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THE SECURITIES OFFERED HAVE NOT BEEN APPROVED OR DISAPPROVED BY ANY STATE REGULATORY AUTHORITY NOR HAS ANY STATE REGULATORY AUTHORITY PASSED UPON OR ENDORSED THE MERITS OF THE OFFERING OR THE ACCURACY OR ADEQUACY OF THIS PRIVATE PLACEMENT MEMORANDUM. ANY REPRESENTATION TO THE CONTRARY IS UNLAWFUL.

Confidential Private Placement Memorandum

For

Genius Digital Partners, Inc.
A Nevada Corporation

February 19, 2026

SECURITIES OFFERED:	40,000,000 Series C Convertible Preferred Shares
MAXIMUM OFFERING AMOUNT:	\$400,000,000.00.
MINIMUM OFFERING AMOUNT:	None.
MINIMUM INVESTMENT AMOUNT:	\$5000.00 (Five Hundred Series C Convertible Preferred Shares)
CONTACT INFORMATION:	ceo@geniusdigitalpartners.com

Genius Digital Partners, Inc (“*Genius Digital*”, the “*Issuer*”, or the “*Company*”) is a Nevada corporation company offering (the “*Offering*”) by means of this Private Placement Memorandum (the “*PPM*”), Company equity in the form of Series C Convertible Preferred Shares (the “*Shares*”). The Company intends to use the proceeds of this Offering (“*Proceeds*”) to expand the operations of the Company.

The Offering is on a Best Efforts and ongoing basis to Investors who meet the Investor suitability standards as set forth herein. (See “*Investor Suitability Standards*” below). The Company will offer the Shares

through its own website www.geniusdigitalpartners.com (“**Platform**”) and through Rialto Markets, (the “Administrative Broker-Dealer”) as a FINRA registered broker-dealer for its services in this transaction. For performing broker-dealer functions in connection with this Offering, the Administrative Broker-Dealer will receive a one percent (1%) Brokerage Commission on the Proceeds and any other broker-dealers will receive up to ten percent (10%) Brokerage Commission. See “Plan of Distribution” for more details.

Persons who purchase the Shares will be Shareholders of the Company and may be hereinafter be referred to as “**Shareholders**” or in the singular a “**Shareholder**”.

The minimum investment amount per Investor is Five Thousand Dollars (\$5000.00) for the Offering (the “**Minimum Investment Amount**”). Each Share will be sold at Ten Dollars (\$10.00) per Share. Therefore the Minimum Investment Amount will be for 500 Shares. A further description of the Shares is provided below under the title “**Description of the Securities.**”

Sales of the Shares pursuant to this Regulation S (Category 3 Offshore Offering) Offering will commence on the date this Private Placement Memorandum is offered to the public (the “Effective Date”) and will terminate on the earliest of: (a) the date the Company, in its sole discretion, elects to terminate, or (b) the date upon which all Shares have been sold (the “Offering Period”).

Prior to this Offering, there has been no public market for the Shares, and none is expected to develop. The Offering price is arbitrary and does not bear any relationship to the value of the assets of the Company. The Company hopes to list its common shares on a national exchange in the future but does not have any particular or tangible plans as of this Offering Investing in the Company through the purchase of the Shares involves risk, some of which are set forth below. See the section titled “**Risk Factors**” to read about the factors an Investor should consider prior to purchasing the Shares.

Shareholders of the Company are subject to the terms of the Bylaws of Genius Digital Partners, Inc. (See Exhibit 2, the “**Bylaws**”) once the Company deposits the Shareholder’s investment into the Company’s escrow account or in the Company’s main operating account.

Investing in the Shares is speculative and involves substantial risks, including risk of complete loss. (See “**Risk Factors**” below), prospective Investors should purchase these securities only if they can afford a complete loss of their investment. There are material income tax risks associated with investing in the Company that prospective Investors should consider. (See “**Income Tax Considerations**” below.)

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SUMMARY OF THE OFFERING

The following information is only a brief summary of, and is qualified in its entirety by, the detailed information appearing elsewhere in this Offering. This PPM, together with the exhibits attached including, but not limited to, the Bylaws, a copy of which is attached hereto as Exhibit 2 should be carefully read in its entirety before any investment decision is made. If there is a conflict between the terms contained in this PPM and the Bylaws, the Bylaws shall prevail, and control and no Shareholder should rely on any reference herein to the Bylaws without consulting the actual underlying document.

The Company was organized under the laws of Nevada on January 24, 2021. The Company has commenced limited operations as of the date of this PPM and has limited revenue. The Company expects to begin full business operations promptly after the Proceeds from the sale of the Shares pursuant to this Offering are received. See “**Description of the Business**”.

COMPANY INFORMATION AND BUSINESS	<p>Genius Digital Partners, Inc. is a Nevada corporation. Through this Offering, the Company is offering equity in the Company in the form of Series C Convertible Preferred Shares on a “Best Efforts” and ongoing basis to Investors who meet the Investor suitability standards as set forth herein (See “Investor Suitability Standards”).</p> <p>As further described in the PPM, the Company has developed a state-of-the-art asset tokenization technology and has been organized primarily as a Asset-Pegged Utility Token Issuer and Asset-Peggedtoken provider.</p>
THE OFFERING	<p>The Company is offering Series C Convertible Preferred Shares (a “<i>Share</i>” or multiple “<i>Shares</i>”). Each Share will be sold at Ten Dollars (\$10.00) per Share. The Minimum Investment Amount per Investor will be for 500 Shares for Five Thousand Dollars (\$5000.00) (the “Minimum Investment Amount”).</p>
SECURITIES BEING OFFERED	<p>Only the Convertible Preferred Shares will be offered through this Offering. Each Share is being offered at a purchase price of Ten Dollars (\$10.00) per Share. The Minimum Investment Amount for any Investor is Five Thousand Dollars (\$5000.00) for 500 Shares.</p> <p>For a complete summary of the rights granted to Shareholders, see “Description of the Securities” below.</p> <p>The Shares are non-transferrable except in limited circumstances, and no market is expected to form with respect to the Shares.</p>
COMPENSATION TO MANAGEMENT	<p>The Company does expect to use Proceeds from this Offering for overhead expenses. As of the date of this Offering, no officer or</p>

	<p>director has received any compensation from the Company or Subsidiary. Mr. Oxenuk and Mr. Sorokin have been deferring compensation since forming the Company and establishing the UGOLD token. The Board of Directors expects to approve the customary industry standard compensation for the officers and directors upon commencement of the Offering.</p>
<p>PRIOR EXPERIENCE OF COMPANY MANAGEMENT</p>	<p>Mr. Oxenuk and Mr. Sorokin each bring decades of relevant experience to the Company. Please see the heading “Business Experience of the Management” for further information.</p>
<p>INVESTOR SUITABILITY STANDARDS</p>	<p>The Shares will not be sold to any person or entity unless such person or entity is an “Accredited Investor” as that term is defined in Rule 501(a) of Regulation D promulgated under the Securities Act of 1933 (the “Securities Act”).</p> <p>Each person purchasing the Shares will be subject to the terms of the Bylaws, a copy of which is provided in Exhibit 2.</p> <p>Each person acquiring the Shares may be required to represent that he, she, or it is purchasing the Shares for his, her, or its own account for investment purposes and not with a view to resell or distribute the Shares.</p> <p>Each prospective Purchaser of the Shares may be required to furnish such information or certification as the Company may require in order to determine whether any person or entity purchasing Shares is an Accredited Investor, if such is claimed by the Investor.</p>
<p>LIMITATIONS ON INVESTMENT AMOUNT</p>	<p>There is no limitation as to the amount invested through the purchase of Shares.</p>
<p>COMMISSIONS FOR SELLING SHARES</p>	<p>The Company will offer the Shares through its own website www.geniusdigitalpartners.com (“Platform”) and through Rialto Markets, (the “Administrative Broker-Dealer”) as a FINRA registered broker-dealer for its services in this transaction. For performing broker-dealer functions in connection with this Offering, the Administrative Broker-Dealer will receive a one percent (1%) Brokerage Commission on the Proceeds and any other broker-dealers will receive up to ten percent (10%) Brokerage Commission. No commissions will be paid to the Company, the Principals, or employees for selling the Shares.</p>
<p>NO LIQUIDITY</p>	<p>There is no public market for the Shares, and none is expected to develop. Additionally, the Shares will be non-transferable, except as may be required by law, and the Company has no immediate plans to list the Shares for trading on any exchange or automated quotation system. (See “Risk Factors” and “Description of the Securities” below.) The Company may or may not at the Company’s discretion facilitate or otherwise participate in the secondary transfer of any Shares. Prospective Investors are urged to consult their own legal advisors with respect to secondary trading of the Shares. (See “Risk Factors” below.)</p>

CONFLICTS OF INTEREST	See “ Risk Factors - Conflicts of Interest ” below.
COMPANY EXPENSES	Except as otherwise provided herein, the Company shall bear all direct costs and expenses associated with the Offering and the operation of the Company, including, but not limited to, the annual tax preparation of the Company's tax returns, any state and federal income tax due, accounting fees, filing fees, costs and expenses associated with the operations of the Company Loans and Notes.

