption “Risk Factors” in Annual Report on Form 20-F (File No. 001-41353) filed on April 30, 2025, and as further amended; and our other public filings made with the SEC which are incorporated by reference into this prospectus.

### Item 2. Registrant Information and Employee Plan Annual Information.

Each participant may receive and have available to them without charge, upon written or oral request, of the documents incorporated by reference in Item 3 of Part II of this registration statement, and these documents are incorporated by reference in this Section 10(a) prospectus. Also available without charge, upon written or oral request, are all other documents required to be delivered to employees pursuant to Rule 428(b) (§230.428(b)). The request should be directed to.

**Genius Group Limited**  
**c/o Roger Hamilton, Chief Executive Officer**  
**3 Temasek Avenue, Centennial Tower,**  
**Level 18 & 17, Singapore 039190**

6

## PART II

### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

#### ITEM 3. INCORPORATION OF CERTAIN DOCUMENTS BY REFERENCE

The SEC allows us to incorporate by reference the information we file with it, which means that we can disclose important information to you by referring you to another document that we have filed separately with the SEC. You should read the information incorporated by reference herein because it is an important part of this prospectus. We incorporate by reference into this prospectus and the registration statement of which this prospectus is a part the information or documents listed below that we have filed with the SEC:

- (i) our Annual Report on [Form 20-F](#) (File No. 001-41353) filed on April 30, 2025.
- (ii) Our Form 6-K Current Reports filed on [May 1](#), [May 8](#), [May 21](#), [May 22](#), [June 4](#) and [June 5, 2025](#).
- (iii) the description of our Ordinary Shares contained in our Registration Statement on [Form 8-A](#) (File No. 001-41353) filed with the SEC on April 11, 2022.

We also incorporate by reference any future filings (other than current reports furnished under Item 2.02 or Item 7.01 of Form 6-K and exhibits filed on such form that are related to such items unless such Form 6-K expressly provides to the contrary) made with the SEC pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act, until we file a post-effective amendment that indicates the termination of the offering of the securities made by this prospectus, which will become a part of this prospectus from the date that such documents are filed with the SEC. Information in such future filings updates and supplements the information provided in this prospectus. Any statements in any such future filings will automatically be deemed to modify and supersede any information in any document we previously filed with the SEC that is incorporated or deemed to be incorporated herein by reference to the extent that statements in the later-filed document modify or replace such earlier statements. In addition to being able to access any or all

of the documents incorporated by reference into this prospectus but not delivered with the prospectus, including exhibits that are specifically incorporated by reference into such documents on our website at [www.geniushgroup.net](http://www.geniushgroup.net). We will furnish without charge to each person, including any beneficial owner, to whom a prospectus is delivered, upon written or oral request, a copy of such documents. You should direct any requests for documents to:

The Commission allows us to “incorporate by reference” the information the Company files with the Commission, which means that the Company can disclose important information by referring to those documents. The information incorporated by reference is considered to be part of this Registration Statement, and later information filed with the Commission will update and supersede this information. The Company hereby incorporates by reference into this Registration Statement the following documents previously filed with the Commission:

In addition, all documents filed by the Company pursuant to Section 13(a), 13(c), 14 or 15(d) of the Exchange Act subsequent to the filing of this Registration Statement and prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which de-registers all securities then remaining unsold shall be deemed to be incorporated by reference into this Registration Statement and to be a part hereof from the date of filing such documents, except as to specific sections of such statements as set forth therein. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is incorporated or deemed to be incorporated by reference herein modifies or supersedes such statement. Any statement contained herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained in any subsequently filed document which also is incorporated or deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this registration statement.

**Item 4. Description of Securities.**

Not applicable.

**Item 5. Interests of Named Experts and Counsel.**

Not applicable.

