



Entrepreneur Resorts Limited

(Incorporated in the Republic of Seychelles on 9 May 2017)

(Company Number 194139)

ISIN: SC3283DEIE74

("ERL" or "the Company")

ANNOUNCEMENT:

NOTICE OF EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of the shareholders of Entrepreneur Resorts Limited (the "Company" or "ERL") will be held online on:

30 July 2025 at 5pm Singapore time (GMT +8)

online via YouTube (link will be provided on the Company's investor website (<https://investors.entrepreneurresorts.com/>) and by email to shareholders registered on Upstream prior to the start date of voting

AGENDA

The purpose of the meeting is to consider and, if thought fit, to pass the following as an ordinary resolution:

ORDINARY RESOLUTION:

"THAT:

1. The shareholders approve the terms of the Asset Purchase Agreement dated 10 June 2025 between the Company and Genius Group Limited ("GNS"), pursuant to which the Company sells its entrepreneur cafés and resorts to GNS in consideration for 50,000,000 GNS common shares (valued at approximately USD \$21.5 million as of 9 June 2025) resulting in the issue of 3 GNS shares to ERL shareholders for every 1 ERL share held and the retention of approximately 2.7m shares by the Company for working capital purposes, and USD \$1 million in debt financing from GNS;
2. The Board of Directors and any officer of the Company be and are hereby authorised to take all actions and execute all documents necessary or desirable to give effect to the transaction, including all regulatory filings, submissions, and ancillary agreements; and
3. The shareholders acknowledge and approve the rebranding of Entrepreneur Resorts Limited as "Genius Resorts" in alignment with the Genius City model."

VOTING & PARTICIPATION

The resolution must be passed as an ordinary resolution, requiring the approval of shareholders representing not less than 50% of the shares with entitlement to vote.

The record date for determining shareholders who are entitled to vote will be Tuesday 22 July. Trading in ERL shares will cease at close of Upstream trading hours on this day, being 6:00 AM Seychelles time (GMT +4).

Voting will be available from the opening of Upstream trading hours on Wednesday 23 July, being 10:00 AM Seychelles time (GMT +4), and will conclude in the general meeting on Tuesday 30 July.

Voting will take place on the Upstream app, and by electronic poll during the general meeting. Total votes will be tallied and reported during the meeting, subject to technical availability of data. Detailed instructions will be provided on the Company's investor website (<https://investors.entrepreneurresorts.com/>) and by email to shareholders registered on Upstream prior to the start date of voting.

Shareholders who are already registered and identified on the Upstream app, and have proven their entitlement to ERL shares, are entitled to vote. We encourage those shareholders to check that they are able to log in to their account on the app prior to 23 July.

Shareholders who have not registered and/or been identified on the Upstream app, and/or have not proven their entitlement to ERL shares, are not entitled to vote unless their shareholding name and current contact details are otherwise known to the company. We encourage these shareholders to follow the instructions at the relevant website below to register their ERL shares.

- for shareholders whose shares were issued in the spin-off from Genius Group Limited in October 2023 – <https://investors.entrepreneurresorts.com/gns/>
- for shareholders who held their shares prior to the Genius Group spin-off in October 2023 – <https://investors.entrepreneurresorts.com/erl/>

By Order of the Board
Seychelles
7 July 2025