FORWARD LOOKING STATEMENTS

Investors should not rely on forward-looking statements because they are inherently uncertain. Investors should not rely on forward-looking statements in this PPM. This PPM contains forward-looking statements that involve risks and uncertainties. The use of words such as “anticipated,” “projected”, “forecasted”, “estimated”, “prospective”, “believes”, “expects,” “plans”, “future”, “intends”, “should”, “can”, “could”, “might”, “potential”, “continue”, “may”, “will”, and similar expressions identify these forward-looking statements. Investors should not place undue reliance on these forward-looking statements, which may apply only as of the date of this PPM, and the Company undertakes no obligation to publicly update or revise any forward-looking information, other than as required by applicable law.

STATE LAW EXEMPTION AND PURCHASE RESTRICTIONS

The securities offered through this Offering may only be sold to “Non-U.S. Person (as defined in Rule 902(k) of Regulation S)s” under Rule 501(a) of Regulation S. Accordingly, the Company reserves the right to reject any Investor’s subscription in whole or in part for any reason, including if the Company determines in its sole and absolute discretion that such Investor is not an Non-U.S. Person (as defined in Rule 902(k) of Regulation S) for purposes of Regulation S.

RISK FACTORS

Any investment in the Shares involves a significant degree of risk and is suitable only for Investors who have ***no need for liquidity*** in this investment. When analyzing this Offering, prospective Investors should carefully consider each of the following risks.

Unforeseen Changes

While the Company has enumerated certain material risk factors herein, it is impossible to know all risks which may arise in the future. In particular, Investors may be negatively affected by changes in any of the following: (i) laws, rules, and regulations; (ii) regional, national, global economic factors, and/or business trends; (iii) the capacity, circumstances, and relationships of partners of the Company and its affiliates; or (iv) the presence, availability, or discontinuation of business and/or tax incentives.

The Company continuously encounters changes in its operating environment, and the Company may have fewer resources than some of its competitors to continue to adjust to those changes. The operating environment of the Company is undergoing rapid changes, with frequent introductions of laws, regulations, competitors, market approaches, and economic impacts. Future success will depend, in part, upon the ability of the Company to address the needs of its Investors, sponsors, and clients by adapting to those changes and providing products and services that will satisfy the demands of their respective businesses and projects.

The Company may not be able to effectively react to all of the changes in its operating environment or be successful in adapting its products, services, and approach.

INVESTMENT RISKS

The Offering Price and Minimum Investment Amount have been arbitrarily determined by the Company and do not reflect the value of the assets that have been or will be acquired by the Company.

The Offering price per Share and the Minimum Investment Amount have been arbitrarily determined by the Company and do not bear any relationship to the assets that have been or are to be acquired by the Company or any other established criteria or indicia for valuing a business. The Company may (in its sole and absolute discretion) accept or require a lesser or greater Minimum Investment Amount. In addition, the assets that are to be acquired by the Company could have a higher or lower value than the Offering price, which may result in the valuation of the Company being lower or higher than the Offering price.

Investment in the Shares is speculative, and each Investor assumes the risk of losing his, her, or its entire investment.

Investment in these Shares is speculative, and by investing, each Investor assumes the risk of losing the entire investment. The Company has limited operations as of the date of this PPM and will be solely dependent upon the efforts of the Principals to develop and manage the Company, all of which are subject to the risks described herein. Accordingly, only Investors who are able to bear the loss of their entire investment and who otherwise meet the Investor Suitability Standards should consider purchasing these Shares.

The Company's ability to further operations as planned is dependent on its ability to raise funds.

In order to execute its planned operations, the Company will require capital for the operational and development expenses of the Project. The Company's ability to expand operations as planned is largely dependent upon its ability to raise funds through this Offering and thereby developing the Company's business. Investors should be aware that there is no assurance that the Company will obtain capital investments necessary to further operations as planned and become profitable.

There is limited governmental review.

This Offering will not be reviewed by the U.S. Securities and Exchange Commission. The Offering is subject to very limited governmental review.

There is limited transferability of Shares and no public market for the Shares.

There is no public market for the Shares, and none is expected to develop in the future. Even if a potential buyer could be found, the transferability of these Shares may be limited. Any sale or transfer of these Shares also requires compliance with terms in the Articles of Incorporation, the Bylaws, and any relevant Company policies (the "***Organizational Documents***") which may include the prior written consent of the Company. Investors must be capable of bearing the economic risks of this investment with the understanding that these Shares may not be liquidated by resale or redemption and should expect to hold their Shares as a long-term investment.

Investors are not independently represented by the Company's attorneys and should seek their own independent counsel.

The Investors in the Company have not been represented by independent counsel with respect to this Offering. Attorneys assisting in the formation of the Company and the preparation of this PPM have represented only the Company. (See “**Conflicts of Interest**” below.)

No assurance can be provided that the Maximum Offering Amount will provide adequate working capital and/or will absolve the need for additional financing.

In the opinion of the Company, if the maximum number of Shares being offered is sold, the Company may have sufficient working capital to achieve its planned operations. However, there can be no assurance that even if the maximum number of Shares is sold that the Company would not be required to seek alternative or additional sources of financing. The Company is not restricted in the application of the funds as provided within this PPM under the caption “**Use of Proceeds**” below.

CONFLICT OF INTEREST RISKS

There is reliance on key personnel to make all decisions with respect to the management of the Company, therefore, Investors will have very limited choice in the management decisions.

The Officers will make virtually all decisions with respect to the management and day-to-day operations of the Company including, without limitation, the development of the Company’s business and the terms of any transaction. The Investors will have very limited voice in the management decisions of the Company, and can exercise only a limited (if any) amount of control over the Company. The Company gives no assurance that the Company will operate at a profit or positive cash flow. The Company is dependent to a substantial degree on the continued services of the Principals. In the event of the death, incapacity or other termination of the Principals, the business and operations of the Company may be adversely affected. Furthermore, all transactions related to the development of the Company’s business will be undertaken by the Company without the Investors having any ability to directly affect such transactions.

The key personnel are not required to devote full-time to the business of the Company.

The Principals of the Company are not required to devote their respective individual capacities full-time to the Company’s affairs, but only such time as the affairs of the Company may reasonably require.

There is no restriction preventing the Company or its Principals from competing with one another by investing or sponsoring investments similar to those of the Company.

Though they currently have no intention to do so, there is no restriction preventing the Company or any of its Principals from competing with one another by investing in or sponsoring the formation of other enterprises similar to the Company. The Principals may make decisions for the Company that may at times favor persons other than the Company. Unless otherwise mandatorily required to the contrary by applicable law, the Company and Principals are limited from any liability for investment opportunities given to other persons, including affiliated companies.

GENERAL BUSINESS RISKS

The Company depends on highly skilled personnel, and if the Company is unable to hire, integrate and retain its personnel, it may not be able to execute its business plan or address competitive challenges.

The Company's future success will depend upon its ability to attract, hire, integrate and retain highly skilled personnel, including senior management, engineers, designers, and customer support. Competition for highly skilled personnel is intense. The Company will compete with many other companies for engineers, designers with meaningful and relevant experience in designing, developing and managing software, as well as for skilled marketing, operations and customer support professionals, and it may not be successful in attracting and retaining the professionals it needs.

The Company may need to invest significant amounts of cash to attract and retain new and highly skilled employees, and may never realize returns on these investments. If the Company is not able to effectively hire, train and retain employees, its ability to achieve its strategic objectives will be adversely impacted and its business, financial condition and results of operations will be harmed.

The Company's future performance depends on the continued services and contributions of its Officers, who are critical to the development of the Company's business and growth strategy. The failure to properly develop or manage succession plans or develop leadership talent or the loss of services of key employees could significantly delay or prevent the achievement of the Company's strategic objectives. From time to time, there may be changes in the Company's senior management team resulting from the hiring or departure of executives, which could disrupt the Company's business.

The loss of one or more of the Company's key employees (including any limitation on the performance of their duties or short term or long term absences as a result of illness) could adversely affect the Company's business, financial condition and results of operations.

Delays in the participation in the investment yield by Investors may occur.

There may be a delay between the time subscription funds are accepted from Investors and the time when such funds are deposited into the Company's main operating account. Such delays may result from the Company having to verify an Investor's suitability and admissibility as a Shareholder.

Management practices of the Company are not regulated by federal or state authorities.