---

II-1

**ITEM 6. INDEMNIFICATION OF DIRECTORS AND OFFICERS**

Section 172 of the Singapore Companies Act prohibits a company from exempting or indemnifying its officers (including directors acting in an executive capacity) and similarly Section 208A of the Singapore Companies Act prohibits a company from exempting or indemnifying its auditors against any liability, which by law would otherwise attach to them for any negligence, default, breach of duty or breach of trust of which they may be guilty relating to us. However, a company is not prohibited from (a) purchasing and maintaining for any such individual insurance against any such liability, or (b) indemnifying such individual against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favor or in which he is acquitted, or in connection with any application under Section 76A(13) or 391 or any other provision of the Singapore Companies Act in which relief is granted to him by the court, (c) or indemnifying an officer against liability incurred by him or her to a person other than the company except in circumstances where such liability is for any criminal or regulatory fines or penalties, or where such liability is incurred in respect of (i) defending criminal proceedings in which he or she is convicted, (ii) defending civil proceedings commenced by the company or a related company against him in which judgment is given against him or (iii) in connection with an application for relief under section 76A(13) or section 391 of the Singapore Companies Act in which the court refuses to grant him relief.

Subject to the Singapore Companies Act and every other Singapore statute for the time being in force concerning companies and affecting us, our constitution provides that each of our directors and officers and those of our subsidiaries and affiliates shall be entitled to be indemnified by us or such subsidiary against any liability incurred by him or her arising out of or in connection with any acts, omissions or conduct, actual or alleged, by such individual acting in his or her capacity as either director, officer, secretary or employee of us or the relevant subsidiary, except to such extent as would not be permitted under applicable Singapore laws or which would otherwise result in such indemnity being void in accordance with the provisions of the Singapore Companies Act.

We may indemnify our directors and officers against costs, charges, fees, expenses and liabilities that may be incurred by any of them in defending any proceedings (whether civil or criminal) relating to anything done or omitted or alleged to be done or omitted by such person acting in his or her capacity as a director, officer or employee of our Company, in which judgment is given in his or her favor, or in which he or she is acquitted or in which the courts have granted relief pursuant to the provisions of the Singapore Companies Act or other applicable statutes, provided that such indemnity shall not extend to any liability which by law would otherwise attach to him or her in respect of any negligence, default, breach of duty or breach of trust in relation to our Company, or which would otherwise result in such indemnity being voided under applicable Singapore laws. No director or officer of our Company shall be liable for any acts, omissions, neglects, defaults or other conduct of any other director or officer, and to the extent permitted by Singapore law, our Company shall contribute to the amount paid or payable by a director or officer in such proportion as is appropriate to reflect the relative fault of such director or officer, taking into consideration any other relevant equitable considerations, including acts of other directors or officers and our Company, and the relative fault of such parties in respect thereof.

In addition, subject to the Singapore Companies Act and every other Singapore statute for the time being in force concerning companies and affecting our Company, no director, managing director or other officer shall be liable for the acts, receipts, neglects or defaults of any other director or officer, or for joining in any receipt or other act for conformity, or for any loss or expense incurred by us, through the insufficiency or deficiency of title to any property acquired by order of the directors for us or for the insufficiency or deficiency of any security upon which any of our moneys are invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person with whom any moneys, securities or effects are deposited, or any other loss, damage or misfortune which happens in the execution of his duties, unless the same happens through his own negligence, default, breach of duty or breach of trust.

We expect to maintain standard policies of insurance that provide coverage (1) to our directors and officers against loss rising from claims made by reason of breach of duty or other wrongful act and (2) to us with respect to indemnification payments that we may make to such directors and officers.

---

II-2

**LEGAL MATTERS**

The validity of the securities being offered herein has been passed upon for us by Joseph Lopez LLP.

**EXPERTS**

The consolidated financial statements of Genius Group Limited and subsidiaries as of December 31, 2024 and 2023, have been audited by Enrome LLP, independent registered public accounting firm, as set forth in their reports incorporated herein by reference. Such consolidated financial statements are incorporated herein by reference in reliance upon such report given on the authority of such firm as experts in accounting and auditing.

**WHERE YOU CAN FIND MORE INFORMATION**

We have filed with the SEC a registration statement under the Securities Act of 1933, as amended, with respect to the Ordinary Shares offered hereby. This prospectus, which constitutes a part of the registration statement, does not contain all of the information set forth in the registration statement or the exhibits and schedules filed therewith. For further information about us and the Ordinary Shares offered hereby, we refer you to the registration statement, the documents incorporated by reference herein and the exhibits and schedules filed thereto. Statements contained or incorporated by reference in this prospectus regarding the contents of any contract or any other document that is filed as an exhibit to the registration statement are not necessarily complete, and each such statement is qualified in all respects by reference to the full text of such contract or other document filed as an exhibit to the registration statement. The SEC maintains an Internet website that contains reports, proxy statements and other information about registrants, like us, that file electronically with the SEC. The address of that site is [www.sec.gov](http://www.sec.gov).

