

**SEC CONFIDENTIAL PRIVATE PLACEMENT MEMORANDUM  
DATED: JULY 25, 2023**

**RESGREEN GROUP INTERNATIONAL, INC.**

**Offering of Units for Maximum of \$2,000,000.00**

This Confidential Private Placement Memorandum (the “Memorandum” or “PPM”) relates to the sale (the “Offering”) of a maximum 400 "Units" consisting of one share of series "A" preferred stock (collectively, the “Preferred Share(s)”) in Resgreen Group International, Inc., a Nevada corporation (the “Company”) and one warrant to purchase a share of the Company’s common Stock (the "Warrant(s)"). Each Unit has an Offering Price of \$5,000.00 for potential gross Offering proceeds of \$2,000,000.00 (the “Maximum Offering Amount”). The minimum investment amount per investor is \$5,000.00, unless this minimum is waived by the Company, in its sole discretion. There is no minimum offering amount and no provision to escrow or return investor funds if any minimum number of Units is not sold.

Warrants may be exercised at one hundred twenty percent (120%) of the Conversion Price for the Preferred Shares (“Exercise Price”), which will be based off a Company valuation of \$5,000,000.00. Each Warrant may be exercised for a term of five years from its issuance.

This Offering will close as soon as the Maximum Offering Amount is sold or one year from the date of this PPM (“Offering Closing Date”), whichever occurs first. The Company may rescind, reduce, increase or terminate this Offering at any time without consent from or notice to investors by supplementing this Memorandum.

Units will be offered in the U.S. on a “best-efforts” basis through the Company’s management and representatives, for which no commissions or other compensation will be paid.

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THESE SECURITIES HAVE NOT BEEN APPROVED OR DISAPPROVED BY THE UNITED STATES SECURITIES AND EXCHANGE COMMISSION (THE “SEC”) OR ANY STATE OR OTHER REGULATORY AUTHORITY, NOR HAS THE SEC OR ANY STATE OR OTHER REGULATORY AUTHORITY PASSED ON THE ACCURACY OR ADEQUACY OF THIS MEMORANDUM OR ENDORSED THE MERITS OF THIS OFFERING. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

THESE SECURITIES HAVE NOT BEEN REGISTERED WITH THE UNITED STATES SECURITIES AND EXCHANGE COMMISSION UNDER THE SECURITIES ACT OF 1933, AS AMENDED (THE “SECURITIES ACT”) AND ARE BEING OFFERED IN RELIANCE ON EXEMPTIONS FROM REGISTRATION PROVIDED IN SECTION 4(A)(2) OF THE SECURITIES ACT AND RULE 506(C) OF REGULATION D PROMULGATED THEREUNDER, AND PREEMPTION FROM THE REGISTRATION OR QUALIFICATION REQUIREMENTS (OTHER THAN NOTICE FILING AND FEE PROVISIONS) OF APPLICABLE STATE LAWS UNDER THE NATIONAL SECURITIES MARKETS IMPROVEMENT ACT OF 1996 OR APPLICABLE EXEMPTIONS FROM SUCH REGISTRATION PROVISIONS.

THIS MEMORANDUM DOES NOT CONSTITUTE AN OFFER OR SOLICITATION TO ANYONE IN ANY JURISDICTION IN WHICH SUCH AN OFFER OR SOLICITATION IS NOT AUTHORIZED. THESE ARE SPECULATIVE SECURITIES AND INVOLVE A HIGH DEGREE OF RISK, INCLUDING THOSE RISKS CONCERNING ILLIQUIDITY, RESTRICTIONS ON TRANSFER, LEVERAGE,

GOVERNMENTAL REGULATIONS, AND UNCONTROLLABLE MARKET CONDITIONS. SEE “RISK FACTORS” ON PAGE 11.

PROSPECTIVE INVESTORS ARE NOT TO CONSTRUE THE CONTENTS OF THIS MEMORANDUM OR ANY PRIOR OR SUBSEQUENT COMMUNICATIONS FROM THE COMPANY OR ANY OF ITS EMPLOYEES, AGENTS, OR OTHER REPRESENTATIVES AS LEGAL, BUSINESS, OR TAX ADVICE. EACH PROSPECTIVE INVESTOR SHOULD CONSULT THEIR OWN COUNSEL, BUSINESS ADVISER, AND TAX ADVISER AS TO LEGAL, BUSINESS, AND TAX MATTERS RELATING TO THE OFFERING MADE PURSUANT TO THIS MEMORANDUM.

	Offering Price	Proceeds to Company <sup>(1)</sup>
Minimum investment <sup>(2)</sup>	\$5,000.00	\$5,000.00
Maximum Offering Amount <sup>(3)</sup>	\$2,000,000.00	\$2,000,000.00

- (1) The Company expects to incur expenses relating to this Offering including, but not limited to, legal, marketing, and technology expenses, which are not reflected in this table. Additionally, while the Company does not currently plan to enlist a U.S. broker-dealer, if it finds that selling the Units is difficult, it may later enlist the services of a licensed broker-dealer to assist with the sales of the Interests, in which case sales commission will be paid as disclosed in a supplement to this PPM. The proceeds listed do not include deductions for these amounts. See “**Estimated Use of Proceeds**” on page 25, “**Compensation of Directors and Executive Officers**” on page 19, and “**Terms of the Offering**” on page 39.
- (2) The minimum investment from each prospective investor is \$5,000.00, unless the minimum is waived by the Company's management, in its sole discretion.
- (3) The Company may raise an aggregate of \$2,000,000.00 in total gross Offering proceeds through the sale of Units. There is no minimum Offering amount. See “**Terms of the Offering**” on page 39.

**PROSPECTIVE INVESTORS SHOULD CAREFULLY CONSIDER THE FOLLOWING:**

This Memorandum, the Exhibits and the Subscription Documents: (a) are the only materials that have been authorized for use in connection with the Offering to sell Units; (b) reflect the only information anyone has been authorized to give in connection with the Offering to sell Units; and (c) are the only representations upon which anyone may rely in connection with the purchase of Units.

No person has been authorized to give any information other than that contained in this Memorandum, or to make any representations, other than as expressly contained herein, in connection with the Offering made hereby, and, if given or made, such other information or representations, other than as expressly contained herein, must not be relied upon as having been authorized by the Company. The Company disclaims any and all liabilities for representations or warranties, expressed or implied, or any other written or oral communication transmitted or made available to the recipient, except as made or communicated by the Company.

Offering literature in any form whatsoever employed in connection with the Offering shall be subject to, and shall be superseded by, this Memorandum (including any exhibits, amendments, and supplements hereto). In the event of any conflict or perceived conflict between this Memorandum and any other Offering literature, unless otherwise stated, this Memorandum shall control.

The Company is offering to sell Units in reliance on exemptions from federal registration requirements and exemption or preemption from state registration requirements. Those exemptions do not change the stringent requirement that every prospective investor in every investment not purchase under any misrepresentation or omission of any material fact. In preparing this Memorandum, the Company has made reasonable efforts to present all information that the Company considers material, based upon the information available to the Company. However, every prospective investor is urged to investigate further any matter that is not set forth in this Memorandum or any fact included in this Memorandum that the prospective investor considers material but does not clearly understand.

The information contained in this Memorandum is confidential and proprietary to the Company and is being submitted to prospective investors solely for such prospective investors' confidential use with the express understanding that, without the prior written permission of the Company, such persons will not release this document or discuss the information contained herein or make reproductions of or use this Memorandum for any purpose other than evaluating a potential purchase of Units.

This Memorandum does not purport to be all-inclusive or to contain all the information that a prospective investor may desire in investigating the Company. This Memorandum contains all of the information the Company deemed material to the evaluation of the Company and the Offering. Each prospective investor must conduct and rely on its own evaluation of the Company and the terms of the Offering, including the merits and risks involved, in making their investment decision. See "**Risk Factors**" on page 11.

Upon written request by any prospective investor or their representative, the Company will, prior to the completion of the Offering, answer questions concerning the terms and conditions of the Offering and will provide additional information which may be requested, to the extent it possesses such information or can obtain access thereto without unreasonable effort or expense, for purposes of verifying the accuracy of the information set forth herein.

### **Forward-Looking Statements**

This Memorandum contains statements about operating and financial plans, terms, and performance of the Company and other statements that may be deemed projections of future results. Forward-looking statements may be identified by the use of words such as "expect," "anticipate," "intend," "plan," "assume," "will," "may" and similar expressions. The forward-looking statements are based on various assumptions, and these assumptions may prove to be incorrect. Accordingly, such forward-looking statements might not accurately predict future events or the actual performance of an investment in Units. In addition, each prospective investor must disregard any projections and representations, written or oral, which do not conform to those contained in this Memorandum.

While the Company believes that the expectations reflected in the forward-looking statements are reasonable, the Company cannot guarantee future results, levels of activity, performance, or achievements. Moreover, neither the Company nor any other person assumes any responsibility for the accuracy or completeness of these statements or undertakes any obligation to revise these forward-looking statements to reflect events or circumstances after the date on the first page of this Memorandum or to reflect the occurrence of an unanticipated event.

EXCEPT AS OTHERWISE INDICATED, THIS MEMORANDUM SPEAKS AS OF THE DATE HEREOF. NEITHER THE DELIVERY OF THIS MEMORANDUM NOR ANY SALE MADE HEREUNDER SHALL, UNDER ANY CIRCUMSTANCES, CREATE ANY IMPLICATION THAT THERE HAS BEEN NO CHANGE IN THE AFFAIRS OF THE COMPANY AFTER THE DATE HEREOF. IF A MATERIAL CHANGE SHOULD OCCUR, THE COMPANY WILL SUPPLEMENT THIS MEMORANDUM WITH THE RELEVANT INFORMATION REGARDING SUCH MATERIAL

CHANGE. ALL SUPPLEMENTS TO THIS MEMORANDUM (WHICH WILL BE DESIGNATED AS SUCH ON THE FACE THEREOF) SHALL BE DEEMED TO BE INCORPORATED INTO AND MADE PART OF THIS MEMORANDUM.