The management of the Company is not regulated by the Securities and Exchange Commission or state regulatory authorities, except to the extent the Project itself is subject to certain legal standards involved in the development and operation of the Project. While the Company will use its best efforts to comply with all laws, including federal, state and local laws and regulations, there is a possibility of governmental action to enforce any alleged violations of laws which may result in legal fees and damage awards that would adversely affect the Company and its ability to distribute income to Investors.

Investment in the Company involves certain tax and ERISA risks of which Investors should be aware.

An investment in the Company involves certain tax risks of general application to all Investors and certain other risks specifically applicable to Keogh accounts, Individual Retirement Accounts and other tax-exempt Investors (see "Federal Income Tax Considerations" and "ERISA Considerations" below).

Investors may not be able to liquidate their investment to take advantage of higher available returns.

The purchase of Shares is a relatively illiquid investment. Investors may wish to liquidate their investment to take advantage of higher available returns elsewhere, but may be unable to do so due to restrictions on transfer and withdrawal.

The Company is a recent startup and has limited operating history.

The Company was formed in Nevada on January 24, 2021. As a result, the Company has limited operating history upon which an investor can evaluate the Company and its prospects. The Company's lack of operating history makes predicting the Company's future operating results difficult. The Company's business must be considered in light of the risks, expenses and problems frequently encountered by companies in their early stages of development. There is risk that expenses and other problems may cause the Company to fail in its development of the application.

Risks Associated with the Company's Business

The Company is engaged in developing asset-based tokens, which entails a certain amount of operational risk.

There are numerous risks associated with the initial development of a token, the introduction of a new token into the consumer market, and the scaling of the use of such token. Such risks can include, among others:

- material cost overruns (*unexpected or otherwise*) in the development or marketing of the subject token (*and/or the underlying blockchain technology*);
- material delays (*unexpected or otherwise*) in bringing the subject token to market and loss of corporate or business opportunities in connection with such delays;
- lack of market interest in, and/or unexpected barriers to, using the subject token once introduced;
- competition from larger companies with greater resources offering products in competition with the subject token;
- technological or economical changes making the subject token less effective; and

The likelihood of success of the Company's operations must be considered in light of such risks and complications, many of which are beyond the control of the Company and its management. In the event any such risks or complications do materialize, the negative results of the same could adversely affect the profitability of the Company, and Investor may recognize a loss of all or a part of its investment in the Company.

Tokens are enjoying increased use and acceptance. If the Company's asset-based token do not receive increased use and acceptance, the value of the Company will be adversely affected.

The future value of the UGOLD and GREAT tokens will depend, in significant part, on the accepted use of tokens to acquire gold and/or real estate assets. If there is a lack of market interest in using the UGOLD and GREAT tokens, the value of the Company and the Shares, will be materially, and adversely, affected.

The token industry is subject to developing regulatory oversight. Increased regulations will result in increased costs to the Company.

The regulatory oversight on the token industry is being developed. As a Nevada corporation, the Company is subject to the rules and regulations of the U.S. Securities and Exchange Commission (the "SEC") as well as state securities commissions. Further, the Company expects to conduct business outside of the US, and expects to potentially be subject to other countries' rules and regulations governing asset tokenization. The Company fully intends to comply with all rules and regulations governing the Company and the industry in which it does business. However, the asset tokenization business is a relatively new industry and the rules and regulations are evolving.

Any future changes in applicable laws or regulations governing asset tokenization may result in more compliance costs to the Company. Additional costs to the Company may have material adverse effect on the Company and Investors could may recognize a loss of your investment, in whole or in part, in the Company.

The Company is highly dependent on the relatively new blockchain technology. Like any new technology, blockchain is subject to risks associated with any new technology.

Blockchain was developed to create solutions for authentication, accessibility, privacy, and security of internet communications and transactions. Blockchain is an advanced database that allows transparent information sharing among the users in a network. Blockchain databases store information in a chronologically consistent chain. The chain can only record new transactions (new chain links) if there is consensus from the users in the network. The decentralized nature of the network means that any one user cannot exert improper authority or control on the blockchain.

As part of its asset tokenization business, the Company's Platform uses blockchain technology to mint tokens. With any relatively new technology, risks include:

- Evolving regulatory landscape. While blockchain technology is not necessarily subject to additional regulations, minting of tokens will involve compliance with securities and privacy regulations. These regulations are subject to changes that could have a significant impact on the Company, its operations, and its profitability.
- Technical flaws. Despite its secure structure, there is the possibility that a technical flaw could be discovered somewhere in the process which could cause issues with verification, validation, and/or ownership.
- Security. Due to its characteristics, blockchain is regarded as the most secure database technology. However, there is always the possibility a user could compromise a transaction or the database itself.

The Company will be subject to increased competition.

Newer technologies such as blockchain and asset tokenization attract new market entrants. These entrants will most likely include new potential direct/indirect competitors, some of whom may have considerably greater financial, human and other resources, experience, and/or name recognition in comparison to the Company. Given the potentially significant competition in the subject market, there is no guaranty that our business will be successful, or will otherwise be as successful as anticipated, in the long run. In the event the Company is not ultimately successful, or otherwise not as successful as anticipated, you may recognize a significant loss of your investment.

The Company plans to list UGOLD on several token exchanges. There is a lack of governmental regulation and oversight on these exchanges.

The decentralized nature of cryptocurrencies is designed to avoid significant and comprehensive regulations. Decreased oversight can mean more fraudulent activities, hacks, or other malicious acts. If the Company is the victim of a fraud, hack, or other malicious act, it could cause financial losses and affect the Company's profitability.

The Company develops asset-based tokens built on the Ethereum platform. If there are any vulnerabilities in the Ethereum platform, it could affect the Company and its profitability.

Ethereum is based on a series of self-executing smart-contracts on blockchain technology. In many regards, Ethereum smart-contracts are extremely secure. However, with any technology, there is the chance that coding errors or vulnerabilities could be exploited for market manipulation. These vulnerabilities could result in financial losses to the Company.

Token exchanges and custodial wallet services utilize intermediaries for trading and storing tokens. If a third party intermediary is affected by a security breach or mismanagement. It could affect the Company's operations and its profitability.

The Company is reliant on a sufficient gold inventory. Any disruptions to the Company's gold inventory could impact the Company's profitability.

The Company utilizes diversified international sourcing and licensed refinery partners for gold acquisition and fulfillment operations.

The Company is subject to potential government involvement in the production of gold.

The Company utilizes diversified international sourcing and licensed refinery partners for gold acquisition and fulfillment operations.

INVESTOR SUITABILITY STANDARDS

All persons who purchase the Shares of the Company pursuant to the Subscription Agreement, attached hereto as Exhibit 1, must comply with the Investor Suitability Standards as provided below. It is the responsibility of the purchaser of the Shares to verify compliance with the Investor Suitability Standards. The Company may request that the subscriber verify compliance, but the Company is under no obligation to do so. By purchasing Shares pursuant to this Offering, the subscriber self-certifies compliance with the Investor Suitability Standards. If, after the Company receives Subscriber's funds and transfers ownership of the Shares, the Company discovers that the subscriber does not comply with the Investor Suitability Standards as provided, the transfer will be deemed null and void *ab initio* and the Company will return the subscriber's funds to the purported purchaser. The amounts returned to the purported purchaser will be equal to the purchase price paid for the Shares less any costs incurred by the Company in the initial execution of the null purchase and any costs incurred by the Company in returning the subscriber's funds. These costs may include any transfer fees, sales fees/commissions, or other fees paid to transfer agents or brokers.

The Company's Shares are being offered and sold only to "Non-U.S. Person (as defined in Rule 902(k) of Regulation S)" as defined in Regulation S.

1) An Non-U.S. Person (as defined in Rule 902(k) of Regulation S), in the context of a natural person, includes anyone who:

- (i) Earned income that exceeded \$200,000 (or \$300,000 together with a spouse or spousal equivalent) in each of the prior two years, and reasonably expects the same for the current year or
- (ii) Has a net worth over \$1 million, either alone, or together with a spouse or spousal equivalent (excluding the value of the person's primary residence), or

(iii) Holds in good standing a Series 7, 65, or 82 licenses.