We are subject to the information and periodic reporting requirements of the Exchange Act and, in accordance therewith, we file periodic reports, proxy statements and other information with the SEC. Such periodic reports, proxy statements and other information is available for inspection and copying at the public reference room and website of the SEC referred to above. We maintain a website at [www.geniusgroup.net](http://www.geniusgroup.net). You may access our Registration Statement on Form F-1, annual reports on Form 20-F, current reports on Form 6-K, and amendments to those reports filed or furnished pursuant to Section 13(a) or 15(d) of the Exchange Act with the SEC free of charge at our website as soon as reasonably practicable after such material is electronically filed with, or furnished to, the SEC. The reference to our website address does not constitute incorporation by reference of the information contained on our website, and you should not consider the contents of our website in making an investment decision with respect to our Ordinary Shares.

You may also request all information free of charge from the Company at:

**Genius Group Limited**  
**c/o Roger Hamilton, Chief Executive Officer**  
**3 Temasek Avenue, Centennial Tower,**  
**Level 18 & 17, Singapore 039190**

II-3

**Item 7. Exemption from Registration Claimed.**

Not applicable.

**Item 8. Exhibits.**

Number	Description
3.1	<a href="#">Memorandum and Articles of Association (Incorporated by reference to the Company's 6-K filed on April 12, 2023).</a>
4.1	<a href="#">Employee Share Option Scheme 2018. (Incorporated herein by reference to the Company's Form 20-F Annual Report (File No. 001-41353), filed with the SEC on May 13, 2022</a>
4.2	<a href="#">Employee Share Option Scheme 2023 (Filed with the SEC on March 01, 2024)</a>
4.3	<a href="#">Employee Share Scheme (Filed with the SEC on August 29, 2024)</a>
5.1	<a href="#">Opinion of Joseph Lopez LLP (Filed herewith)</a>
23.1	<a href="#">Consent of Enrome LLP (Filed herewith)</a>
23.2	<a href="#">Consent of Joseph Lopez LLP (included in Exhibit 5.1)</a>
24.1	<a href="#">Powers of Attorney (included on signature page)</a>
107	<a href="#">Filing Fee Table (Filed herewith)</a>

**ITEM 9. UNDERTAKINGS**

(a) The undersigned registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:

(i) To include any prospectus required by section 10(a)(3) of the Securities Act of 1933, as amended (the "Securities Act");

(ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement.

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement;

provided, however, Paragraphs (a)(1)(i), (a)(1)(ii) and (a)(1)(iii) of this section do not apply if the registration statement is on Form S-3 and the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the registrant pursuant to section 13 or section 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act") that are incorporated by reference in the registration statement, or is contained in a form of prospectus filed pursuant to Rule 424(b) that is part of the registration statement.

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(4) That, for the purpose of determining liability under the Securities Act to any purchaser:

(i) Each prospectus filed by the registrant pursuant to Rule 424(b)(3) shall be deemed to be part of the registration statement as of the date the filed prospectus was deemed part of and included in the registration statement; and

(ii) Each prospectus required to be filed pursuant to Rule 424(b)(2), (b)(5), or (b)(7) as part of a registration statement in reliance on Rule 430B relating to an offering made pursuant to Rule 415(a)(1)(i), (vii), or (x) for the purpose of providing the information required by section 10(a) of the Securities Act shall be deemed to be part of and included in the registration statement as of the earlier of the date such form of prospectus is first used after effectiveness or the date of the first contract of sale of securities in the offering described in the prospectus. As provided in Rule 430B, for liability purposes of the issuer and any person that is at that date an underwriter, such date shall be deemed to be a new effective date of the registration statement relating to the securities in the registration statement to which that prospectus relates, and the offering of such securities at that

time shall be deemed to be the initial bona fide offering thereof. Provided, however, that no statement made in a registration statement or prospectus that is part of the registration statement or made in a document incorporated or deemed incorporated by reference into the registration statement or prospectus that is part of the registration statement will, as to a purchaser with a time of contract of sale prior to such effective date, supersede or modify any statement that was made in the registration statement or prospectus that was part of the registration statement or made in any such document immediately prior to such effective date; or