#### **NASAA UNIFORM LEGEND**

IN MAKING AN INVESTMENT DECISION INVESTORS MUST RELY ON THEIR OWN EXAMINATION OF THE PERSON OR ENTITY CREATING THE SECURITIES AND THE TERMS OF THE OFFERING, INCLUDING THE MERITS AND RISKS INVOLVED. THESE SECURITIES HAVE NOT BEEN RECOMMENDED BY ANY FEDERAL OR STATE SECURITIES COMMISSION OR REGULATORY AUTHORITY. FURTHERMORE, THE FORGOING AUTHORITIES HAVE NOT CONFIRMED THE ACCURACY OR DETERMINED THE ADEQUACY OF THIS DOCUMENT. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

THESE SECURITIES ARE SUBJECT TO RESTRICTIONS ON TRANSFERABILITY AND RESALE AND MAY NOT BE TRANSFERRED OR RESOLD EXCEPT AS PERMITTED UNDER THE ACT, AND THE APPLICABLE STATE SECURITIES LAWS, PURSUANT TO REGISTRATION OR EXEMPTION THEREFROM. INVESTORS SHOULD BE MADE AWARE THAT THEY WILL BE REQUIRED TO BEAR THE FINANCIAL RISKS OF THIS INVESTMENT FOR AN INDEFINITE PERIOD OF TIME.

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## INVESTOR SUITABILITY CRITERIA

### Accredited Investors

The investor suitability requirements stated below represent the minimum suitability requirements established by the Company for purchasers of Units; however, the satisfaction of these requirements by a prospective investor will not necessarily mean that Units are a suitable investment for such prospective investor or that the Company will accept the prospective investor as a Member. Furthermore, the Company may modify its investor suitability requirements, and such modifications may raise the suitability standards for prospective investors. The Units may be sold to prospective investors who the Company, after taking reasonable steps, verifies are an “Accredited Investor,” as defined under Rule 501 of Regulation D under the Securities Act and who invest in Units.

In addition to the foregoing, each prospective investor must represent in writing that they meet, among other things, all of the following requirements:

- The prospective investor has received, reviewed, and understands this Memorandum and all Exhibits hereto;
- The prospective investor is basing their decision to invest in Units on this Memorandum and all Exhibits hereto, and on the advice of their legal counsel, accountants, and financial advisors;
- The prospective investor understands that an investment in Units involves substantial risks;
- The prospective investor’s overall commitment to non-liquid investments is, and after their investment in Units will be, reasonable in relation to their Net Worth and current needs;
- The prospective investor has adequate means of providing for their financial requirements, both current and anticipated, and has no need for liquidity in this investment;
- The prospective investor can bear the economic risk of losing their entire investment in Units;
- The prospective investor has such knowledge and experience in business and financial matters as to be capable of evaluating the merits and risks of an investment in Units;
- The prospective investor is acquiring Units for their own account and for investment purposes only and has no contract, undertaking, agreement, or arrangement to sell or otherwise transfer or dispose of any Units;
- The prospective investor has had an opportunity to ask questions of and receive answers from the Company, or a person or persons acting on its behalf, concerning the Company and the terms and conditions of this investment, and all such questions have been answered to their full satisfaction;
- Except as set forth in the Subscription Documents, no representations or warranties have been made to the prospective investor by the Company or any partner, agent, employee, or Affiliate thereof, and in entering into this transaction the prospective investor is not relying upon any information, other than that contained in the Memorandum, including its Exhibits; and
- The prospective investor understands that the Units constitute “restricted securities” as that term is defined in Rule 144 of the Securities Act.

- Representations with respect to the foregoing and certain other matters will be made by each prospective investor for Units in the Subscription Agreement and related documents (“Subscription Documents”) attached as Exhibit 3 hereto.

A prospective investor who meets one of the following tests will qualify as an Accredited Investor:

- the prospective investor is a natural person who had individual income in excess of \$200,000 in each of the two most recent years, or joint income with that person’s spouse or spousal equivalent in excess of \$300,000 in each of those years, and has a reasonable expectation of reaching the same income level in the current year;
- the prospective investor is a natural person whose individual Net Worth (defined herein), or joint Net Worth with that person’s spouse or spousal equivalent, exceeds \$1,000,000 at the time of purchase of Units;
- the prospective investor is a trust with total assets in excess of \$5,000,000, not formed for the specific purpose of acquiring Units, whose purchase is directed by a person who has such knowledge and experience in financial and business matters that he/she is capable of evaluating the merits and risks of an investment in Units;
- the prospective investor is a 501(c)(3), corporation, business trust, partnership, or limited liability company with total assets in excess of \$5,000,000, not formed for the specific purpose of acquiring Units;
- the prospective investor is an entity not formed for the specific purpose of acquiring the securities offered, owning investments in excess of \$5,000,000;
- the prospective investor is an employee benefit plan within the meaning of ERISA, in which the investment decision is made by a plan fiduciary (as defined in Section 3(21) of ERISA) which is either a bank, savings and loan association, insurance company, or registered investment adviser; or the employee benefit plan has total assets in excess of \$5,000,000; or is a self-directed plan in which investment decisions are made solely by persons who are Accredited Investors;
- the prospective investor is an entity (including an Individual Retirement Account trust) in which all of the equity owners are Accredited Investors as defined above;
- the prospective investor is a natural person holding in good standing a Series 7, 65, or 82 license or one or more professional certifications or designations or credentials from an accredited educational institution that the SEC has designated as qualifying an individual for accredited investor status;<sup>1</sup>
- the prospective investor is a “family office” as defined in the Investment Advisers Act of 1940 and (i) with assets under management in excess of \$5,000,000, (ii) that is not formed for the specific purpose of acquiring the securities offered, and (iii) whose prospective investment is directed by a person who has such knowledge and experience in financial and business matters that such family office is capable of evaluating the merits and risks of the prospective investment; or

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<sup>1</sup> The professional certifications or designations or credentials currently recognized by the SEC as satisfying the above criteria will be posted on its website.

- the prospective investor is a “family client” of a family office whose prospective investment is directed by the family office.

For purposes of determining Accredited Investor status, “Net Worth” is computed as the difference between total assets and total liabilities while excluding any positive equity in the prospective investor’s primary residence but, if the net effect of the mortgage results in negative equity, the prospective investor should include any negative effects in calculating his/her Net Worth. The prospective investor should also subtract from their Net Worth any additional indebtedness secured by his/her primary residence incurred within the 60 days prior to his/her purchase of the Units (other than debt incurred as a result of the acquisition of the primary residence). In determining income, prospective investors should add to their adjusted gross income any amounts attributable to tax-exempt income received, losses claimed as a limited partner or member in any limited partnership or limited liability company, deductions claimed for depletion, contributions to an IRA or Keogh retirement plan, alimony payments, and any amount by which income from long-term capital gains has been reduced in arriving at adjusted gross income. In the case of fiduciary accounts, the Net Worth and/or income suitability requirements may be satisfied by the beneficiary of the account, or by the fiduciary if the fiduciary directly or indirectly provides funds for the purchase of Units.

We must take “reasonable steps” to verify the Accredited Investor status of purchasers. Such steps may include (i) verification based on income, by reviewing copies of any Internal Revenue Service form that reports income, such as Form W-2, Form 1099, Schedule K-1 of Form 1065, and a filed Form 1040; (ii) verification on net worth, by reviewing specific types of documentation dated within the prior three months, such as bank statements, brokerage statements, certificates of deposit, tax assessments and a credit report from at least one of the nationwide consumer reporting agencies, and obtaining a written representation from the investor; or (iii) a written confirmation from a registered broker-dealer, an SEC-registered investment adviser, a licensed attorney or a certified public accountant stating that such person or entity has taken reasonable steps to verify that the purchaser is an Accredited Investor within the last three months and has determined that such purchaser is an Accredited Investor. Investors must be prepared to provide such information to the Company or approved third-party.

Being permitted to invest in the Offering does not necessarily mean that the purchase of its Units is a suitable investment. The purchase of Units should never be a complete investment program for any person and should represent only a small portion of any person’s or entity’s complete investment portfolio. Persons and entities should not purchase Units unless they are able to bear the risk of loss of their entire investment.

## **MEMORANDUM SUMMARY**

This summary highlights information contained elsewhere in this Memorandum. It is not complete and may not contain all of the information that prospective investors should consider before investing in Units. Each prospective investor is urged to read this Memorandum and the additional information it refers to directly in its entirety.

### **THE COMPANY**

Resgreen Group International, Inc. is a Nevada corporation formed in 2003 under the name Brownsville Company until 2007 when it was changed to Uranium Hunter Corporation. In 2016 the name of the Company was changed to Resgreen Group International, Inc. The Company is headquartered in Michigan but maintains its registration in Nevada.



**Management:** The Company's directors are Parashar Patel, John Morgan, Josie A. Hunwick and Rodger Cherry. Mr. Patel is also the Company's President and Chief Executive Officer. Yvette Koutsopoulos is the Company's Chief Financial Officer. The Board of Directors is elected by the Company's shareholders annually and the Company's officers are elected by the Company's directors.

**Mailing Address:** Resgreen Group International, Inc.  
51745 Filomena Drive  
Shelby Township, Michigan 48315

<b>Capitalization:</b>	<b>Name of Person or Group</b>	<b>Number</b>
	Authorized shares of common stock:	4,000,000,000
	Issued shares of common stock:	469,481,563 <sup>2</sup>
	Authorized shares of preferred stock:	6,000,000
	Authorized shares of series "A" preferred stock:	1,000,000
	Issued shares of preferred stock:	0
	Outstanding Warrants:	0

The following preferred stock and Warrants will be outstanding after this Offering, assuming all Units are sold, and no Warrants are exercised.

Issued shares of series "A" preferred stock:	400
Outstanding Warrants:	400

## THE OFFERING

**Securities Offered:** This Offering is for the sale of a maximum of 400 Units consisting of one Share of Series A Preferred Stock and one Warrant to purchase a Series A Preferred Stockshare of the Company's common stock. The Units will be offered pursuant to this Memorandum for \$5,000.00 per Unit, for a Maximum Offering Amount of up to \$2,000,000.00 if all offered Units are sold. The minimum investment from each prospective investor is \$5,000.00. There is no minimum offering amount and no provision to escrow or return investor funds if any minimum amount of Units is not sold.

Warrants may be exercised at the Exercise Price equal to one hundred twenty percent (120%) of the Conversion price for the Shares. The term of each Warrant is five years.

Please see "DESCRIPTION OF SECURITIES" for more detail on the terms of the Shares and Warrants.

**Investor Suitability:** This Offering is restricted to Accredited Investors, as determined in accordance with Regulation D under the Securities Act. Prospective investors should not purchase Units unless they have substantial financial means and can afford to bear the loss of their entire investment.