2) Additional Non-U.S. Person (as defined in Rule 902(k) of Regulation S) categories include:

(i) Any bank as defined in Section 3(a)(2) of the Act, or any savings and loan association or other institution as defined in Section 3(a)(5)(A) of the Securities Act, whether acting in its individual or fiduciary capacity; any broker or dealer registered pursuant to Section 15 of the Securities and Exchange Act of 1934 (the “Exchange Act”); any insurance company as defined in Section 2(13) of the Exchange Act; any investment company registered under the Investment Fund Act of 1940 or a business development company as defined in Section 2(a)(48) of that Act; any Small Business Investment Fund (SBIC) licensed by the U.S. Small Business Administration under Section 301(c) or (d) of the Small Business Investment Act of 1958; any plan established and maintained by a State, its political subdivisions, or any agency or instrumentality of a state or its political subdivisions, for the benefit of its employees, if such plan has total assets in excess of \$5 million any employee benefit plan within the meaning of the Employee Retirement Income Security Act of 1974, if the investment decision is made by a plan fiduciary, as defined in Section 3(21) of such Act, which is either a bank, savings and loan association, insurance company, or registered investment advisor, or if the employee benefit plan has total assets in excess of \$5 million or, if a self-directed plan, with investment decisions made solely by persons who are Non-U.S. Person (as defined in Rule 902(k) of Regulation S)s;

(ii) Any private business development company as defined in Section 202(a)(22) of the Investment Advisors Act of 1940;

(iii) Any organization described in Section 501(c)(3)(d) of the Internal Revenue Code of 1986, as amended (the “Code”), corporation, Massachusetts or similar business trust, or partnership, not formed for the specific purpose of acquiring the securities offered, with total assets in excess of \$5 million;

(iv) Any director or executive officer, or fund of the issuer of the securities being sold, or any director, executive officer, or fund of a fund of that issuer;

(v) Any trust, with total assets in excess of \$5 million, not formed for the specific purpose of acquiring the securities offered, whose purchase is directed by a sophisticated person as described in Section 506(B)(b)(2)(ii) of the Code; or

(vi) Any entity in which all of the equity owners are Non-U.S. Person (as defined in Rule 902(k) of Regulation S)s as defined above.

DILUTION

As of the Date of this PPM, the Company has four (4) outstanding classes of securities: Common Stock, Series A Convertible Preferred Stock, Series B Convertible Preferred Stock, and Series C Convertible Preferred Stock.

The Company has 110,000,000 shares of Common Stock authorized, with 10,000,000 shares of Common Stock issued and outstanding as of the date of this PPM. The Company has 90,000,000 shares of Preferred

Stock authorized with 5,000,000 shares of Series A Convertible Preferred Stock issued as of the date of this PPM.

Series C Convertible Preferred Stock

Only the Series C Convertible Preferred Stock is being offered in this Offering. The Company has forty million (40,000,000) shares of Series C Convertible Preferred Stock (the “*Series C Shares*”) authorized with zero (0) shares issued and outstanding as of the date of this PPM.

The Company has reserved sufficient number of shares of Common Stock reserved for the potential conversion of the Series C Shares offered through this Offering based on the conversion formula defined below.

Each Series C Share converts into common stock of the Company (the “**Company Common Stock**”) pursuant to the following formula: The number of common shares to be received will equal the amount of Series C Shares to be converted multiplied by two (2) and dividing that product by the market price of one share of the Company’s Common Stock, as provided by the average closing price on a national exchange from the prevailing 10 (ten) days the market is open and trading. If the Company’s Common Stock is not traded on a national exchange, the market price of the Company’s Common Stock shall be determined by the Board of Directors of the Company in its sole discretion. The amount required to purchase Company Common Shares as the result of applying the conversion formula will be rounded to the amount required to purchase the nearest number of complete (non-fractional) Company Common Shares.

Series A Convertible Preferred Stock

The Company has five million (5,000,000) shares of Series A Convertible Preferred Stock authorized with five million (5,000,000) shares issued and outstanding as of the date of this PPM. Each share of the Series A Convertible Preferred Stock converts into ten (10) shares of the Common Stock of the Company.

Series B Convertible Preferred Stock

A total of 1,000,000 shares of preferred stock of the Company were hereby designated and authorized as Series B Convertible Preferred Stock (the “**Series B Shares**”). There are zero (0) Series B Shares issued and outstanding as of the date of this PPM.

Each Series B Share converts into Company Common Stock pursuant to the following formula: The number of Company Common Shares will equal the amount of Series B Shares to be converted multiplied by one-and-one-half (1.5) and dividing that product by the market price of one share of the Company’s Common Stock, as provided by the average closing price on a national exchange from the prevailing 10 (ten) days the market is open and trading. The amount required to purchase Company Common Shares as the result of applying the conversion formula will be rounded to the amount required to purchase the nearest number of complete (non-fractional) Company Common Shares. If the Company’s Common Stock is not traded on a national exchange, the market price of the Company’s Common Stock shall be determined by the Board of Directors of the Company in its sole discretion.

PLAN OF DISTRIBUTION

The Offering will be made through offshore offering in compliance with Regulation S (no directed selling efforts in the United States), direct solicitation, and marketing efforts whereby Investors will be directed to the Portal to invest.

The Company will also publicly market the Offering using offshore offering in compliance with Regulation S (no directed selling efforts in the United States) through methods that include emails to potential Investors, the internet, social media, and any other means of widespread communication.

The PPM will be furnished to prospective Investors via download 24 hours per day, seven (7) days per week on the Company's Portal.

The Principals and employees of the Company are primarily engaged in the Company's business of creating tokens backed by gold supplies, and none of them are, or have ever been, brokers nor dealers of securities.

The Company and its employees will not be compensated, via commissions or otherwise, in connection with the sale of securities through this Offering. The Company believes that the officers and director of the Company are associated persons of the Company not deemed to be brokers under Exchange Act Rule 3a4-1 because: (1) no officer or director or employee is subject to a "statutory disqualification", as that term is defined in section 3(a)(39) of the Exchange Act; (2) no officer or director or employee will be compensated (whether by the payment of commissions or otherwise) in connection with his or her participation, either directly or indirectly, in transactions in connection with the sale of securities through this Offering; (3) no officer or director or employee is an "associated person" of a broker or dealer within the meaning of Exchange Act Rule 3a4-1; (4) the officers and directors and employees primarily perform substantial duties for the Company other than the sale or promotion of securities or other duties in connection with transaction in securities; (5) no officer, director, or employee has acted as a broker or dealer within the preceding twelve months of the date of this PPM; and, (6) no officer, director, or employee will participate in selling any securities for any offering more than once in twelve months.

USE OF PROCEEDS

The Company hereby reserves the right to change the anticipated or intended Use of Proceeds of this Offering as described in this Section and as described elsewhere within this PPM.

The Proceeds of the Offering are predominantly intended to

- increase the working capital of the Company used for acquiring gold and gold-related financial instruments for hedging financial risk, supporting UGOLD token liquidity, and expanding Gold-as-a-Service fulfillment operations.
- increase the liquidity of UGOLD trading by listing on up to 10 additional major crypto-currency exchanges.
- Launch the GREAT Token,
- Launch new tokenized assets using its own proprietary tokenization,
- Expand sales channels;
- Enter international markets through more technologically advanced marketing solutions; and
- Support internal overhead costs such as administrative costs, property costs, and employee compensation/benefits.

The Company does expect to use Proceeds from this Offering for overhead expenses. As of the date of this Offering, no officer or director has received any compensation from the Company or Subsidiary. Mr. Oxenuk and Mr. Sorokin have been deferring compensation since forming the Company and establishing the UGOLD token. The Board of Directors expects to approve the customary industry standard compensation for the officers and directors upon commencement of the Offering.

Category	Revenue Type	Description	Example
Digital Token Sales	Primary & Secondary Market	Sale and trading of UGOLD, GREAT, and future tokens	Exchange and platform sales
Physical Gold Coins & Bars	Production & Sales Margin	GDP-minted 9999 gold coins and bars (Uzbekistan/Dubai)	UGOLD coin fulfillment
Spread Revenue	Market-Making Profit	Bid-ask spread capture and algorithmic trading	UGOLD, GREAT pairs
Market Making & Escrow Guarantees	Rebates & Project Escrow Fees	Exchange rebates and token-backed escrow for large projects and commodity trading	Trade finance operations
Exchange Commissions	Fee Participation (10–50%)	Share of trading commissions from partner exchanges	LBank, BitMart, Bitconomy
Debit Card Ecosystem	Transaction & Subscription Fees	Card issuance, renewals, FX, merchant programs	UGOLD debit cards
Treasury & Yield	Passive Income	Staking, lending, short-term returns	Treasury optimization
Future Tokens	Expansion Revenue	Commodities, energy, IP, carbon credits	Next-generation GDP tokens

Category	Purpose	Strategic Impact
Gold Acquisition & GaaS Expansion	Physical gold purchase, coin production, fulfillment network	Establishes scalable Gold-as-a-Service infrastructure
Liquidity & Exchange Support	Market-making, reserves, and exchange listings	Ensures deep global trading and price stability
GREAT Token Rollout	Real-estate acquisition, integration, and marketing	Expands token portfolio into property-backed assets
Licensing & Regulatory Filings	SEC, MTL, VARA, MiCA, FCA, and global compliance	Enables regulated international operations
Audited Financials & IPO Preparation	PCAOB audits, Reg A+, S-1 filing, and IPO roadmap	Positions GDP for a NASDAQ/NYSE public listing
Operational & Technology Growth	Platform, compliance, and staff expansion	Supports scalable, efficient, compliant operations

DESCRIPTION OF THE BUSINESS

Genius Digital Partners, Inc. (“GDP” or the “Company”) is a Nevada-based financial technology enterprise focused on building a vertically integrated, asset-backed digital financial infrastructure

that bridges physical commodities and real-world assets with blockchain-based liquidity and global payment systems.