---

II-4

(5) That, for the purpose of determining liability of the registrant under the Securities Act to any purchaser in the initial distribution of the securities, the undersigned registrant undertakes that in a primary offering of securities of the undersigned registrant pursuant to this registration statement, regardless of the underwriting method used to sell the securities to the purchaser, if the securities are offered or sold to such purchaser by means of any of the following communications, the undersigned registrant will be a seller to the purchaser and will be considered to offer or sell such securities to such purchaser:

- (i) Any preliminary prospectus or prospectus of the undersigned registrant relating to the offering required to be filed pursuant to Rule 424;
- (ii) Any free writing prospectus relating to the offering prepared by or on behalf of the undersigned registrant or used or referred to by the undersigned registrant;
- (iii) The portion of any other free writing prospectus relating to the offering containing material information about the undersigned registrant or its securities provided by or on behalf of the undersigned registrant; and
- (iv) Any other communication that is an offer in the offering made by the undersigned registrant to the purchaser.

(b) The registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the registrant's annual report pursuant to section 13(a) or section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to section 15(d) of the Exchange Act) that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

(d) The registrant hereby undertakes that:

(1) For purposes of determining any liability under the Securities Act, the information omitted from the form of prospectus filed as part of this registration statement in reliance upon Rule 430A and contained in a form of prospectus filed by the registrant pursuant to Rule 424(b)(1) or (4) or 497(h) under the Securities Act shall be deemed to be part of this registration statement as of the time it was declared effective.

(2) For the purpose of determining any liability under the Securities Act, each post-effective amendment that contains a form of prospectus shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

Information required by Part I to be contained in the Section 10(a) Prospectus is omitted from the Registration Statement in accordance with Rule 428 under the Securities Act of 1933, as amended.

---

II-5

We also incorporate by reference any future filings (other than current reports furnished under Item 2.02 or Item 7.01 of Form 6-K and exhibits filed on such form that are related to such items unless such Form 6-K expressly provides to the contrary) made with the SEC pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act, until we file a post-effective amendment that indicates the termination of the offering of the securities made by this prospectus, which will become a part of this prospectus from the date that such documents are filed with the SEC. Information in such future filings updates and supplements the information provided in this prospectus. Any statements in any such future filings will automatically be deemed to modify and supersede any information in any document we previously filed with the SEC that is incorporated or deemed to be incorporated herein by reference to the extent that statements in the later-filed document modify or replace such earlier statements. In addition to being able to access any or all of the documents incorporated by reference into this prospectus but not delivered with the prospectus, including exhibits that are specifically incorporated by reference into such documents on our website at [www.geniushgroup.net](http://www.geniushgroup.net), we will furnish without charge to each person, including any beneficial owner, to whom a prospectus is delivered, upon written or oral request, a copy of such documents. You should direct any requests for documents to:

**Roger James Hamilton**  
**Chief Executive Officer**  
**Genius Group Limited**  
**3 Temasek Avenue, Centennial Tower,**  
**Level 18 & 17, Singapore 039190**

**You should rely only on the information contained in this document. We have not authorized anyone to provide you with information that is different. This document may only be used where it is legal to sell these securities. The information in this document may only be accurate on the date of this document.**

**Additional risks and uncertainties not presently known may also impair our business operations. The risks and uncertainties described in this document and other risks and uncertainties which we may face in the future will have a greater impact on those who purchase our ordinary shares. These purchasers will purchase our ordinary shares at the market price or at a privately negotiated price and will run the risk of losing their entire investment.**