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<sup>2</sup> As of June 30, 2023

**Use of Proceeds:** See “Estimated Use of Proceeds” on page 25 for a complete description of the Company’s expected allocations of the proceeds from this Offering. Offering proceeds will generally be used for product inventory, research and development, marketing, offering fees and expenses, and working capital.

**Public Market:** The Company's common stock is not now listed on any national securities exchange or the Nasdaq stock market; however, it is quoted on the OTC Market’s Pink Market under the symbol “RGGI.” While our common stock is on the OTC Pink Market, there has been limited trading volume and such trading has been volatile. There is currently no market for the Company’s preferred stock and/or Warrants, and none may develop in the future. There is no guarantee that an active trading market will develop in our securities.

**Dividends:** Dividends will be paid if and when declared by the Board of Directors. The Company has not declared dividends in the last two years and does not anticipate paying dividends for the foreseeable future.

**Conflicts of Interest:** The Company’s management and their Affiliates may engage in and possess interests in other business ventures of any and every type or description, independently or with others, whether similar or dissimilar to the Company’s business. Neither the Company nor any investor shall have any right, title, or interest in or to such independent ventures. The Company may engage Affiliates of the Company’s management and Board of Directors to provide services to the Company.

**Corporate Governance:** The Company will be governed by its Certificate of Incorporation, contained in Exhibit 1, and its Bylaws, contained in Exhibit 2. They collectively contain detailed provisions respecting the Company’s governance, accounting and financial matters, and other important information.

**Transfer Restrictions:** The Units and securities comprising the Units constitute “restricted securities,” as that term is defined in Rule 144, promulgated under the Securities Act, and cannot be resold unless such resale is registered under the Securities Act and applicable state securities laws or is exempt from such registration provisions.

**Offering Period:** This Offering will close as soon as the Maximum Offering Amount is sold or one year from the date of this PPM, whichever occurs first. The Company may rescind, reduce, increase, amend, extend or terminate this Offering at any time without consent from or notice to investors by supplementing this Memorandum.

**Method of Distribution:** Units will be offered through the Company’s management on a “best-efforts” basis. Such management will not receive commissions or other compensation for such efforts. The Company may engage sales agents for sales for which it may pay commissions. If the Company engages sales agents, it will update this Memorandum accordingly.

**How to Purchase Units:** In order to purchase Units, prospective investors must deliver signed copies of the separately bound Subscription Documents to Resgreen Group International, Inc. together with subscription funds through its investor portal.

The Company will promptly confirm in writing either the intent to accept or reject, in whole or in part, each subscription. On acceptance, the subscription agreement automatically becomes a binding, bilateral agreement for the purchase of the number of Units accepted. Subscriptions should be submitted via the Company's investment page at:

<https://resgreen.app.dealmaker.tech/invitations/0d813ed6/view>

## RISK FACTORS

PROSPECTIVE INVESTORS SHOULD BE AWARE THAT PURCHASING UNITS IS A SPECULATIVE INVESTMENT AND INVOLVES A HIGH DEGREE OF RISK. PROSPECTIVE INVESTORS SHOULD CAREFULLY READ THIS MEMORANDUM AND ALL EXHIBITS PRIOR TO MAKING AN INVESTMENT AND SHOULD BE ABLE TO BEAR THE COMPLETE LOSS OF THEIR INVESTMENT.

In addition to the negative implications of all information and financial data included or referred to directly in this Memorandum, prospective investors should consider the following risk factors before making an investment in Units. This Memorandum contains forward-looking statements and information concerning the Company, its investment plans, and other future events. These statements should be read together with the discussion of risk factors set forth below because those risk factors could cause actual results to differ materially from such forward-looking statements. The cautionary statements set forth under this section and elsewhere in this Memorandum identify important factors with respect to forward-looking statements.

### Investment and Offering Risks

*The purchase of Units is not a diversified investment.* Because the Company intends to operate as a specialized robotics company, the Company is not a diversified investment. The poor performance of the Company's products could adversely affect the profitability of the Company.

*An inability to raise substantial funds in this Offering could have a substantial effect on the Company's financing strategy.* Units will be offered and sold on a "best efforts" basis. No investor has made a firm commitment or obligation to purchase any Units. As a result, the proceeds raised in this Offering may be substantially less than the amount the Company would need to meet its objectives. The Company may proceed with alternative financing (potentially on different terms than offered herein) in order to meet its operational goals. It is not certain the Company would be able to successfully negotiate any such alternative financing, which could materially and negatively impact its investment objectives.

*The Company cannot assure investors that the Offering price of Units is an accurate reflection of their value.* The Offering price of Units has been determined by the Company taking into account its Offering expenses, prospects, the number of securities to be offered, and the general condition of the securities market, all as assessed by its management. Such prices are not directly correlated to the Company's assets, earnings, net tangible book value, or any other traditional criteria of value.

*The purchase of Units is a speculative investment.* The Company's business objectives must be considered highly speculative. No assurance can be given that prospective investors will realize their investment objectives or will realize a substantial return (if any) on their investment or that they will not lose their entire investment in the Company. For this reason, each prospective investor should carefully read this Memorandum and all Exhibits hereto in their entirety. PROSPECTIVE INVESTORS SHOULD CONSULT WITH THEIR ATTORNEYS, ACCOUNTANTS, AND BUSINESS ADVISERS PRIOR TO MAKING AN INVESTMENT.

*Restrictions on transferability of securities will limit the ability of purchasers to transfer their Units.* Units offered hereby and the securities comprising the Units will be "restricted securities" within the meaning of the Securities Act and, consequently, will be subject to the restrictions on transfer set forth in the Securities Act and the rules and regulations promulgated thereunder. In addition, such securities are subject to restrictions on transfer under applicable state securities laws under which such securities are sold in reliance on certain exemptions or under the provisions of certain qualifications. As restricted securities, the securities may not be sold in the absence of registration or the availability of an exemption from such registration requirements. It is not contemplated that registration of Units or the underlying securities under the Securities Act or other securities laws will be effected.

*Units are expected to be offered under a private offering exemption, and if it were later determined that such exemption was not available, purchasers would be entitled to rescind their purchase agreements.* Units are being offered to prospective investors pursuant to the so-called limited or private offering exemption from registration under Section 4(a)(2) and Rule 506(c) of Regulation D under the Securities Act. Unless the sale of Units should qualify for such exemption, either pursuant to Regulation D promulgated thereunder or otherwise, the investors might have the right to rescind their purchase of Units. Since compliance with these exemptions is highly technical, it is possible that if an investor were to seek rescission, such investor would succeed. A similar situation prevails under state law in those states where Units may be offered without registration. If a number of investors were to be successful in seeking rescission, the Company would face severe financial demands that could adversely affect the Company and, thus, the non-rescinding investors. Inasmuch as the basis for relying on exemptions is factual, depending on the Company's conduct and the conduct of persons contacting prospective investors and making the Offering, the Company will not receive a legal opinion to the effect that this Offering is exempt from registration under any federal or state law. Instead, the Company will rely on the operative facts as documented as the Company's basis for such exemptions.

*This Offering has not been registered with the SEC or any state securities authorities.* This Offering will not be registered or qualified with the SEC under the Securities Act or with the securities agency of any state, and Units are being offered in reliance upon an exemption from the registration provisions of the Securities Act and state securities laws applicable only to offers and sales to investors for Units meeting the suitability requirements set forth in this Memorandum. Since this is a nonpublic Offering and, as such, is not registered under federal or state securities laws, prospective investors for Units will not have the benefit of review by the SEC or any state securities regulatory authority. The terms and conditions of the Offering may not comply with the guidelines and regulations established for offerings that are required to be registered and qualified with those agencies.

*We have established preferred stock which can be designated by the Company's Board of Directors without shareholder approval.* The Company has 6,000,000 shares of preferred stock authorized, but zero shares of preferred stock issued and outstanding as of the date of this Memorandum. If all the Units are sold in this Offering, at the close of the Offering 400 shares of Series A Preferred Stock shall be outstanding along with 400 Warrants. See DESCRIPTION OF SECURITIES on page 35 for a description of the Series A Preferred stock. The shares of preferred stock of the Company may be issued from time to time in one or more series, each of which shall have a distinctive designation or title as shall be determined by the board of directors

of the Company prior to the issuance of any shares thereof. The preferred stock shall have such voting powers, full or limited, or no voting powers, and such preferences and relative, participating, optional or other special rights and such qualifications, limitations or restrictions thereof as adopted by the board of directors. Because the board of directors is able to designate the powers and preferences of the preferred stock without the vote of a majority of the Company's shareholders, shareholders of the Company will have no control over what designations and preferences the Company's preferred stock will have. The issuance of shares of preferred stock or the rights associated therewith could cause substantial dilution to our existing shareholders. Additionally, the dilutive effect of any preferred stock which we may issue may be exacerbated given the fact that such preferred stock may have voting rights and/or other rights or preferences which could provide the preferred shareholders with substantial voting control over us and/or give those holders the power to prevent or cause a change in control, even if that change in control might benefit our shareholders. As a result, the issuance of shares of preferred stock may cause the value of our securities to decrease.

*There is no assurance that we will pay dividends to our Shareholders.* While we may choose to pay dividends at some point in the future to our shareholders, there can be no assurance that cash flow and profits will allow such distributions to ever be made.

*We have made assumptions in our projections and in Forward-Looking Statements that may not be accurate.* The discussions and information in this offering may contain both historical and "forward-looking statements" which can be identified by the use of forward-looking terminology including the terms "believes," "anticipates," "continues," "expects," "intends," "may," "will," "would," "should," or, in each case, their negative or other variations or comparable terminology. You should not place undue reliance on forward-looking statements. These forward-looking statements include matters that are not historical facts. Forward-looking statements involve risk and uncertainty because they relate to future events and circumstances. Forward-looking statements contained in this offering, based on past trends or activities, should not be taken as a representation that such trends or activities will continue in the future. To the extent that the offering contains forward-looking statements regarding the financial condition, operating results, business prospects, or any other aspect of our business, please be advised that our actual financial condition, operating results, and business performance may differ materially from that projected or estimated by us. We have attempted to identify, in context, certain of the factors we currently believe may cause actual future experience and results to differ from our current expectations. The differences may be caused by a variety of factors, including but not limited to adverse economic conditions, lack of market acceptance, reduction of consumer demand, unexpected costs and operating deficits, lower sales and revenues than forecast, default on leases or other indebtedness, loss of suppliers, loss of supply, loss of distribution and service contracts, price increases for capital, supplies and materials, inadequate capital, inability to raise capital or financing, failure to obtain customers, loss of customers, the risk of litigation and administrative proceedings involving the Company or its employees, loss of government licenses and permits or failure to obtain them, higher than anticipated labor costs, the possible acquisition of new businesses or products that result in operating losses or that do not perform as anticipated, resulting in unanticipated losses, the possible fluctuation and volatility of the Company's operating results and financial condition, adverse publicity and news coverage, inability to carry out marketing and sales plans, loss of key executives, changes in interest rates, inflationary factors, and other specific risks that may be referred to in this offering or in other reports issued by us or by third-party publishers.