The Company was formed to address a structural inefficiency in modern finance: while tangible assets such as gold and real estate represent trillions of dollars in global value, ownership, transfer, settlement, and liquidity mechanisms remain slow, fragmented, geographically constrained, and capital-intensive. GDP's mission is to modernize access to real assets by transforming them into digitally native, programmable financial instruments that retain their tangible backing while benefiting from blockchain settlement, global liquidity, and payment integration.

GDP operates through a wholly owned subsidiary, **UGOLD Inc., a Nevada corporation**, which manages the operational, liquidity, fulfillment, and infrastructure components of the Company's gold-backed token ecosystem.

Core Business Model

GDP is not a third-party tokenization consultant. The Company is a proprietary issuer and infrastructure operator.

Its business model integrates:

- Asset-backed token issuance
- Treasury and hedging operations
- Gold production and fulfillment coordination
- Exchange liquidity management
- Payment and debit card integration
- Smart contract compliance controls
- Institutional custodial integration

Rather than monetizing token creation services, GDP captures value across the full lifecycle of its own digital assets — from issuance and exchange trading to redemption and payment usage.

UGOLD – Digital Gold Infrastructure

UGOLD is the Company's flagship asset-backed digital instrument.

Each UGOLD token represents the economic equivalent of one (1) troy ounce of 9999 fine gold and is benchmarked directly to the prevailing international spot gold price. The Company transitioned from coin-based pricing to spot pricing to ensure transparency, institutional comparability, and commodity-market alignment.

UGOLD is designed to function simultaneously as:

- A digital representation of gold value
- A programmable settlement unit

- A redemption-enabled commodity instrument
- A globally transferable store of value

Unlike purely synthetic gold derivatives, UGOLD incorporates physical fulfillment capability under the Company's proprietary Gold-as-a-Service model.

Gold-as-a-Service (GaaS) Model

GDP's Gold-as-a-Service ("GaaS") framework redefines the relationship between digital gold ownership and physical gold production.

Under the GaaS model:

- Gold is produced on-demand upon token redemption
- UGOLD token holders may request conversion into physical gold coins or bars
- Production, logistics, and customs costs are borne at the time of redemption
- The Company does not rely on static vault storage models
- Capital efficiency is preserved by avoiding idle bullion reserves

Gold fulfillment is coordinated through licensed Dubai-based refinery partners and diversified international sourcing channels. The Company is not dependent on any single jurisdiction for gold supply.

This model enables scalable digital liquidity while preserving tangible redemption capability — a structural advantage over traditional vaulted gold products.

Treasury and Hedging Operations

The Company actively manages commodity risk through acquisition of gold and gold-related financial instruments for hedging financial risk.

These instruments may include:

- Physical bullion
- Forward purchase agreements
- Futures contracts
- Gold related crypto instruments
- Structured commodity-linked instruments

The objective is to mitigate spot price volatility, support redemption obligations, stabilize liquidity operations, and optimize treasury performance.

GDP's approach positions it not merely as a token issuer but as a digitally integrated commodity treasury operator.

Web-3 Wallet and Institutional Custody Integration

GDP has developed a sophisticated Web-3 wallet ecosystem that integrates both decentralized and regulated financial components.

The wallet infrastructure includes:

- Non-custodial blockchain wallet functionality
- Institutional custodial routing through licensed financial entities, including entities regulated by the Central Bank of Canada
- Real-time token balance transparency
- Multi-chain compatibility
- Compliance monitoring architecture

This dual-structure design enables flexibility for retail users while maintaining pathways for institutional-grade custody and regulatory alignment.

Debit Card and Payment Infrastructure

The Company is integrating debit card functionality directly into the UGOLD wallet ecosystem, enabling token holders to transact in real-world commerce.

Key features include:

- Global payment acceptance through card network integration
- Real-time token-to-fiat conversion
- Foreign exchange capability
- ATM withdrawal access
- Merchant settlement integration

This bridges digital gold ownership with everyday transactional utility, transforming UGOLD from a passive store-of-value instrument into an active financial medium.

Revenue opportunities arise from interchange participation, issuance fees, FX spreads, subscription tiers, and merchant partnerships.

Exchange Integration and Liquidity Strategy

UGOLD is currently traded on multiple digital asset exchanges, including LBank, BitMart, and Bitconomy.

The Company allocates capital toward:

- Liquidity provisioning
- Spread capture
- Market-making operations
- Exchange commission participation

This ensures:

- Continuous trading depth
- Competitive bid-ask spreads
- Market price transparency
- Revenue participation from token circulation

By participating in liquidity operations rather than relying solely on organic volume, GDP aligns its revenue model with sustained market activity.

GREAT – Real Estate Tokenization Platform

In addition to UGOLD, the Company is developing the GREAT (Global Real Estate Acquisition Token), a digital instrument designed to represent fractionalized exposure to real estate assets.

GREAT is structured to:

- Enable fractional ownership of property value
- Provide digital liquidity to traditionally illiquid real estate markets
- Support cross-border investment participation
- Integrate with GDP’s broader asset-tokenization infrastructure

The GREAT platform expands GDP’s long-term vision beyond gold into multi-asset digital infrastructure.

Smart Contract Governance and Risk Controls

UGOLD and future GDP tokens incorporate compliance-focused smart contract architecture.

Features include:

- Administrative blocking capability
- Blacklist and whitelist controls
- Emergency pause mechanisms
- Upgradeable governance framework
- On-chain supply transparency

These features allow the Company to respond to operational, regulatory, and risk-management considerations while preserving blockchain integrity.

Competitive Positioning

GDP differentiates itself from:

Traditional Gold ETFs – by offering programmable digital ownership and redemption capability.

Stablecoins – by anchoring value directly to gold rather than fiat currencies.

Vaulted Gold Platforms – by using on-demand production rather than static storage.

Tokenization Platforms – by monetizing its own ecosystem rather than third-party issuance.

GDP’s vertically integrated model connects:

Physical Asset
Digital Token
Exchange Liquidity
Treasury Hedging
Payment Utility
Redemption Infrastructure

This unified architecture allows the Company to capture value across issuance, trading, conversion, payment usage, and treasury optimization.

Strategic Vision

GDP seeks to become a globally recognized digital asset infrastructure company that merges tangible commodities with regulated, scalable digital financial systems.

Through integration of GaaS, exchange liquidity, smart contract governance, payment rails, and diversified asset tokenization, the Company aims to create a resilient ecosystem where asset ownership becomes programmable, transferable, and economically productive.

The Company believes that the convergence of commodity markets, blockchain settlement, and global payment systems represents a structural transformation in finance. GDP’s infrastructure is designed to participate in that transformation while maintaining tangible asset backing and operational flexibility.

EXECUTIVE PRINCIPALS AND SIGNIFICANT EMPLOYEES

Officers of the Company

Name	Position
Ilya Sorokin	Chief Executive Officer
Vassili Oxenuk	President
Evegeniya Oxenuk	Secretary and Treasurer

Directors of the Company

Name	Position
Vassili Oxenuk	Chairman
Ilya Sorokin	Director
Evegeniya Oxenuk	Director

BUSINESS EXPERIENCE OF MANAGEMENT

The Company is poised to revolutionize the asset tokenization and digital asset management space, guided by an experienced management team of seasoned industry veterans—Vassili Oxenuk and Ilya Sorokin. Together, they bring a wealth of knowledge, leadership experience, and strategic insight, making them the ideal team to drive GDP’s growth and lead the company toward a successful entry into public markets.

Vassili Oxenuk, President

As the founder and President of Genius Digital Partners, Vassili Oxenuk has demonstrated visionary leadership by creating an innovative platform that bridges traditional financial assets with the digital economy. With extensive experience in blockchain, digital assets, and finance, Mr. Oxenuk has successfully launched pioneering products such as the UGOLD and GREAT tokens, which have redefined how investors access and trade commodities and real estate.