---

II-6

**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 June 6, 2025.

**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: <u>/s/ Roger James Hamilton</u> Roger James Hamilton Chief Executive Officer and Chairman of the Board of Directors (Principal Executive Officer)	June 6, 2025
By: <u>/s/ Suraj Naik</u> Suraj Naik Chief Technology Officer and Director	June 6, 2025
By: <u>/s/ EDUARDO RENAN HUERTA MERCADO HERRERA</u> EDUARDO RENAN HUERTA MERCADO HERRERA Director	June 6, 2025
By: <u>/s/ CHRISTIAAN CHRISTOFFEL PUTTER</u> CHRISTIAAN CHRISTOFFEL PUTTER Director	June 6, 2025
By: <u>/s/ THOMAS PETER POWER</u> THOMAS PETER POWER Director	June 6, 2025
By: <u>/s/ GARY MICHAEL PATTISON</u> GARY MICHAEL PATTISON Director	June 6, 2025
By: <u>/s/ Eva Maria Mantziou</u> Eva Maria Mantziou Director	June 6, 2025



6 Shenton Way #07-11  
OUE Downtown 2  
Singapore 068809  
Tel: (65) 6339 4040 (Main)  
Email: mail@joseph-lopez.com

Your Ref : To be advised  
Our Ref : 202471050.JL.KY.PC.YT.ah

Page(s) : 5  
Writer's (DID) : 6233 7777 / 6233 7772  
6233 7773 / 6233 7775

Date : 6 June 2025

Writer's Email : [jl@joseph-lopez.com](mailto:jl@joseph-lopez.com)  
[kyle.yew@joseph-lopez.com](mailto:kyle.yew@joseph-lopez.com)  
[pearline.chia@joseph-lopez.com](mailto:pearline.chia@joseph-lopez.com)  
[venting.kong@joseph-lopez.com](mailto:venting.kong@joseph-lopez.com)

**GENIUS GROUP LIMITED**  
8 Amoy Street #01-01  
Singapore 049950

**BY EMAIL ONLY**  
[roger@geniusgroup.ai](mailto:roger@geniusgroup.ai)  
[gaurav@geniusgroup.ai](mailto:gaurav@geniusgroup.ai)

**Attention: Board of Directors of Genius Group Limited**

Dear Sirs,

**GENIUS GROUP LIMITED (THE "COMPANY") – REGISTRATION STATEMENT ON FORM S-8**

1. We have acted as Singapore legal counsel to the Company in connection with the preparation of the Company's Registration Statement on Form S-8 (the "**Registration Statement**") being filed with the Securities and Exchange Commission under the Securities Act of 1933, as amended (the "**Securities Act**").
2. The Registration Statement has been / is being filed to register the following:
  - a. Additional 7,000,000 Class A Ordinary Shares of the Company (the "**Jun 2025 RSU Shares**") to be issued pursuant to restricted share units that may be granted to certain employees in accordance with the terms of their employment agreements and pursuant to the Company's Restricted Share Plan adopted in 2024 (the "**2024 Incentive Plan**").
3. 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, in relation to the 2024 Incentive Plan.

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.



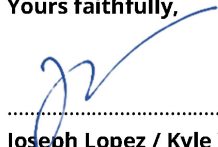
4. For rendering of this opinion, we have examined copies of the following documents / instructions that were provided to us by way of emails from the Company between 12 May 2025 to 5 June 2025 and/or obtained via searches against the electronic records of the Accounting and Corporate Regulatory Authority of Singapore ("**ACRA**"):
  - a. The 2024 Incentive Plan, provided to us by way of email from the Company dated 12 May 2025;
  - b. The draft Registration Statement, provided to us by way of email from the Company dated 30 May 2025.
  - c. The Constitution of the Company, adopted by special resolution passed on 7 April 2025;
  - d. The Company's business profile information with ACRA dated 4 June 2025, confirming that the Company is a public company limited by shares;
  - e. The resolutions in writing of the board of directors of the Company dated 26 February 2024 (for adoption of and/or in relation to the 2024 Incentive Plan) and 14 May 2025 (for registration of the June 2025 RSU Shares) (collectively referred to as the "**Board Resolutions**");
  - f. A copy of the Notice of Annual General Meeting ("**AGM**") dated 30 December 2024 (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 23 January 2025 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.
5. Save as expressly provided in paragraph 6 of this legal opinion, we express no opinion whatsoever with respect to any agreement or document described in paragraph 4 of this legal opinion.

