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(a Singapore Company)

SHAREHOLDER REWARD DISCLOSURES

ISSUANCE OF UP TO 37,814,290 DIGITAL COUPONS

1. TO ALL SHAREHOLDERS OF RECORD OF GENIUS GROUP LIMITED

MARKET PARTICIPANTS ARE ADVISED DIGITAL COUPONS WILL BE ISSUED AS NON-FUNGIBLE TOKENS ("NFTS") AND THE TRADING WILL BE IN UNITED STATES DOLLARS ("USD").

The date of these Shareholder Reward Disclosures is March 15, 2023

MERJ EXCHANGE DOES NOT ENDORSE OR RECOMMEND ANY PUBLIC OR PRIVATE DIGITAL COUPONS BOUGHT OR SOLD ON UPSTREAM. MERJ EXCHANGE DOES NOT OFFER INVESTMENT ADVICE OR RECOMMENDATIONS OF ANY KIND. ALL SERVICES OFFERED ON UPSTREAM ARE INTENDED FOR SELF-DIRECTED CLIENTS WHO MAKE THEIR OWN INVESTMENT DECISIONS WITHOUT AID OR ASSISTANCE FROM UPSTREAM. ALL CUSTOMERS ARE SUBJECT TO THE RULES AND REGULATIONS OF THEIR JURISDICTION. ALL DIGITAL COUPON HOLDERS SHOULD INFORM THEMSELVES AS TO THE TAX CONSEQUENCES WITHIN THE COUNTRIES OF THEIR CITIZENSHIP, RESIDENCE, DOMICILE AND PLACE OF BUSINESS WITH RESPECT TO THEIR ACQUISITION, HOLDING OR DISPOSAL OF THE DIGITAL COUPONS. THIS DISCLOSURE DOCUMENT SHALL NOT CONSTITUTE AN OFFER TO SELL DIGITAL COUPONS OR SECURITIES OR THE SOLICITATION OF AN OFFER TO BUY DIGITAL COUPONS OR SECURITIES IN ANY JURISDICTION WHERE SUCH OFFER OR SOLICITATION IS NOT PERMITTED.

Name of Listed Issuer:	<u>Genius Group</u>
Coupon Symbol:	<u>GNSDC</u>
Maximum Number of Coupons to be Issued:	<u>37,814,290</u>
Record Date:	<u>February 28, 2023</u>
Pay/ Issue Date:	<u>March 15, 2023</u>
Claim Date Expiration Date:	<u>June 15, 2023</u>
Redeemable Date Expiration Date:	<u>September 15, 2023</u>

The Company shall issue to all shareholders of a record on February 28, 2023, a digital coupon that shall entitle shareholder to redeem the digital coupon for:

A discount coupon (NFT) for GEMs on Genius Group's Edtech platform, GeniusU equivalent to \$10 per share.

The issuance date will be March 15, 2023. Shareholders can prepare to receive the digital coupon by downloading Upstream from their preferred app store at <https://upstream.exchange/>, creating an account by tapping sign up, and completing a simple KYC identity verification by tapping the settings icon on the home screen and tapping KYC.* Complete instructions will be made available at <https://ir.geniusgroup.net/discount-coupon/discount-coupon> a week before the issuance date of March 15, 2023

For shareholders of record that currently maintain positions in brokerage accounts that are non-objecting, the digital coupon will be cross-referenced against the shareholder list. Shareholders that are objecting shareholders may receive their digital coupon by showing a copy of their account statement for record date of February 28, 2023 by sending to servicedesk@upstream.exchange.

Shareholders who claim the digital coupon will find their discount coupon in their Upstream portfolio with a face value equal to \$10 per share owned.

On pay/issue date of March 15, 2023, shareholders may claim their digital coupon. Shareholders may claim their digital coupons beginning on pay/issuance date March 15, 2023 for a period expiring on June 15, 2023. Shareholders that do not claim their digital coupon prior to claim date expiration, shall not be entitled to the digital coupon past the claim date expiration.

Shareholder may redeem their digital coupon by following the instructions at <https://ir.geniusgroup.net/discount-coupon/discount-coupon>. The digital coupons may be redeemed for a period ending on September 15, 2023. Digital coupons not redeemed by the expiration date will no longer be valid.

The digital coupons are not securities and are issued as ERC721 tokens, which are a standard for representing ownership of non-fungible tokens (NFTs), that is, where each token has a unique identifier. The digital coupons may not be withdrawn or transferred from the Upstream app and are only redeemable using the Upstream app by navigating to the Upstream app **Investor** section, tapping NFT, a NFT Redeem and selecting the ticker symbol for the digital coupon GNSDC. Shareholders that do not wish to redeem their digital coupons may not sell their digital coupon on the Upstream NFT marketplace.