Key Strengths and Achievements:

- **Pioneering Asset Tokenization:** Mr. Oxenuk led the creation of unique proprietary tokenization platform allowing for fast and transparent process of tokenizing any asset into a digital token without any programming. His forward-thinking approach has positioned GDP at the forefront of the asset tokenization market.
- **Proven Track Record of Scaling Companies:** Mr. Oxenuk has successfully grown many businesses across various industries, demonstrating a deep understanding of how to scale startups into profitable enterprises. His experience in leading companies through growth stages makes him well-equipped to take GDP to private and public markets. Mr. Oxenuk has demonstrated his expertise in financial markets and by starting many investment banks and multiple investment funds, and taking several companies public.
- **Strategic Vision for the Digital Economy:** Mr. Oxenuk’s vision for GDP includes transforming traditional assets into liquid, tradable digital assets on global exchanges, opening up new investment opportunities for a diverse audience. His leadership will be instrumental in GDP’s continued innovation and expansion.

Ilya Sorokin, Chief Executive Officer

As a key member of the management team, Ilya Sorokin brings over three decades of experience in financial services, technology, and operations management. With a background in navigating complex financial ecosystems, Mr. Sorokin plays a pivotal role in shaping GDP’s operational efficiency and ensuring the company’s products meet global standards of excellence.

Key Strengths and Achievements:

- **Operational Expertise in Finance and Technology:** Mr. Sorokin’s extensive experience in managing large-scale financial operations will be critical to GDP’s success. His ability to streamline operations, reduce costs, and ensure smooth execution across all business functions allows GDP to maintain its competitive edge in a fast-evolving market.
- **Innovative Financial Product Development:** Mr. Sorokin has been instrumental in developing and launching some of GDP’s most innovative financial products, including tokenized real estate and gold. His focus on regulatory compliance and operational integrity ensures that GDP’s products meet both investor expectations and legal standards.
- **Strategic Focus on Public Market Readiness:** With a strong understanding of what it takes to succeed in public markets, Mr. Sorokin has been integral in preparing GDP for future opportunities, and potentially an initial public offering. The company believes that his expertise in aligning financial reporting, corporate governance, and operational transparency makes GDP an attractive option for institutional investors and public shareholders.

Leadership Team

The combined expertise of Mr. Oxenuk and Mr. Sorokin creates a formidable leadership team equipped to guide the Company through its next phase of growth, including plans for an initial public offering (IPO). Together, they bring complementary skills—Mr. Oxenuk’s vision and strategic insight into blockchain and tokenization, and Mr. Sorokin’s operational and financial acumen.

Key Leadership Synergies:

- **Complementary Expertise:** Mr. Oxenuk’s deep understanding of blockchain technology and digital assets, combined with Ilya’s operational and financial management, creates a well-rounded leadership team capable of driving innovation while maintaining operational excellence.
- **Commitment to Innovation and Growth:** Both Mr. Oxenuk and Mr. Sorokin are committed to GDP’s mission of democratizing access to traditional assets through tokenization. Their shared focus on growth and innovation ensures GDP is well-positioned to capitalize on the growing demand for tokenized assets.
- **Preparedness for Public Markets:** With a clear roadmap for taking GDP public, Mr. Oxenuk and Mr. Sorokin have aligned the company’s operational, financial, and governance structures to meet the requirements of institutional investors and regulatory bodies, ensuring a seamless transition into public markets.

With Mr. Oxenuk and Mr. Sorokin at the helm, Genius Digital Partners is uniquely positioned to lead the next wave of digital asset innovation. Their combined experience in blockchain, digital finance, and operations management provides a solid foundation for GDP’s future. As GDP continues to innovate with products like UGOLD and GREAT, the leadership team’s focus on growth, compliance, and market expansion will drive the company’s success in the public markets and beyond.

The Company believes this leadership team will enable the vision, expertise, and operational capacity for GDP to not only thrive in the evolving digital asset space but also become a dominant player in the global financial markets.

LEGAL PROCEEDINGS

The Company is not a party to any legal proceedings that, individually or in the aggregate, could have a material adverse effect on the Company's business, financial condition or operating results.

No Bankruptcy, Investigations, or Criminal Proceedings

Neither the Principals nor the Company and its Subsidiary have been part of any bankruptcy proceedings, proceedings whereby there was a material evaluation of the integrity or ability of the Principals, investigations regarding moral turpitude, or criminal proceedings or convictions (excluding traffic violations).

Operating Law

The Company is organized under the laws of the State of Nevada. The Bylaws choice of law clause and all rights and obligations arising therefrom will be governed by Nevada law.

COMPENSATION OF MANAGEMENT AND EXECUTIVE PRINCIPALS

Principals

As of the date of this Offering, no officer or director has received any compensation from the Company or Subsidiary. Mr. Oxenuk and Mr. Sorokin have been deferring compensation since forming the Company and establishing the UGOLD token. The Board of Directors expects to approve the customary industry standard compensation for the officers and directors upon commencement of the Offering or sufficient funding.

SECURITY OWNERSHIP OF MANAGEMENT

Title of Class	Name of Beneficial Owner	Amount and Nature of Ownership	Percent of Class
Common Shares	Vassili Oxenuk	10,000,000	100%
Class A Convertible Preferred Shares	Vassili Oxenuk	2,000,000	28.5%
Class A Convertible Preferred Shares	Evgeniya Oxenuk	1,000,000	14.3%
Class A Convertible Preferred Shares	Ilya Sorokin	1,000,000	14.3%
Class A Convertible Preferred Shares	GDP Management Performance Incentives Pool	3,000,000	42.9%

PRIOR SALES OF COMPANY SECURITIES

DESCRIPTION OF THE SECURITIES

Please note that the following is a summary of the rights granted to an Investor and is not exhaustive. For a complete description of all rights associated with owning the Series C Shares, please see Exhibit 2 "Bylaws of Genius Digital Partners, Inc." and "Certificate of Designation of the Series C Convertible Preferred Stock" filed with the Secretary of State of Nevada and attached here as Exhibit 3.

As of the date of this PPM, the Company has four (4) outstanding classes of securities: Common Stock, Series A Convertible Preferred Stock, Series B Convertible Preferred Stock, and the Series C Convertible Preferred Stock.

The Company has 110,000,000 shares of Common Stock authorized, with 10,000,000 shares of Common Stock issued and outstanding as of the date of this PPM. The Company has 90,000,000 shares of Preferred Stock authorized with 8,000,000 shares of Series A Convertible Preferred Stock issued as of the date of this PPM.

Only the Series C Convertible Preferred Stock are being offered in this Offering and described below. All terms defined herein are only applicable to this "**Description of Securities**" section.

SERIES C CONVERTIBLE PREFERRED STOCK

The Company has forty million (40,000,000) shares of Series C Convertible Preferred Stock (the "**Series C Shares**") authorized with fifty thousand (50,000) shares issued and outstanding as of the date of this PPM.

The Company has reserved sufficient number of shares of Common Stock reserved for the potential conversion of the Series C Convertible Preferred Stock offered through this Offering, based on the conversion formula.

Voting Rights

Except as otherwise required by law, the Series C Shares shall not entitle a holder thereof (a "**Series C Holder**") to vote on any matters required or permitted to be voted on by the stockholders of the Company; provided, however, that Series C Holders, voting separately as a class, shall be entitled to vote on any amendment to the terms of the Company's Amended and Restated Certificate of Incorporation to the extent that such Series C Holders are adversely impacted by such amendment.

Neither the Common Stock nor the Series A, Series B, and Series C Convertible Preferred Stock allows cumulative voting.

Dividends

The board of directors may from time to time declare, and the Company may pay, dividends on its outstanding shares in the manner and upon the terms and conditions provided by law and its Articles of Incorporation. There is no current plan or intention to pay dividends on the Series C Preferred Shares.

Conversion Rights

Each Series C Share converts into common stock of the Company (the “**Company Common Stock**”) pursuant to the following formula: The number of common shares to be received will equal the amount of Series C Shares to be converted multiplied by two (2) and dividing that product by the market price of one share of the Company’s Common Stock, as provided by the average closing price on a national exchange from the prevailing 10 (ten) days the market is open and trading. If the Company’s Common Stock is not traded on a national exchange, the market price of the Company’s Common Stock shall be determined by the Board of Directors of the Company in its sole discretion.

A Series C Holder shall not have the right to convert their Series C Shares into common shares until: (1) the Company’s Common Stock is listed for trading on a national exchange; or (2) the Board of Directors, through official Board action, approves a time and process under which Holders shall be permitted convert the Series C Shares into Company Common Stock.

The Company shall have the right to convert at any time and from time to time, all or any part of the Series C Shares held by a Holder at any time upon a determination and action by the Board of Directors.