*There is no public market for our preferred stock or Warrants and the share price of our common stock has been, and will likely continue to be, volatile, and you may be unable to resell any converted shares at or above the price at which you acquired them.* The trading price of our common stock has been, and is likely to continue to be, highly volatile and could be subject to wide fluctuations in response to various factors, some of which are beyond our control.

The market price for our securities may be influenced by many factors that are beyond our control, including, but not limited to:

- variations in our revenue and operating expenses;
- market conditions in our industry and the economy as a whole;
- actual or expected changes in our growth rates or our competitors' growth rates;
- developments or disputes concerning patent applications, issued patents or other proprietary rights;
- developments in the financial markets and worldwide or regional economies;
- variations in our financial results or those of companies that are perceived to be similar to us;
- announcements by the government relating to regulations that govern our industry;
- sales of our common stock or other securities by us or in the open market;
- changes in the market valuations of other comparable companies; and
- general economic, industry and market conditions.

The trading price of our shares might also decline in reaction to events that affect other companies in our industry, even if these events do not directly affect us. Each of these factors, among others, could harm the value of your investment in our securities. In the past, following periods of volatility in the market, securities class-action litigation has often been instituted against companies. Such litigation, if instituted against us, could result in substantial costs and diversion of management's attention and resources, which could materially and adversely affect our business, operating results and financial condition.

*We have broad discretion in the use of the net proceeds from this Offering and may not use them effectively.* Our management will have broad discretion in the application of the net proceeds, including for any of the purposes described in the section of this Memorandum entitled "Use of Proceeds." You will be relying on the judgment of our management with regard to the use of these net proceeds, and you will not have the opportunity, as part of your investment decision, to assess whether the net proceeds are being used appropriately. The failure by our management to apply these funds effectively could result in financial losses that could have a material adverse effect on our business, causing the price of our securities to decline. Pending the application of these funds, we may invest the net proceeds from this Offering in a manner that does not produce income or that loses value.

*Sales of a substantial number of shares of our preferred stock following this Offering may adversely affect the market price of our preferred stock and the issuance of additional shares will dilute all other stockholders.* Sales of a substantial number of shares of our preferred stock following this Offering, or the perception that such sales could occur, could adversely affect the price of our preferred stock. Our articles of incorporation, as amended, permit the issuance of up to approximately 6,000,000 total shares of preferred stock including 1,000,000 total shares of Series A Preferred Stock. Thus, we have the ability to issue substantial amounts of preferred stock in the future, which would dilute the percentage ownership held by the investors who purchase shares of our preferred stock in this Offering.

*Anti-takeover provisions in our charter and Nevada law could discourage, delay or prevent a change in control of the Company and may affect the trading price of our common stock.* We are a Nevada corporation, and the anti-takeover provisions of the Nevada Revised Statutes may discourage, delay or prevent a change in control by prohibiting us from engaging in a business combination with an interested stockholder for a period of three years after the person becomes an interested stockholder, even if a change in control would be beneficial to our existing stockholders. In addition, our articles of incorporation and bylaws may discourage, delay or prevent a change in our management or control over us that stockholders may consider favorable.

Our articles of incorporation and bylaws:

- authorize the issuance of “blank check” preferred stock that could be issued by our Board of Directors to thwart a takeover attempt;
- provide that vacancies on our Board of Directors, including newly created directorships, may be filled by a majority vote of directors then in office;
- place restrictive requirements (including advance notification of stockholder nominations and proposals) on how special meetings of stockholders may be called by our stockholders;
- do not provide stockholders with the ability to cumulate their votes; and
- provide that our Board of Directors or a majority of our stockholders may amend our bylaws.

*Our largest stockholder beneficially owns a significant number of shares of our common stock. Such stockholder’s interests may conflict with other stockholders, who may be unable to influence management and exercise control over our business.* As of the date of this offering, our largest stockholder, Parashar Patel, owns 301,956,000 shares or approximately 64.32% of our shares of common stock currently outstanding. As a result, such stockholder may be able to: elect or defeat the election of our directors, amend or prevent amendment to our certificates of incorporation or bylaws, effect or prevent a merger, sale of assets or other corporate transaction, and control the outcome of any other matter submitted to the stockholders for vote. Accordingly, other stockholders may be unable to influence management and exercise control over our business.

*Because we have not paid dividends in the past and do not expect to pay dividends in the near future, any return on investment may be limited to the value of our shares.* We have never paid cash dividends on our stock and do not anticipate paying cash dividends in the foreseeable future. The payment of dividends on our stock will depend on earnings, financial condition and other business and economic factors affecting it at such a time that management may consider relevant. If we do not pay dividends, our stock may be less valuable because a return on your investment will only occur if its stock price appreciates.

***Our common stock into which the Warrants and preferred Shares may be converted is thinly-traded, and in the future, may continue to be thinly-traded, and you may be unable to sell at or near ask prices or at all if you need to sell your shares to raise money or otherwise desire to liquidate such shares.***

We cannot predict the extent to which an active public market for our common stock will develop or be sustained due to a number of factors, including the fact that we are a small company that is relatively unknown to stock analysts, stock brokers, institutional investors, and others in the investment community that generate or influence sales volume, and that even if we came to the attention of such persons, they tend to be risk-averse and would be reluctant to follow an unproven company such as ours or purchase or recommend the purchase of our shares until such time as we became more seasoned and viable. As a consequence, there may be periods of several days or more when trading activity in our shares is minimal, as compared to a seasoned issuer which has a large and steady volume of trading activity that will generally support continuous sales without an adverse effect on share price. We cannot give you any assurance that a broader or more active public trading market for our common stock will develop or be sustained, or that current trading levels will be sustained.

The market price for our common stock may be particularly volatile given that we are a relatively small company and have experienced losses from operations that could lead to wide fluctuations in our share price. You may be unable to sell your common stock at or above your purchase price if at all, which may result in substantial losses to you.

***Our common stock, into which preferred Shares and Warrants may be converted, may be subject to penny stock rules, which may make it more difficult for our stockholders to sell their common stock.***

Broker-dealer practices in connection with transactions in “penny stocks” are regulated by certain penny stock rules adopted by the SEC. Penny stocks generally are equity securities with a price of less than \$5.00 per share. The penny stock rules require a broker-dealer, prior to a purchase or sale of a penny stock not otherwise exempt from the rules, to deliver to the customer a standardized risk disclosure document that provides information about penny stocks and

the risks in the penny stock market. The broker-dealer also must provide the customer with current bid and offer quotations for the penny stock, the compensation of the broker-dealer and its salesperson in the transaction, and monthly account statements showing the market value of each penny stock held in the customer's account. In addition, the penny stock rules generally require that prior to a transaction in a penny stock the broker-dealer make a special written determination that the penny stock is a suitable investment for the purchaser and receive the purchaser's written agreement to the transaction. These disclosure requirements may have the effect of reducing the level of trading activity in the secondary market for a stock that becomes subject to the penny stock rules.

## **Operational Risks**

*The Company's Board of Directors and executives have significant flexibility with regard to the Company's operations and investments.* The Company's agreements and arrangements with its management and their Affiliates have been established by the Board of Directors and may not be on an arm's-length basis. The Board of Directors and our executives have considerable discretion with respect to all decisions relating to the terms and timing of transactions.

*There may be significant conflicts of interest between the management and its Affiliates and the Company.* The management and their Affiliates may engage in activities other than the ownership, service, and management of the Company, some of which may have similar objectives as the Company.

*The liability of the management is limited.* As a result of certain exculpation and indemnification provisions in the Certificate of Incorporation and Bylaws, the Company's Board of Directors and officers may not be liable to the Company or its investors for errors of judgment or other acts or omissions not constituting fraud, intentional misconduct, criminal act, or gross negligence. A successful claim for such indemnification would deplete the assets of the Company by the amount paid.

*Any projected results of operations included in this Memorandum are forward-looking statements that involve significant risks and uncertainty.* All materials or documents supplied by the Company should be considered speculative and are qualified in their entirety by the assumptions, information, and risks disclosed in this Memorandum. The assumptions and facts upon which such projections are based are subject to variations that may arise as future events actually occur, many of which are outside the Company's control. Any projections included herein are based on assumptions made regarding future events. There is no assurance that actual events will correspond with these assumptions. Actual results for any period may or may not equal currently estimated, approximate projections and may differ significantly. Therefore, prospective investors should consult with their tax and business advisers about the validity and reasonableness of the factual, accounting, and tax assumptions contained in this Memorandum and the Exhibits to this Memorandum. Neither the Company nor any other person or entity has been authorized to make any representation or warranty as to the future profitability of the Company or of an investment in Units.

*The borrowing of funds increases the risks of adverse effects on the Company's financial condition.* The Company may seek other capital sources if needed in the future to execute its business plan. The Company may incur certain indebtedness with debt financing to raise that capital. Payments of principal and interest will reduce cash available for distribution and/or reserve funds set aside for contingencies. If variable rate debt is incurred, increases in interest rates would increase interest costs, which would reduce the Company's returns. If the Company is unable to obtain such financing, that failure to do so may have a material and adverse effect on the Company's operations. In such an event, investors could lose some or all of their investments.