6. 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 conformity to original documents of all copies submitted to us;
  - c. That copies of each of the resolutions mentioned in paragraph 4 above (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 grants, acceptances and exercises of all June 2025 RSU Shares referred to in this letter have been or will be validly made in accordance with the terms of the 2024 Incentive Plan;
  - g. That the Company was converted into a public company on 31 July 2019 in accordance and in compliance with Section 31(2) of the Companies Act 1967 of Singapore;
  - h. That the information disclosed by the searches on the Company against the electronic records of ACRA is true and complete, such information has not since then been materially altered, and the aforesaid searches did not fail to disclose any material information which has been delivered for filing but did not appear on the public file at the time of the searches;
  - i. That where a document has been submitted to us in draft form, it will be executed in the form of that draft;
  - j. The number of shares to be issued in respect of the June 2025 RSU Shares (collectively referred to as the "**Registered Shares**") are consistent and accord with the commercial intent and comply with the provisions of the 2024 Incentive Plan and the Resolutions;
  - k. The 2024 Incentive Plan has been validly adopted by the Company;

- l. The board of directors of the Company or, as the case may be, such person(s) as authorised by the board of directors of the Company shall, before the allotment, issuance and delivery of the Registered Shares, resolve to approve the allotment, issuance and delivery of such number of Registered Shares in accordance with the provisions of the 2024 Incentive Plan; and
  - m. The Registered Shares 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 Shares 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.
- 7. 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 Shares to be issued by the Company pursuant to the Shareholders' Resolutions obtained pursuant to Paragraph 6(m) above and, in the event that the Registered Shares are to be issued after the Shareholders' Resolutions Expiration Date, assuming that a further approval of the Shareholders is validly obtained pursuant to Section 161 of the Companies Act 1967 of Singapore, will be duly authorised by the Company for allotment, issuance and delivery thereof by the Company and, when allotted, issued and delivered by the Company in accordance with and in compliance with the provisions of the 2024 Incentive Plan, the Registered Shares will be validly issued, fully paid and non-assessable.
- 8. For the purposes of this opinion, we have assumed that the term "non-assessable" in relation to the Registered Shares 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.
- 9. 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.

10. 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.
11. 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.
12. 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,**

  
.....

**Joseph Lopez / Kyle Yew / Pearline Chia / Kong Yen Ting**  
**JOSEPH LOPEZ LLP**



**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We consent to the reference to our firm under the caption “Item 8. Exhibits” and to the use of our report dated April 30, 2025, with respect to our audits of consolidated financial statements of Genius Group Limited and its subsidiaries as of December 31, 2024 and for the year ended, December 31, 2024, which report appears in this Form S-8 filed with the Securities and Exchange Commission.

Enrome LLP

June 6, 2025

**Enrome LLP**

143 Cecil Street #19-03/04  
GB Building Singapore 069542

admin@enrome-group.com  
www.enrome-group.com

---

**Calculation of Filing Fee Table**  
**Form S-8**  
**Genius Group Limited**  
**(Exact Name of Registrant as Specified in its Charter)**

<b>Security Type</b>	<b>Security Class Title</b>	<b>Fee Calculation Rule</b>	<b>Amount registered<sup>(1)(2)</sup></b>	<b>Proposed maximum offering price per share <sup>(3)</sup></b>	<b>Maximum aggregate offering price <sup>(3)</sup></b>	<b>Amount of registration fee<sup>(3)</sup></b>
Equity	Ordinary Shares, no par value	Rule 457(c) and 457(h)	7,000,000	\$ 0.34	\$ 2,380,000	\$ 364.38

(1) This Registration Statement is being filed by Genius Group Limited relating to 7,000,000 Ordinary Shares which may be offered and sold pursuant to the Employee Share Scheme 2024. No additional registration fee is required for the shares registered on this Registration Statement pursuant to Rule 457(h)(3).

(2) Also registered hereby are such additional and indeterminate number of Ordinary Shares as may be issuable under the plan by reason of any stock split, stock dividend, recapitalization, combination of shares, exchange of shares, or other similar change affecting the outstanding Ordinary Shares.

(3) Estimated solely for the purpose of calculating the registration fee which was computed in accordance with Rule 457(c) and Rule 457(h)(1) under the Securities Act of 1933, as amended, on a basis of the average of the high and low sales prices of the Ordinary Shares last reported on the NYSE American on August 28, 2024.