Liquidation Rights

The Series C Shares shall, with respect to rights (including to redemption payments) upon liquidation, dissolution or winding-up of the affairs of the Company, rank senior and prior to the Company Common Stock, and rank junior to the Series A Convertible Preferred Stock. The Series C shall rank senior to any additional series of preferred stock which may in the future be issued by the Company and are designated in the amendment to the Articles of Incorporation or the certificate of designation establishing such additional preferred stock as ranking junior to the Series C Preferred Shares. Any shares of the Company’s stock which are junior to the Series C with respect to rights (including to redemption payments) upon liquidation, dissolution or winding-up of the affairs of the Company are hereinafter referred to as “**Junior Liquidation Shares.**”

In the event of any liquidation, dissolution or winding up of the Company, either voluntary or involuntary, a Series C Holder shall be entitled to receive, prior and in preference to any distribution of any of the assets of the Company to the holders of the Company Common Stock or any Junior Liquidation Shares by reason of their ownership of such stock, but junior to holders of the Series A Convertible Preferred Stock , an amount per share for each Series C Shares held by them equal to \$10.00 (subject to adjustments) plus any accrued and unpaid dividends through the date of the liquidation, dissolution or winding up (the “**Liquidation Preference**”). If upon the liquidation, dissolution or winding up of the Company, the assets of the Company legally available for distribution to the holders of the Series C Shares are insufficient to permit the payment to such holders of the entire Liquidation Preference then the entire assets of the Company legally available for distribution shall be distributed with equal priority and pro rata among the holders of the Series C Shares in proportion to the full amounts they would otherwise be entitled to receive.

Preemptive rights

There are no preemptive rights for any holders of the Company Common Stock or holders of the Series A, Series B, and Series C Convertible Preferred Stock.

Redemptions

The Series C Shares do not currently carry any redemption rights.

Liability to Further Contributions or to Assessment by the Company

A holder of the Series C Shares shall not have any requirement to fund further contributions to the Company and is not subject to any assessments by the Company.

Transfer of Shares

The transfer of Series C Shares by a Series C holder is limited. The Series C Shares are being offered to Investors in reliance on and in compliance with federal and state securities law. Any transfer of the Series C Shares must be made in compliance with federal and state securities laws. If there are restrictions imposed by federal or state law on the transfer of the Series C Shares, a Series C holder agrees that they will refrain from engaging in such a transfer until the restriction(s) by law is lifted or no longer applies.

OTHER SECURITIES OF THE COMPANY

Common Stock

Voting

The holders of the Common Stock are entitled to one (1) vote for each share of Common Stock held at all meetings of stockholders (and written actions in lieu of meetings). Except as otherwise expressly set forth in the Company's Bylaws or as required by law, any matter requiring the approval of the stockholders of the Company may be approved by the affirmative vote of the holders of a majority of the issued and outstanding Common Stock.

Dividends

The board of directors may from time to time declare, and the Company may pay, dividends on its outstanding shares in the manner and upon the terms and conditions provided by law and its Bylaws. There is no current plan or intention to pay dividends on the Common Stock.

Rank/Liquidation Rights

The Company's Common Stock shall, with respect to rights (including to redemption payments) upon liquidation, dissolution or winding-up of the affairs of the Company, rank junior to all Company Preferred Stock. In the event of any liquidation, dissolution or winding up of the Company, either voluntary or involuntary, a holder of the Company Common Stock shall not receive distribution until the Liquidation Preference of the Company's Preferred Stock is satisfied. If upon the liquidation, dissolution or winding up of the Company, there are assets of the Company legally available for distribution to the holders of the Company Common Stock then those entire assets of the Company legally available for distribution shall be distributed with equal priority and pro rata among the holders of the Company's Common Stock.

Redemptions

The Common Stock does not currently carry any redemption rights.

Liability to Further Contributions or to Assessment by the Company

A holder of the Company Common Stock shall not have any requirement to fund further contributions to the Company and is not subject to any assessments by the Company.

Transfer of Shares

The transfer of Company Common Stock by a holder is limited. Any transfer of the Common Stock must be made in compliance with federal and state securities laws. If there are restrictions imposed by federal or state law on the transfer of the Company's Common Stock, its holder shall refrain from engaging in such a transfer until the restriction(s) by law is lifted or no longer applies.

Series A Convertible Preferred Stock

For a complete description of all rights associated with the Series A Convertible Preferred Stock, please see Exhibit 2 "Bylaws of Genius Digital Partners, Inc." and "Certificate of Designation of the Series A Convertible Preferred Stock" filed with the Secretary of State of Nevada.

A total of 8,000,000 shares of preferred stock of the Company were hereby designated as Series A Convertible Preferred Stock (the "**Series A Shares**").

Voting

Except as otherwise expressly required by law, each holder of Series A Shares shall not be entitled to vote on all matters submitted to shareholders of the Company.

Conversion

A Series A holder shall have the right to convert, at any time and from time to time, all or any part of the Series A Shares held by such Series A holder, into Company Common Stock. One share of the Series A Shares shall convert into ten (10) shares of the Company Common Stock.

Rank/Liquidation

The Series A shall, with respect to rights (including to redemption payments) upon liquidation, dissolution or winding-up of the affairs of the Company, rank senior and prior to the Company Common Stock, and senior and prior to any series of preferred stock which has been already issued by the Company and/or issued in the future by the Company. The Series A shall be senior to any preferred stock of the Company that is designated in the amendment to the Articles of Incorporation or the certificate of designation establishing such additional preferred stock as ranking junior to the Series A.

In the event of any liquidation, dissolution or winding up of the Company, either voluntary or involuntary, the holders of the Series A Shares shall be entitled to receive, prior and in preference to any distribution of any of the assets of the Company to the holders of the Company Common Stock or any Preferred Shares that are designated as junior to the Series A Shares by reason of their ownership of such stock, an amount per share for each Series A Share held by them equal to \$10.00 (subject to adjustments) plus any accrued and unpaid dividends through the date of the liquidation, dissolution or winding up.

Preemptive rights

There are no preemptive rights for any holders of the Company's common stock or holders of the Series A, Series B, and Series C Convertible Preferred Stock.

Redemptions

The Series A Shares do not currently carry any redemption rights.

Liability to Further Contributions or to Assessment by the Company

A holder of the Series A Shares shall not have any requirement to fund further contributions to the Company and is not subject to any assessments by the Company.

Transfer of Shares

The transfer of Series A Shares by a Series A holder is limited. The Series A Shares was offered to Investors in reliance on and in compliance with federal and state securities law. Any transfer of the Series A Shares must be made in compliance with federal and state securities laws. If there are restrictions imposed by federal or state law on the transfer of the Series A Shares, the Series A Holders agree that they will refrain from engaging in such a transfer until the restriction(s) by law is lifted or no longer applies.

Series B Convertible Preferred Stock

For a complete description of all rights associated with the Series C Convertible Preferred Stock, please see Exhibit 2 “Bylaws of Genius Digital Partners, Inc.” and “Certificate of Designation of the Series B Convertible Preferred Stock” filed with the Secretary of State of Nevada.

A total of 1,000,000 shares of preferred stock of the Company were hereby designated as Series B Convertible Preferred Stock (the “**Series B**”).

Voting

Except as otherwise expressly required by law, each holder of Series B Shares shall not be entitled to vote on all matters submitted to shareholders of the Company.

Conversion

A holder of the Series B Shares shall not have the right to convert their Series B Shares into common shares until: (1) the Company’s Common Stock is listed for trading on a national exchange; or (2) the Board of Directors, through official Board action, approves a time and process under which holders of the Series B Shares shall be permitted to convert the Series B Shares into Company Common Stock.

The Company shall have the right to convert, at any time and from time to time, all or any part of the Series B Shares held by a holder at any time upon a determination and action by the Board of Directors.

The number of Conversion Shares to be delivered by the Company to a Holder for each Series B Share pursuant to a Conversion shall be determined by the following formula: The number of Conversion Shares will equal the amount of Series B Shares to be converted multiplied by two (2) and dividing that product by the market price of one share of the Company’s Common Stock, as provided by the average closing price on a national exchange from the prevailing 10 (ten) days the market is open and trading. If the Company’s Common Stock is not traded on a national exchange, the market price of the Company’s Common Stock shall be determined by the Board of Directors of the Company in its sole discretion.

Rank/Liquidation

The Series B shall, with respect to rights (including to redemption payments) upon liquidation, dissolution or winding-up of the affairs of the Company, rank senior and prior to the Company Common Stock, and ranks junior to the Series A Convertible Preferred Stock and the Series C Convertible Preferred Stock. The Series B shall be senior to any preferred stock of the Company that is designated in the amendment to the Articles of Incorporation or the certificate of designation establishing such additional preferred stock as ranking junior to the Series B Preferred Shares.

In the event of any liquidation, dissolution or winding up of the Company, either voluntary or involuntary, the holders of the Series B Shares shall be entitled to receive, prior and in preference to any distribution of any of the assets of the Company to the holders of the Company Common Stock or any Preferred Shares that are designated as junior to the Series B Shares by reason of their ownership of such stock, an amount per share for each Series B Share held by them equal to \$10.00 (subject to adjustments) plus any accrued and unpaid dividends through the date of the liquidation, dissolution or winding up.