*We rely on suppliers to provide equipment, components, and services.* Our business requires that we buy equipment, components, and services including finished products, electronic components, and commodities. Our reliance on suppliers involves certain risks, including: shortages of components, commodities, or other materials, which could adversely affect our manufacturing efficiencies and ability to make timely delivery of our products, solutions, and services; changes in the cost of these purchases due to inflation, exchange rate fluctuations, taxes, tariffs, commodity market volatility, or other factors that affect our suppliers; poor quality or an insecure supply chain, which could adversely affect the reliability and reputation of our hardware and software products, solutions, and services; embargoes, sanctions, and other trade restrictions that may affect our ability to purchase from various suppliers; and intellectual property risks such as challenges to ownership of rights or alleged infringement by suppliers. Certain skills and experiences are very competitive, and difficulty attracting, developing, and retaining members of our management team and key employees could have a negative effect on our business, operating results, and financial condition. Maintaining a positive and inclusive culture and work environment, offering attractive compensation, benefits, and development opportunities, and effectively implementing processes and technology that enable our employees to work effectively and efficiently are important to our ability to attract and retain employees.

*We rely heavily on technology in our hardware and software products, solutions, and services for our customers' manufacturing environment, and in our enterprise infrastructure.* Despite the implementation of security measures, our systems are vulnerable to unauthorized access by nation states, hackers, cyber-criminals, malicious insiders, and other actors who may engage in fraud, theft of confidential or proprietary information, or sabotage. Our systems could be compromised by malware (including ransomware), cyber-attacks, and other events, ranging from widespread, non-targeted, global cyber threats to targeted advanced persistent threats. Given that our hardware and software products, solutions, and services are used in critical infrastructure, these threats could indicate increased risk for our products, services, solutions, manufacturing, and IT infrastructure. Past global cyber-attacks have also been perpetuated by compromising software updates in widely used software products, increasing the risk that vulnerabilities or malicious content could be inserted into our products. In some cases, malware attacks were spread throughout the supply chain, moving from one company to the next via authorized network connections. Levels of innovation, and the development process is often lengthy and costly. If we are not able to anticipate, identify, develop, and market products that respond to changes in customer preferences and emerging technological and broader industry trends, demand for our products could decline.

*If our products contain significant defects, we could incur significant expenses to remediate such defects, our reputation could be damaged, and we could lose market share.* Our hardware and software product offerings are complex and may contain defects or security vulnerabilities, or experience failures or unsatisfactory performance due to any number of issues in design, fabrication, packaging, materials and/or use within a system. These risks may increase as our products are introduced into new devices, markets, technologies and applications or as new versions are released. Some errors in our products or services may only be discovered after a product or service has been shipped or used. Undiscovered vulnerabilities in our products or services could expose our end customers to unscrupulous third parties who develop and deploy malicious software programs that could attack our products or services. Any such defect may cause us to incur significant warranty, support and repair or replacement costs as part of a product recall or otherwise, write-off the value of related inventory, and divert the attention of our engineering personnel from our product development efforts to find and correct the issue. An error or defect in new products or releases or related software drivers after commencement of commercial shipments could result in failure to achieve market acceptance, loss of design wins, and harm to our relationships with existing and prospective customers and partners and consumers' perceptions of our brand, which would in turn negatively impact our business operations, gross margin, revenue and/or financial results. We may be required to reimburse our customers, partners or consumers, including for costs to repair or replace products in the field. If a product liability claim is brought against us, the cost of defending the claim could be significant and would

divert the efforts of our technical and management personnel and harm our business. Further, our business liability insurance may be inadequate or future coverage may be unavailable on acceptable terms, which could adversely impact our financial results.

*Issues relating to the responsible use of AI in our offerings may result in reputational harm and liability.* Concerns relating to the responsible use of new and evolving technologies, such as AI, in our products and services, may result in reputational harm and liability, and may cause us to incur costs to resolve such issues. We are increasingly building AI capabilities into many of our products and services. AI presents risks and challenges that could affect its adoption, and therefore our business. AI poses emerging ethical issues and if we enable or offer solutions that draw controversy due to their perceived or actual impact on society, or if we are unable to develop effective internal policies and frameworks relating to the responsible development and use of AI models and systems offered through our sales channels, we may experience brand or reputational harm, competitive harm or legal liability. Compliance with government regulation in the area of AI ethics may also increase the cost of related research and development. Our failure to address concerns relating to the responsible use of AI by us or others could undermine public confidence in AI and slow adoption of AI in our products and services or cause reputational harm.

*We have historically suffered net losses, and we may not be able to sustain profitability.* We had an accumulated deficit of \$14,888,035 as of December 31, 2022, and we expect to continue to incur significant development expenses in the foreseeable future related to the completion of the development and commercialization of our products. As a result, we are incurring operating and net losses, and it is possible that we may never be able to sustain the revenue levels necessary to achieve and sustain profitability. If we fail to generate sufficient revenues to operate profitably on a consistent basis, or if we are unable to fund our continuing losses, you could lose all or part of your investment.

*We have substantial doubt in our ability to continue as a going concern.* The accompanying financial statements have been prepared assuming we will continue as a going concern, which contemplates, among other things, the realization of assets and satisfaction of liabilities in the normal course of business. Our independent registered public accounting firm has issued a report that includes an explanatory paragraph referring to our recurring losses from operations and expressing substantial doubt in our ability to continue as a going concern without additional capital becoming available.

We believe that the successful completion of this Offering will eliminate this doubt and enable us to continue as a going concern; however, if we are unable to raise sufficient capital in this Offering, we may need to obtain alternative financing or significantly modify our operational plans in order to continue operations.

We will need additional financing to continue to fund our operations. We may raise capital through loans from current stockholders, public or private equity or debt offerings, grants, or strategic arrangements with third parties. There can be no assurance that additional capital will be available to us on acceptable terms, or at all.

*We rely upon a few select key employees who are instrumental in our ability to conduct and grow our business. In the event any of those key employees are no longer affiliated with the Company, it may have a material detrimental impact as to our ability to successfully operate our business.* Our success is heavily dependent upon the continued active participation of our current management team, especially our current executive officer. The loss of this individual could have a material adverse effect upon our business, financial condition, or results of operations. Further, our success and the achievement of our growth plans depends on our ability to recruit, hire, train, and retain other highly qualified technical and managerial personnel. Competition for qualified employees among companies in our industry, and the loss of any of such persons, or an inability to attract, retain, and motivate any additional highly skilled employees required

for the expansion of our activities, could have a materially adverse effect on our business. If we are unable to attract and retain the necessary personnel, consultants, and advisors, it could have a material adverse effect on our business, financial condition, or operations.

*We may have difficulty raising additional capital, which could deprive us of necessary resources, and you may experience dilution or subordinate stockholder rights, preferences and privileges as a result of our financing efforts.* We expect to continue to devote significant capital resources to fund the continued development of our products and related technologies. In order to support the initiatives envisioned in our business plan, we will need to raise additional funds through the sale of public or private debt or equity financing or other arrangements. Our ability to raise additional financing depends on many factors beyond our control, including the state of capital markets, the market price of our stock and the development or prospects for development of competitive technologies by others. Sufficient additional financing may not be available to us or may be available only on terms that would result in further dilution to the current owners of our stock.

We expect to obtain additional capital during 2023 through financing structures. We also expect that the net proceeds from this Offering, along with our current cash position, will enable us to fund our operating expenses and capital expenditure requirements for the next 12 months. Thereafter, unless we can achieve and sustain profitability, we anticipate that we will need to raise additional capital to fund our operations while we implement and execute our business plan.

Any future equity financing may involve substantial dilution to our then existing shareholders. Any future debt financing could involve restrictive covenants relating to our capital raising activities and other financial and operational matters, which may make it more difficult for us to obtain additional capital and to pursue business opportunities. There can be no assurance that such additional capital will be available, on a timely basis, or on terms acceptable to us. If we are unsuccessful in raising additional capital or the terms of raising such capital are unacceptable, then we may have to modify our business plan and/or curtail our planned activities and other operations.

If we raise additional funds through government or other third-party funding, collaborations, strategic alliances, licensing arrangements or marketing and distribution arrangements, we may have to relinquish valuable rights to our technologies, future revenue stream or grant licenses on terms that may not be favorable to us. If we are unable to raise additional funds through equity or debt financings when needed, we may be required to delay, limit, reduce or terminate our product development or future commercialization efforts or grant rights to develop and market products that we would otherwise prefer to develop and market ourselves.

*The COVID-19 pandemic has had and may continue to have a negative impact on our business and operations.* A significant outbreak, epidemic or pandemic of contagious diseases in any geographic area in which we operate or plan to operate could result in a health crisis adversely affecting the economies, financial markets and overall demand for our services in such areas. In addition, any preventative or protective actions that governments implement or that we take in response to a health crisis, such as travel restrictions, quarantines, or site closures, may interfere with the ability of our employees, suppliers and customers to perform their responsibilities. Such results could have a material adverse effect on our business development. It is uncertain as to the full magnitude that any future pandemic will have on our financial condition, liquidity, and future results of operations. To the extent the COVID-19 pandemic or a similar public health threat has an impact on our business, it is likely to also have the effect of heightening many of the other risks described in this “*Risk Factors*” section.

*Economic conditions in the current period of disruption and instability could adversely affect our ability to access the capital markets, in both the near and long term, and thus adversely affect our business and*

*liquidity.* The current economic conditions related to inflation and rising interest rates have had, and likely will continue to have for the foreseeable future, a negative impact on the capital markets. Even if we can raise capital, it may not be at a price or on terms that are favorable to us. We cannot predict the occurrence of future disruptions or how long the current conditions may continue.

*Current uncertainty in global economic conditions, including, volatility and inflation resulting from the Russia-Ukraine conflict, could adversely affect our revenue and business.* Global inflation increased during 2022. The Russia-Ukraine conflict and other geopolitical tensions, as well as the related international response, have exacerbated inflationary pressures, including causing increases in the price for goods and services and exacerbated global supply chain disruptions, which have resulted in, and may continue to result in, shortages in materials and services and related uncertainties. Such shortages have resulted in, and may continue to result in, cost increases for labor, fuel, materials and services, and could continue to cause costs to increase, and also result in the scarcity of certain materials. We cannot predict any future trends in the rate of inflation or volatility spill-over effects between international financial markets, or other negative economic factors or associated increases in our operating costs and how that may impact our business. To the extent we are unable to recover higher operating costs resulting from inflation or otherwise mitigate the impact of such costs on our business, our revenues and gross profit could decrease, and our financial condition and results of operations could be adversely affected. Supply chain disruptions could represent a challenge for the company which may have a material adverse effect in the Company's operations. In order to mitigate the possible effects of supply chain disruptions, management is continuously monitoring global economic conditions and has taken actions to prevent or minimize the impact resulting from these supply chain disruptions, such as the use of multiple vendors that supply the identical parts, making minor engineering modifications to our products for ease and speed of changing components and increasing our inventory to shorten delivery times to our customers. Our efforts are intended to have no impact on our product quality, reliability or regulatory approvals.

