

Upstream Announces Policy Change that will Discontinue Securities Trading Access for U.S. Individuals

Updates to ERL share distribution process for U.S. shareholders

November 1, 2023 / Upstream, the global trading app for stocks and NFTs powered by Horizon Fintex (“Horizon”) and MERJ Exchange Limited (“MERJ”), in response to the current regulatory landscape in the U.S., has decided to suspend the ability for U.S. individuals to engage in securities trading activities including buying, selling, or depositing securities on Upstream.

As previously announced, Genius Group has announced a share distribution of ERL shares on Upstream to entitled GNS shareholders as of the record date August 31st (i.e., shares purchased and held 2 days or more prior to August 31, 2023) after the distribution date which began October 2, 2023.

As part of Upstream’s policy change related to U.S. shareholders as of October 30, 2023, all U.S. shareholders’ distributed ERL securities holdings will be promptly transferred from Upstream accounts back to ERL directly through the registrar as restricted shares. U.S. shareholders won’t be able to view their ERL securities positions on the Upstream trading app, as they will no longer be maintained in Upstream accounts. U.S. shareholders may still check their ERL positions anytime by visiting [here](#) [1] and searching their Upstream account/wallet number. Upstream account/wallet numbers can be found at the top of the home screen on the Upstream app.

U.S. shareholders that haven’t requested their ERL share distribution may still request their ERL shares using the Upstream trading app but once verified, U.S. shareholders’ allotted shares will be securely and exclusively held with ERL directly through the registrar as restricted shares. U.S. ERL claimants will remain ERL shareholders and may only trade their securities if ERL lists on a secondary trading venue that permits U.S. persons to trade securities, or until such time that a U.S. person may trade on Upstream.

This policy change does not affect non-U.S. traders. All non-U.S. shareholders may continue to hold and trade their securities positions on Upstream.

[1] <https://api.upstream.exchange/captable/request/paths/invoke/symbol/ERLR>

About Upstream

Upstream, a MERJ Exchange Market (<https://merj.exchange/>), is a global exchange and trading app for stocks and NFTs. Powered by Horizon's proprietary blockchain-powered matching engine technology, the platform enables users to trade NFTs, and invest in securities for IPOs, crowdfunded companies, equities, and celebrity ventures using the Upstream app. For more information, please visit <https://upstream.exchange/>. Upstream is currently accepting applications to dual list at <https://upstream.exchange/getlisted>.

Disclaimers

U.S. persons may not deposit, buy, or sell securities on Upstream at this time.

This communication shall not constitute an offer to sell securities or the solicitation of an offer to buy securities in any jurisdiction where such offer or solicitation is not permitted.

NFTs have no royalties, equity ownership, or dividends. NFTs are for utility, collection, redemption or display purposes only. Anyone may buy and sell NFTs on Upstream. All orders for sale are non-solicited by Upstream and a user's decision to trade securities must be based on their own investment judgement.

Upstream is a MERJ Exchange market. MERJ Exchange is a licensed Securities Exchange, an affiliate of the World Federation of Exchanges, a National Numbering Agency and member of ANNA. MERJ is regulated in the Seychelles by the Financial Services Authority Seychelles, <https://fsaseychelles.sc/> an associate member of the International Association of Securities Commissions (IOSCO). MERJ supports global issuers of traditional and digital securities through the entire asset life cycle from issuance to trading, clearing, settlement, and registry. It operates a fair and transparent marketplace in line with international best practices and principles of operations of financial markets. Upstream does not endorse or recommend any public or private securities bought or sold on its app. Upstream does not offer investment advice or recommendations of any kind. All services offered by 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. By accessing the site or app, you agreed to be bound by its terms of use and privacy policy. Company and security listings on Upstream are only suitable for investors who are familiar with and willing to accept the high risk associated with speculative investments, often in early and development stage companies. U.S. persons may not deposit, buy, or sell securities on Upstream at this time. There can be no assurance the valuation of any particular company's securities is accurate or in agreement with the market or industry comparative valuations. Investors must be able to afford market volatility and afford the loss of their investment. Companies listed on Upstream are subject to significant ongoing corporate obligations including, but not limited to disclosure, filings, and notification requirements, as well as compliance with applicable quantitative and qualitative listing standards.

Forward-Looking Statements

This communication contains "forward-looking statements." Such statements may be preceded by the words "intends," "may," "will," "plans," "expects," "anticipates," "projects," "predicts," "estimates," "aims," "believes," "hopes," "potential," or similar words. Forward-looking statements are not guarantees of future performance, are based on certain assumptions, and are subject to various known and unknown risks and uncertainties, many of which are beyond the Company's control, and cannot be predicted or quantified, and, consequently, actual results may differ materially from those expressed or implied by such forward-looking statements. Such risks and uncertainties include, without limitation, risks and uncertainties associated with (i) difficulties in obtaining financing on commercially reasonable terms; (ii) changes in the size and nature of our competition; (iii) loss of one or more key executives or brand ambassadors; and (iv) changes in legal or regulatory requirements in the markets in which we operate. The Company assumes no obligation to publicly update or revise its forward-looking statements as a result of new information, future events or otherwise.