Preemptive rights

There are no preemptive rights for any holders of the Company's common stock or holders of the Series A, Series B, and Series C Convertible Preferred Stock.

Redemptions

The Series B Shares do not currently carry any redemption rights.

Liability to Further Contributions or to Assessment by the Company

A holder of the Shares shall not have any requirement to fund further contributions to the Company and is not subject to any assessments by the Company.

Transfer of Shares

The transfer of Series B Shares by a Series B holder is limited. The Series B Shares are being offered to Investors in reliance on and in compliance with federal and state securities law. Any transfer of the Series B Shares must be made in compliance with federal and state securities laws. If there are restrictions imposed by federal or state law on the transfer of the Series B Shares, the Series B holders agree that they will refrain from engaging in such a transfer until the restriction(s) by law is lifted or no longer applies.

INDEMNIFICATION

The Company may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative, except an action by or in the right of the Company, by reason of the fact that he is or was a director, officer, employee or agent of the Company, or is or was serving at the request of the Company as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with the action, suit or proceeding if he acted in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the Company, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his

conduct as unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent, does not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the Company, and that, with respect to any criminal action or proceeding, he had reasonable cause to believe his conduct was unlawful.

The Company may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Company to procure a judgment in its favor by reason of the fact that he is or was a director, officer, employee or agent of the Company, or is or was serving at the request of the Company as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses, including amounts paid in settlement and attorneys' fees actually and reasonably incurred by him in connection with the defense or settlement of the action or suit if he acted in good faith and in a manner which he reasonably believed to be in or not opposed to the best interest of the Company. Indemnification may not be made for any claim, issue or matter as to which such person has been adjudged by a court of competent jurisdiction, after exhaustion of all appeals therefrom, to be liable to the Company or for amounts paid in settlement to the Company, unless and only to the extent that the court in which the action or suit was brought or other competent jurisdiction determines upon application that in view of all the circumstances of the case, the person is fairly and reasonably entitled to indemnity for such expenses as the court deems proper.

To the extent that a director, officer, employee or agent of the Company has been successful on the merits or otherwise in defense of any action, suit or proceeding, or in defense of any claim, issue or matter therein, the Company shall indemnify him against expenses, including attorneys' fees, actually and reasonably incurred by him in connection with the defense.

Any indemnification under the Bylaws, unless ordered by a court, may be made by the Company only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances. The determination must be made: (a) by the stockholders; (b) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to the action, suit or proceeding; (c) if a majority vote of a quorum consisting of directors who were not parties to the action, suite or proceeding so orders, by independent legal counsel in a written opinion; or (d) if a quorum consisting of directors who were not parties to the action, suit or proceeding cannot be obtained, by independent legal counsel in a written opinion.

The expenses of officers and directors incurred in defending a civil or criminal action, suit or proceeding must be paid by the Company as they are incurred and in advance of the final disposition of such action, suit or proceeding, upon receipt of an undertaking by or on behalf of the director or officer to repay the amount if it is ultimately determined by a court of competent jurisdiction that he is not entitled to be indemnified by the Company. These provisions do not affect any rights to advancement of expenses to which corporate personnel other than directors or officers may be entitled under any contract or otherwise by law.

TAX TREATMENT

The following is a summary of certain relevant federal income tax considerations resulting from an investment in Genius Digital Partners, Inc. but does not purport to cover all of the potential tax considerations applicable to any specific Investor. Prospective Investors are urged to consult with and rely upon their own tax advisors for advice on these and other tax matters with specific reference to their own tax situation and potential changes in applicable law discussion is a general summary of certain federal income tax consequences of acquiring, holding and disposing of shares in the Company and is directed to

individual Investors who are United States citizens or residents and who will hold their interests in the Company as “capital assets”. It is included for general information only and is not intended as a comprehensive analysis of all potential tax considerations inherent in making an investment in the Company. The tax consequences of an investment in the Company are complex and will vary depending upon each Investor’s individual circumstances, and this discussion does not purport to address federal income tax consequences applicable to all categories of Investors, some of whom may be subject to special or other treatment under the tax laws (including, without limitation, insurance companies, qualified pension plans, tax-exempt organizations, financial institutions or broker-dealers, traders in securities that elect to mark to market, Members owning capital stock as part of a “straddle,” “hedge” or “conversion transaction,” domestic corporations, “S” corporations, REITs or regulated investment companies, trusts and estates, persons who are not citizens or residents of the United States, persons who hold their interests in the Company through a company or other entity that is a pass-through entity for U.S. federal income tax purposes or persons for whom an interest in the Company is not a capital asset or who provide directly or indirectly services to the Company). Further, this discussion does not address all of the foreign, state, local or other tax laws that may be applicable to the Company or its partners.

Prospective Investors also should be aware that uncertainty exists concerning various tax aspects of an investment in the Company. This summary is based upon the IRS Code, the Treasury Regulations (the “Treasury Regulations”) promulgated thereunder (including temporary and proposed Treasury Regulations), the legislative history of the IRS Code, current administrative interpretations and practices of the Internal Revenue Service (“IRS”), and judicial decisions, all as in effect on the date of this PPM and all of which are under continuing review by Congress, the courts and the IRS and subject to change or differing interpretations. Any such changes may be applied with retroactive effect. Counsel to the Company has not opined on the federal, state, or local income tax matters discussed herein, and no rulings have been requested or received from the IRS or any state or local taxing authority concerning any matters discussed herein. Consequently, no assurance is provided that the tax consequences described herein will continue to be applicable or what the positions taken by the Company in respect of tax matters will not be challenged, disallowed or adjusted by the IRS or any state or local taxing authority.

Prospective Investors are urged to consult with and rely upon their own tax advisors for advice on these and other tax matters with specific reference to their own tax situation and potential changes in applicable law.

FOREIGN INVESTORS: NON-U.S. INVESTORS ARE SUBJECT TO UNIQUE AND COMPLEX TAX CONSIDERATIONS. THE COMPANY AND THE MANAGER MAKE NO DECLARATIONS AND OFFER NO ADVICE REGARDING THE TAX IMPLICATIONS TO SUCH FOREIGN INVESTORS, AND SUCH INVESTORS ARE URGED TO SEEK INDEPENDENT ADVICE FROM ITS OWN TAX COUNSEL OR ADVISORS BEFORE MAKING ANY INVESTMENT.

Tax Returns

Annually, the Company will provide the Investors sufficient information from the Company’s informational tax return for such persons to prepare their individual federal, state, and local tax returns. The Company’s informational tax returns will be prepared by a tax professional selected by the Company.

ERISA CONSIDERATIONS

In Some Cases, if the Investors Fails to Meet the Fiduciary and Other Standards Under the Employee Retirement Income Security Act of 1974, as Amended (“ERISA”), the Code or Common Law as a Result of an Investment in the Company’s Interests, the Investor Could be Subject to Liability for Losses as Well as Civil Penalties:

There are special considerations that apply to investing in the Company’s Shares on behalf of pension, profit sharing or 401(k) plans, health or welfare plans, individual retirement accounts or Keogh plans. If the Investor is investing the assets of any of the entities identified in the prior sentence in the Company’s Shares, the Investor should satisfy themselves that:

1. The investment is consistent with the Investor’s fiduciary obligations under applicable law, including common law, ERISA and the Code;
2. The investment is made in accordance with the documents and instruments governing the trust, plan or IRA, including a plan’s investment policy;
3. The investment satisfies the prudence and diversification requirements of Sections 404(a)(1)(B) and 404(a)(1)(C) of ERISA, if applicable, and other applicable provisions of ERISA and the Code;
4. The investment will not impair the liquidity of the trust, plan or IRA;
5. The investment will not produce “unrelated business taxable income” for the plan or IRA;
6. The Investor will be able to value the assets of the plan annually in accordance with ERISA requirements and applicable provisions of the applicable trust, plan or IRA document; and The investment will not constitute a prohibited transaction under Section 406 of ERISA or Section 4975 of the Code.

Failure to satisfy the fiduciary standards of conduct and other applicable requirements of ERISA, the Code, or other applicable statutory or common law may result in the imposition of civil penalties and can subject the fiduciary to liability for any resulting losses as well as equitable remedies. In addition, if an investment in the Company’s Shares constitutes a prohibited transaction under the Code, the “disqualified person” that engaged in the transaction may be subject to the imposition of excise taxes with respect to the amount invested.

EXHIBIT LIST

1	SUBSCRIPTION AGREEMENT
2	BYLAWS OF GENIUS DIGITAL PARTNERS, INC.
3	CERTIFICATE OF DESIGNATION OF THE SERIES C CONVERTIBLE PREFERRED STOCK