*Failure to effectively manage our expected growth could place strains on our managerial, operational and financial resources and could adversely affect our business and operating results.* Our expected growth could place a strain on our managerial, operational and financial resources. Any further growth by us, or any increase in the number of our strategic relationships, will increase the strain on our managerial, operational and financial resources. This strain may inhibit our ability to achieve the rapid execution necessary to implement our business plan and could have a material adverse effect on our financial condition, business prospects and operations and the value of an investment in our company.

*We will need to achieve commercial acceptance of our products to continue to generate revenues and sustain profitability.* We may not be able to successfully commercialize our products, and even if we do, we may not be able to do so on a timely basis. Superior competitive technologies may be introduced, or customer needs may change, which will diminish or extinguish the commercial uses for our applications. We cannot predict when significant commercial market acceptance for our products will develop, if at all, and we cannot reliably estimate the projected size of any such potential market. If the markets fail to accept our products, then we may not be able to generate revenues from the commercial application of our technologies. Our revenue growth and profitability will depend substantially on our ability to manufacture and deploy additional products required by each of our potential customers.

*Changes in employment laws or regulation could harm our performance.* Various federal and state labor laws govern the Company's relationship with our employees and affect operating costs. These laws may include minimum wage requirements, overtime pay, healthcare reform and the implementation of various federal and state healthcare laws, unemployment tax rates, workers' compensation rates, citizenship requirements, union membership and sales taxes. A number of factors could adversely affect our operating results, including additional government-imposed increases in minimum wages, overtime pay, paid leaves of absence and mandated health benefits, mandated training for employees, changing regulations from the

National Labor Relations Board and increased employee litigation including claims relating to the Fair Labor Standards Act.

*Our business plan is speculative.* Our present business and planned business are speculative and subject to numerous risks and uncertainties. There is no assurance that the Company will generate significant revenues or profits.

*Our expenses could increase without a corresponding increase in revenues.* Our operating and other expenses could increase without a corresponding increase in revenues, which could have a material adverse effect on our financial results and on your investment. Factors which could increase operating and other expenses include but are not limited to (1) increases in the rate of inflation, (2) increases in taxes and other statutory charges, (3) changes in laws, regulations or government policies which increase the costs of compliance with such laws, regulations or policies, (4) significant increases in insurance premiums, and (5) increases in borrowing costs.

*Our bank accounts will not be fully insured.* The Company's regular bank accounts and the escrow account for this Offering each have federal insurance that is limited to a certain amount of coverage. It is anticipated that the account balances in each account may exceed those limits at times. In the event that any of the Company's banks should fail, we may not be able to recover all amounts deposited in these bank accounts.

*We may be unable to adequately protect our proprietary rights.* Our success will depend on our ability to obtain and maintain meaningful intellectual property protection for any such Intellectual Property. The names and/or logos of Company brands (whether owned by the Company or licensed to us) may be challenged by holders of trademarks who file opposition notices, or otherwise contest trademark applications by the Company for its brands. Similarly, domains owned and used by the Company may be challenged by others who contest the ability of the Company to use the domain name or URL. Such challenges could have a material adverse effect on the Company's financial results as well as your investment.

*We are vulnerable to computer, website, or information system breakdown, cyber security threats and other disruptions which could negatively impact our business.* Computer, website and/or information system breakdowns as well as cyber security attacks could impair the Company's ability to service its customers leading to reduced revenue from sales and/or reputational damage, which could have a material adverse effect on the Company's financial results as well as your investment.

Any system or service disruptions, including those caused by ongoing projects to improve our information technology systems and the delivery of services, if not anticipated and appropriately mitigated, could have a material adverse effect on our business including, among other things, an adverse effect on our ability to bill our customers for work performed on our contracts, collect the amounts that have been billed and produce accurate financial statements in a timely manner. We are also subject to system failures, including network, software or hardware failures, whether caused by us, third-party service providers, cyber security threats, natural disasters, power shortages, terrorist attacks or other events, which could cause loss of data and interruptions or delays in our business, cause us to incur remediation costs, subject us to claims and damage our reputation. In addition, the failure or disruption of our communications or utilities could cause us to interrupt or suspend our operations or otherwise adversely affect our business. We are continuously exposed to cyber-attacks and other security threats. Any electronic security breach or compromise may jeopardize security of information stored or transmitted through our information technology systems and networks. This could lead to disruptions in mission-critical systems, unauthorized release of confidential or otherwise protected information and corruption of data.

Although our board of directors has implemented policies, procedures and controls to protect against, detect and mitigate these threats, we face advanced and persistent attacks on our information systems and attempts by others to gain unauthorized access to our information technology systems are becoming more sophisticated. These attempts include covertly introducing malware to our computers and networks and impersonating authorized users, among others, and may be perpetrated by well-funded organized crime or state sponsored efforts. We seek to detect and investigate all security incidents and to prevent their occurrence or recurrence. We continue to invest in and improve our threat protection, detection and mitigation policies, procedures, and controls. Our board of directors is aware of major common cyber threats, which are, i) email vulnerabilities; remedied by education, training, and sensible email management, ii) supply chain compromise exploitation by “trusted” suppliers; remedied by vigilance from the Company’s information technology group reverification of credentials at high frequency, iii) account compromises; remedied by multi-step authentication, iv) ransomware; remedied by having a continually strong defense and a solid recovery plan. However, because of the evolving nature and sophistication of these security threats, which can be difficult to detect, there can be no assurance that our policies, procedures and controls have or will detect or prevent any of these threats and we cannot predict the full impact of any such past or future incident. Although we work cooperatively with our customers and other business partners to seek to minimize the impacts of cyber and other security threats, we must rely on the safeguards put in place by those entities. Any remedial costs or other liabilities related to cyber or other security threats may not be fully insured or indemnified by other means. Occurrence of any of these security threats could expose us to claims, contract terminations and damages and could adversely affect our reputation, business operations and financial results.

*Changes in the economy could have a detrimental impact on the Company.* Changes in the general economic climate could have a detrimental impact on consumer expenditure and therefore on the Company's revenue. It is possible that recessionary pressures and other economic factors (such as declining incomes, future potential rising interest rates, higher unemployment and tax increases) may adversely affect customers' confidence and willingness to spend. Any such events or occurrences could have a material adverse effect on the Company's financial results and on your investment.

*Our operating plan relies in large part upon assumptions and analyses developed by the Company. If these assumptions or analyses prove to be incorrect, the Company's actual operating results may be materially different from our forecasted results.* Whether actual operating results and business developments will be consistent with the Company's expectations and assumptions as reflected in its forecast depends on a number of factors, many of which are outside the Company's control, including, but not limited to:

- whether the Company can obtain sufficient capital to sustain and grow its business;
- our ability to manage the Company's growth;
- whether the Company can manage relationships with key vendors and advertisers;
- demand for the Company's products and services;
- the timing and costs of new and existing marketing and promotional efforts and/or competition;
- the Company's ability to retain existing key management, to integrate recent hires and to attract, retain and motivate qualified personnel;
- the overall strength and stability of domestic and international economies
- consumer spending habits.

Unfavorable changes in any of these or other factors, most of which are beyond the Company's control, could materially and adversely affect its business, results of operations and financial condition.

*Our operations may not be profitable.* The Company may not be able to generate significant revenues in the future. In addition, we expect to incur substantial operating expenses in order to fund the expansion of our business. As a result, we may experience substantial negative cash flow for at least the foreseeable future and cannot predict when, or even if, the Company might become profitable.

*Our business model is evolving.* Our business model is unproven and is likely to continue to evolve. Accordingly, our initial business model may not be successful and may need to be changed. Our ability to generate significant revenues will depend, in large part, on our ability to successfully market our products to potential users who may not be convinced of the need for our products and services or who may be reluctant to rely upon third parties to develop and provide these products. We intend to continue to develop our business model as the Company's market continues to evolve.

*The Company needs to increase brand awareness.* Due to a variety of factors, our opportunity to achieve and maintain a significant market share may be limited. Developing and maintaining awareness of the Company's brand name, among other factors, is critical. Further, the importance of brand recognition will increase as competition in the Company's market increases. Successfully promoting and positioning our brand, products and services will depend largely on the effectiveness of our marketing efforts. Therefore, we may need to increase the Company's financial commitment to create and maintain brand awareness. If we fail to successfully promote our brand name or if the Company incurs significant expenses promoting and maintaining our brand name, it will have a material adverse effect on the Company's results of operations.

*We face competition from a number of large and small companies, some of which have greater financial, research and development, production, and other resources than we do.* In many cases, our competitors have longer operating histories, established ties to the market and consumers, greater brand awareness, and greater financial, technical and marketing resources. Our ability to compete depends, in part, upon a number of factors outside of our control, including the ability of our competitors to develop alternatives that are superior. If we fail to successfully compete in the relevant markets, or if we incur significant expenses in order to compete, it could have a material adverse effect on the Company's results of operations.

*Our employees may engage in misconduct or improper activities.* The Company, like any business, is exposed to the risk of employee fraud or other misconduct. Misconduct by employees could include intentional failures to comply with laws or regulations, provide accurate information to regulators, comply with applicable standards, report financial information or data accurately or disclose unauthorized activities to the Company. In particular, sales, marketing and business arrangements are subject to extensive laws and regulations intended to prevent fraud, misconduct, kickbacks, self-dealing and other abusive practices. These laws and regulations may restrict or prohibit a wide range of pricing, discounting, marketing and promotion, sales commission, customer incentive programs and other business arrangements. Employee misconduct could also involve improper or illegal activities which could result in regulatory sanctions and serious harm to our reputation.

*Limitation on director liability.* The Company may provide for the indemnification of directors to the fullest extent permitted by law and, to the extent permitted by such law, eliminate or limit the personal liability of directors to the Company and its shareholders for monetary damages for certain breaches of fiduciary duty. Such indemnification may be available for liabilities arising in connection with this offering.

*Our robot hardware business may not achieve wide market acceptance.* Without significant funds with which to market our robot hardware products, we may not succeed in attracting sufficient customer interest and follow-on sales to generate a profit. There is no assurance that, even with adequate funds with which to market our robot hardware products, we will ever earn a profit from our operations.

