

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

GENIUS GROUP LIMITED,

Petitioner,

-v.-

LZG INTERNATIONAL, INC.; MICHAEL
THOMAS MOE; and PETER RITZ,

Respondents,

-and-

VSTOCK TRANSFER, LLC,

Nominal Respondent.

24 Civ. 8464 (KPF)

**ORDER TO SHOW CAUSE
FOR PRELIMINARY
INJUNCTION AND
TEMPORARY
RESTRAINING ORDER**

KATHERINE POLK FAILLA, District Judge:

Upon the Petition for a Temporary Restraining Order and Preliminary Injunction in Aid of Arbitration of Genius Group Limited (“Petitioner” or “GNS”) dated November 7, 2024, the exhibits annexed thereto, the annexed Declaration of Roger Hamilton dated November 6, 2024, the annexed Affirmation of Christopher M. Basile, Esq. dated November 7, 2024, the exhibits annexed thereto, the accompanying Memorandum of Law in Support of a Preliminary Injunction, and the exhibits annexed thereto, it is hereby:

ORDERED, that Respondents LZG International, Inc. (“LZG”), Michael Thomas Moe (“Moe”), and Peter Ritz (“Ritz”) show cause before the Honorable Katherine Polk Failla, United States District Judge of the United States District Court for the Southern District of New York, in Courtroom 618, United States Courthouse, 40 Foley Square, in the City, County, and State of New York, on

November 26, 2024, at **12:00** o'clock in the afternoon thereof or as soon thereafter as counsel may be heard, why an Order should not issue:

- (a) Granting GNS a preliminary injunction pursuant to 28 U.S.C. § 2201 and Fed. R. Civ. P. 65 enjoining Respondents, Respondents' agents, employees, attorneys, and affiliates, and VStock Transfer, LLC from selling, transferring, assigning, encumbering, or otherwise disposing of Respondents' shares of common stock or stock certificates in GNS or taking any action that would enable Respondents to sell, transfer, assign, encumber, or otherwise dispose of its GNS shares of common stock, pending the hearing and determination of the Arbitration between GNS and Respondents commenced by GNS before the International Chamber of Commerce ("ICC") that was commenced on October 30, 2024;
- (b) Enjoining Respondents from participating in GNS shareholder meetings and from participating in GNS shareholder voting, pending the hearing and determination of the Arbitration between GNS and Respondents; and
- (c) Awarding GNS such other relief as this Court shall deem just and proper; and it is further

ORDERED that sufficient reason having been shown therefore, pending the hearing of Petitioner's application for a preliminary injunction, pursuant to Fed. R. Civ. P. 65, Respondents are temporarily restrained and enjoined from taking any steps or other process that result in any attempt to sell, transfer, assign, encumber, or otherwise dispose of GNS' shares of common stock; and it is further

ORDERED that sufficient reason having been shown therefore, pending the hearing of Petitioner's application for a preliminary injunction, pursuant to Fed. R. Civ. P. 65, Respondents are temporarily restrained and enjoined from participating in GNS shareholder meetings and from participating in GNS shareholder voting; and it is further

ORDERED that delivery by personal service of this Order to Show Cause and the papers upon which it is based upon Respondents or their counsel on or before **2:00** o'clock in the afternoon, **November 15, 2024**, shall be deemed good and sufficient service thereof; and it is further

ORDERED that answering papers, if any, shall be electronically filed and served no later than **November 22, 2024**; and it is further

ORDERED that Petitioner shall post a security in the amount of five thousand dollars (\$5,000) with the Court, which amount is determined adequate for the payment of any damages any person may be entitled to recover as a result of improper or wrongful restraint ordered hereunder.

SO ORDERED.

Dated: November 12, 2024
New York, New York

A handwritten signature in blue ink that reads "Katherine Polk Faila". The signature is written in a cursive style with a large initial 'K'.

KATHERINE POLK FAILLA
United States District Judge