*We may not compete successfully with other businesses in the robot hardware industry.* We compete, directly or indirectly, with local, national, and international robot hardware developers, manufacturers, distributors, and sellers. We may not be successful in competing against our competitors, many of whom have longer operating histories, significantly greater financial stability and better access to capital markets and credit than we do. We also expect to face numerous new competitors offering goods and related services comparable to those we plan to offer. There is no assurance that we will be able to compete successfully against our competition.

*We may be subject to liability if our equipment does not perform as expected.* We may be exposed to liability in the event our equipment does not perform as expected. We intend to enter into contracts with customers, which will grant certain rights with respect to the condition and use of our products. Certain contractual and legal claims could arise in the event the equipment does not perform as expected and in the event of personal injury, death or property damage as a result of the use of our equipment. There can be no assurance that particular risks are insured or, if insured, will continue to be insurable on an economical basis or that current levels of coverage will continue to be available. We may be liable for any defects in the equipment or its products and services and uninsured or underinsured personal injury, death or property damage claims.

*Our business depends on our ability to manufacture various pieces of equipment, many of which are quite large. Any disruption in our manufacturing ability will adversely affect our business and operations.* Our business involves manufacturing and plant operation risks of delay that may be outside of our control. Production or services may be delayed or prevented by factors such as adverse weather, strikes, energy shortages, shortages or increased costs of materials, inflation, environmental conditions, legal matters and other unknown contingencies. Our business also requires certain manufacturing apparatus to manufacture the equipment. If the manufacturing apparatus were to suffer major damage or are destroyed by fire, abnormal wear, flooding, incorrect operation or otherwise, we may be unable to replace or repair such apparatus in a timely manner or at a reasonable cost, which would impact our ability to stay in production or service. Any significant downtime of the equipment manufacturing could impair our ability to produce for or serve customers and materially and adversely affect our results of operations. In addition, changes in the equipment plans and specifications, delays due to compliance with governmental requirements or impositions of fees or other delays could increase production costs beyond those budgeted for the business. If any cost overruns exceed the funds budgeted for operations, the business would be negatively impacted.

*Any accident at our manufacturing facilities could subject us to substantial liability.* The manufacturing and operation of the equipment involves hazards and risks which could disrupt operations, decrease production and increase costs. The occurrence of a significant accident or other event that is not fully insured could adversely affect our business, financial condition, results of operations and cash flows.

*If critical components become unavailable or our suppliers delay their production of our key components, our business will be negatively impacted.* Our ability to get key components to build our equipment is crucial to our ability to manufacture our products. These components are supplied by certain third-party manufacturers, and we may be unable to acquire necessary amounts of key components at competitive prices.

If we are successful in our growth, outsourcing the production of certain parts and components would be one way to reduce manufacturing costs. We plan to select these particular manufacturers based on their ability to consistently produce these products according to our requirements in an effort to obtain the best quality product at the most cost-effective price. However, the loss of all or any one of these suppliers or delays in obtaining shipments would have an adverse effect on our operations until an alternative supplier could be found, if one may be located at all. If we get to that stage of growth, such loss of manufacturers could cause us to breach any contracts we have in place at that time and would likely cause us to lose sales. Supply chain disruptions could represent a challenge for the company which may have a material adverse



effect in the Company's operations. In order to mitigate the possible effects of supply chain disruptions, the Company is continuously monitoring global economic conditions and has taken actions to prevent or minimize the impact resulting from these supply chain disruptions, such as the use of multiple vendors that supply the identical parts, making minor engineering modifications to our products for ease and speed of changing components and increasing our inventory to shorten delivery times to our customers. Our efforts will have no impact on our product quality, reliability or regulatory approvals.

*Any shortage of skilled labor would have a detrimental impact on our ability to provide our products and services.* The manufacturing and operating of the equipment require skilled laborers. In the event there is a shortage of labor, including skilled labor, it could have an adverse impact on our productivity and costs and our ability to expand production in the event there is an increase in demand for our product or services.

*We rely on third party contractors for some of our operations. If we are unable to find quality contractors, it would severely impact our business.* We outsource certain aspects of our business to third party contractors. We are subject to the risks associated with such contractors' ability to successfully provide the necessary services to meet the needs of our business. If the contractors are unable to adequately provide the contracted services, and we are unable to find alternative service providers in a timely manner, our ability to operate the business may be disrupted, which may adversely affect our business, financial condition, results of operations and cash flows.

*Union activities could adversely impact our business.* While none of our employees are currently members of unions, we may become adversely effected by union activities. We are not subject to any collective bargaining or union agreement; however, it is possible that future employees may join or seek recognition to form a labor union or may be required to become a labor agreement signatory. If some or all of our employees become unionized, it could adversely affect productivity, increase labor costs and increase the risk of work stoppages. If a work stoppage were to occur, it could interfere with the business operations and have a material adverse effect on our business, financial condition, results of operations and cash flows.

EACH RISK DESCRIBED ABOVE MAY AFFECT THE MANAGEMENT, INVESTMENT, OR OTHER TRANSACTIONS RELATED TO THE COMPANY. FOR ALL OF THE FOREGOING REASONS AND OTHERS SET FORTH HEREIN, AN INVESTMENT IN SHARES INVOLVES A HIGH DEGREE OF RISK. ANY PERSON OR ENTITY CONSIDERING AN INVESTMENT IN SHARES OFFERED HEREBY SHOULD BE AWARE OF THESE AND OTHER RISK FACTORS SET FORTH IN THIS MEMORANDUM.

### **ESTIMATED USE OF PROCEEDS**

The following table illustrates the amount of proceeds to be received by the Company on the sale of Units and the intended uses of such proceeds.

*[table follows on next page]*

	<b>Maximum Offering Amount</b>	<b>Percentage</b>
<b>Gross Offering Proceeds</b>	<b>\$2,000,000.00</b>	<b>100.00%</b>
Offering Costs <sup>(1)</sup>	\$20,000.00	1.00%
<b>Use of Net Proceeds</b>	<b>\$1,980,000.00</b>	<b>99.00%</b>
Product Inventory	\$140,000.00	7.00%
Research and Development	\$600,000.00	30.00%
Marketing	\$485,500.00	24.28%
Working Capital & Reserves <sup>(2)</sup>	\$754,500.00	37.73%
<b>Total Use of Net Proceeds</b>	<b>\$1,980,000.00</b>	<b>99.00%</b>

- (1) The Company expects to incur approximately \$20,000.00 in Offering expenses, including but not limited to, legal expenses, accounting costs, printing, travel, and state filing fees and compliance. These may be paid directly or paid by the Company's incorporators, to be reimbursed by the Company through Offering proceeds.
- (2) Working capital may be used for the Company's general operations and for compensation for the Company's officers and contractors. The Company may use working capital for public relations marketing as well as for commissions to sales agents should the Company engage such agents. The Company may also, if authorized by the Board of Directors in its sole discretion, use working capital (including working capital set aside from Offering Proceeds) to repurchase its shares from shareholders at such price and time as the Board of Directors may authorize.

The allocation of the use of proceeds among the categories of anticipated expenditures represents management's best estimates based on the current status of the Company's proposed operations, plans, investment objectives, capital requirements, and financial conditions. Future events, including changes in the economic or competitive conditions of the Company's business plan or the completion of less than the total Offering, may cause the Company to modify the above-described allocation of proceeds. The Company's use of proceeds may vary significantly in the event any of the Company's assumptions prove inaccurate. The Company reserves the right to change the allocation of net proceeds from the Offering as unanticipated events or opportunities arise.

## **DESCRIPTION OF BUSINESS**

Our primary business is the development, manufacturing, and sales of Automated Guided Vehicles (AGVs), Autonomous Mobile Robots (AMRs) and Artificial Intelligence Robotics (AIRs). AGVs, AMRs and AIRs are unmanned vehicles that move materials in assembly, warehousing, and commercial applications (e.g., hospitals, hotels, and offices). We also design material handling systems that primarily use AGVs, AMRs and AIRs to transport work-in-process materials from station to station in a manufacturing facility or to and from storage in a warehouse. We also provide consulting services including backend operational oversight, material handling assessment, work-flow analysis, and steady state yield management using artificial intelligence, technology, and management systems. The Company ("RGGI") works with independent vendors to purchase, manufacture and assemble the components for our AGVs, AMRs and AIRs. The final inspection and quality control testing is completed at our corporate offices.

### **Our Technologies**

RGGI developed its own wireless push buttons that can be connected to RGGI's BotWay software. The push buttons can be used by an operator to assign a simple task to an AGV or AMR such as stop and go. For example, if an AGV needs to pick up a load that will be manually placed on it, the operator can place the load and then push the button to send the vehicle on its way. Another example could include pushing a button to raise the scissor lift on an AMR to allow a taller operator to add a component on an assembly line. While the push buttons sound simple, they are a cost-effective way to fulfill a common need for customers without requiring a complete overhaul of a software system.

In addition, PullBuddy, LilBuddy and BigBuddy feature modular designs for easy maintenance. On PullBuddy, the battery and electronic components are conveniently located for easy access. It also has a modular design that allows customers to use it for a variety of applications. PullBuddy is a low-profile vehicle and is 12.5" tall. PullBuddy moves loads by "tunneling" underneath a wheeled cart. An automatic pin pops up to engage the cart and move it to the next location. The pin drops to disengage the cart and PullBuddy moves onto its next task. The design of the carts can change, allowing PullBuddy to move different types of loads without the need to modify the AMR. PullBuddy has a limitless number of digital interfaces to accommodate other technologies, including scissor lifts, conveyors and pick-and-go buttons. The modular vehicle can be used in nearly any application from assembly to warehouse delivery to cleaning operations.

BotWay is customer-friendly and can be installed in hours versus weeks for competitors' software systems. It is a highly-intuitive traffic control system that can be operated by a company's support staff with limited training. Support staff can add new vehicles and set guide paths, speeds, pick-ups and deliveries using the simple drag-and-drop function.

The software is easily configurable to meet every customers' needs. Customers can connect any MQTT device for communication with BotWay. Triggers can be added alerting the system if a load is too light or too heavy (wrong load) or the vehicle's battery is too low. And, it can work on any operating system and integrates easily with other management and control systems.

## **History**

Resgreen Group International, Inc. was incorporated in 2003 in the State of Nevada, under the name Brownsville Company until 2007 when it was changed to Uranium Hunter Corporation until changed to Resgreen Group International, Inc. in 2016. Our company is headquartered in Michigan but maintains its registration in Nevada. The Company has provided financial statements for investor review for 2022 (audited) and for the first quarter of 2023 (unaudited) in its annual report for 2022 dated December 31, 2022, and quarterly report dated March 31, 2023, attached as Exhibit 5.

## **Employees and Human Capital**

As of the date of this Memorandum, we have 11 full-time employees and two contractors, consisting of our CEO, and additional administrative and direct operations personnel. None of these employees are represented by a labor union or subject to a collective bargaining agreement. We have never experienced a work stoppage and our management believes that our relations with employees are satisfactory.

## **Properties**

Our corporate offices are located at 51745 Filomena Drive, Shelby Township, MI 48315.

## **Legal Proceedings**

From time to time, we may become a defendant or plaintiff in various legal actions that arise in the normal course of business. We are not currently involved in any material disputes and do not have any material litigation matters.

## Investor Reporting

The Company will use commercially reasonable efforts to furnish to each investor a discussion of the Company's performance within 45 days after the end of each quarter and 120 days after the Company's fiscal year.

## DIRECTORS, EXECUTIVE OFFICERS AND KEY EMPLOYEES

The Company's Board of Directors is elected by our shareholders annually. The board of directors elects our executive officers. Our directors and executive officers as of the date of this Memorandum are as follows:

Name	Age	Position(s)
Parashar Patel	68	Chief Executive Officer and Director
Yvette Koutsopoulos	47	Chief Financial Officer
John Morgan	39	Nominee Director
Josie A. Hunwick	64	Nominee Director
Rodger Cherry	58	Nominee Director

### Background of Officers and Directors

*Parashar Patel, President, Chief Executive Officer, and Director.* Mr. Patel became the chief executive officer and director of the Company in April of 2016; currently, Mr. Patel also serves as Principal Financial Officer and Principal Accounting Officer. Mr. Patel brings a wealth of business leadership to the Company. For more than six years, Mr. Patel has served as President of Baying Ecological and concurrently President of the Company. Previously, Mr. Patel served as Chief Technical Officer of Autoguide AGV's. Additionally, he was responsible for manufacturing quality control and sequenced delivery of Tunneling AGV's. Mr. Patel has over 35 years of business and system development and analyses experience with an emphasis on the design, development and deployment of large-scale real-time transaction processing systems and applications. Mr. Patel was awarded a Bachelor of Science degree in Chemistry and Mathematics from Grand Valley State University in 1975.

*Yvette Koutsopoulos, Chief Financial Officer.* Ms. Koutsopoulos brings more than 29 years of financial experience in fast-paced environments. After graduating from Oakland University's School of Business Administration with a Bachelor of Science degree in Human Resource Management, Ms. Koutsopoulos served as Director of Accounting and Human Resources for Ultra-Tech Automation, Inc., for more than 14 years. She also worked at VPal, a technology company specializing in blockchain-Ethereum application validation. Most recently, she served as Controller for Regency DKI, a leading restoration contractor. Ms. Koutsopoulos has extensive experience in a cross section of business administration disciplines including GAAP accounting, financial reporting, human resources, customer and vendor relations, payroll, benefits administration and corporate policies and procedures. For the past five years, Ms. Koutsopoulos' specific business experience has been focused on providing external consulting services to QuickBooks and other small business owners and accounting managers by assisting them in the process of revamping and

reconciling the companies' books as well as giving advice in connection with book-keeping procedures and related accounting updates.

*John Morgan, Nominee Director.* Mr. Morgan has held multiple positions and led several public companies as CEO, President and Chairman over the last 10 years. After having received his educational degree from University of South Alabama and Columbia Southern University, as well as multiple certifications in the field of telecommunications, Mr. Morgan has been an executive in the industry for over 16 years, most recently holding multiple executive positions and supporting roles in an ever changing communications industry for AT&T from June 2010 until present, supporting, training, influencing and managing thousands of employees both locally and nationwide. Over the course of his career, Mr. Morgan has gained significant experience serving as a director for one of the Fortune top 100 companies in the United States. Additionally, Mr. Morgan has extensive experience in the securities industry as an investor and former FINRA arbitrator and leading public companies through the regulatory process. In the last five years, Mr. Morgan has also advised and held multiple officer and director positions, including his positions as director of ZA Group, Nitches Inc., Ronn Motor Group, and Lee Pharmaceuticals. He has been an advisor for several private companies in the retail space. Mr. Morgan has served Ronn Motor Group for approximately six months as a board member on its compensation committee. The Company has determined that Mr. Morgan's most recent specific expertise and experience in the field of corporate governance and public reporting requirements would be beneficial for the Company and aligned with the current business objectives of the Company. For the past five years Mr. Morgan's specific business experience has been focused on overseeing AT&T's prepaid portfolio business unit valued at \$20 million. Mr. Morgan's duties included overseeing up to 400 employees, daily operations of the business, trainings, marketing, building the business and implementing key strategic partnerships with other businesses. During the past five years, Mr. Morgan developed a sponsorship for historically black colleges and universities, also known as HBCU colleges, and through the Southern Intercollegiate Athletic Conference, also known as SIAC, and the Southwestern Athletic Conference, or SWAC conferences, supporting them and their game day activations. During the past five years, Mr. Morgan's specific business experience also includes the acquisition of restaurants, a sustainable food growing operation and a plant-based superfood for celebrity fitness model Brooke Burke. Mr. Morgan also serves as CEO of Nitches, a publicly traded clothing and lifestyle brand that has launched several capsule collection clothing lines for celebrity influencers. Mr. Morgan has brought several clothing lines from concept to market over the last few years. Mr. Morgan is CEO of holding company Lee Pharmaceuticals and is currently in the process of building and launching a suite of health and fitness applications and other similar technologies.

*Josie A. Hunwick, Nominee Director.* Ms. Hunwick, CPA, is a seasoned retired audit partner with over 29 years of experience in public accounting with a global professional services firm. Ms. Hunwick has significant experience working with public and private international clients whose revenues range from \$100M to over \$3B with operations in the United States, South America, Europe, and Mexico. She is experienced in a variety of industries with a concentration in manufacturing, real estate investment trusts, and construction, assisting with both financial accounting and internal control risk assessments, debt and equity offerings ranging from \$50M to \$500M and advising public companies with SEC requirements and compliance with Sarbanes Oxley. She also regularly interacted with public company boards and audit committees and is active on a number of not-for-profit ("NFP") boards participating in roles on the executive committee, board engagement and nominating committee and finance committee. As a qualified financial expert, she has worked with the finance committee of an NFP to oversee the development and approval of management's budget. Since 2020, Josie has been a member of the board of directors of a large international private company, where she also serves on the audit committee. During the past five years, Ms. Hunwick's business experience has been centered on auditing activities and assisting with financial accounting and internal control risk assessments, debt and equity offerings and advising public companies with SEC requirements and compliance with Sarbanes Oxley. The Company has determined that Ms. Hunwick's most recent specific expertise and experience in the field of SEC requirements, specifically,

financial accounting, auditing and compliance with Sarbanes Oxley would be beneficial for the Company and aligned with the current business objectives of the Company.

*Rodger Cherry, Nominee Director.* Mr. Cherry has been involved in key positions with multi-billion dollar manufacturing companies over the last 35 years. After graduating from Lawrence Institute of Technology with a mechanical engineering degree, he began his career in the emerging air bag and automotive safety industry with TRW, now known as ZF Friedrichshafen. Holding cross functional positions of increasing responsibility in product development, program management, operations, and commodity management over the years, Mr. Cherry has contributed to eight patents in the field of vehicle safety systems. Mr. Cherry is currently Chief Operations Officer for privately held Atlantic Precision Products (APP) in Shelby Township, MI. APP has over one hundred employees and specializes in highly engineered injection molded products for automotive, consumer product, and electrical/electronics markets. The Company has determined that Mr. Cherry's most recent specific expertise and experience in the field of manufacturing, operations, management and general industry knowledge would be beneficial for the Company and aligned with the current business objectives of the Company. Since 2017, Mr. Cherry's specific business experience has been concentrated on overseeing all aspects of the business operations and restructuring efforts as chief operations officer of Atlantic Precision Products (APP). Mr. Cherry's business model is focused on cost saving opportunities and engineering innovation.

### **Family Relationships**

There are no familial relationships between any of our officers and directors.

### **Board Committees**

Our Board of Directors has established and approved creation of an Audit Committee, a Compensation Committee and a Nominating and Corporate Governance Committee. However, these committees shall not become effective until the Company achieves a successful listing or approval to list on a senior exchange. Each committee has its own charter, which is available on our website at [www.resgreengroup.com](http://www.resgreengroup.com). Each of the board committees has the responsibilities described below. Members will serve on these committees until their resignation or until otherwise determined by our Board of Directors.

#### ***Audit Committee***

Our Audit Committee will be comprised of Josie A. Hunwick (Chair), John Morgan, and Rodger Cherry, each of whom qualify as an independent director under applicable and SEC rules, and "financially literate" under applicable rules.

The Audit Committee oversees our accounting and financial reporting processes and oversees the audit of our consolidated financial statements and the effectiveness of our internal control over financial reporting. The responsibilities of this committee include, but are not limited to:

- selecting and recommending to our Board of Directors the appointment of an independent registered public accounting firm and overseeing the engagement of such firm;
- approving the fees to be paid to the independent registered public accounting firm;
- helping to ensure the independence of the independent registered public accounting firm;
- overseeing the integrity of our financial statements;
- preparing an audit committee report as required by the SEC to be included in our annual proxy statement;

- resolving any disagreements between management and the auditors regarding financial reporting;
- reviewing with management and the independent auditors any correspondence with regulators and any published reports that raise material issues regarding the Company's accounting policies;
- reviewing and approving all related-party transactions; and
- overseeing compliance with legal and regulatory requirements.

The Audit Committee is authorized to retain independent legal and other advisors and conduct or authorize investigations into any matter within the scope of its duties.

### ***Compensation Committee***

Our Compensation Committee will be comprised of John Morgan (Chair), Josie A. Hunwick, and Rodger Cherry, each of whom qualify as an independent director under applicable rules.

Our Compensation Committee assists the board of directors in the discharge of its responsibilities relating to the compensation of the board of directors and our executive officers.

The responsibilities of this committee include, but are not limited to:

- reviewing and approving on an annual basis the corporate goals and objectives with respect to compensation for our Chief Executive Officer;
- reviewing, approving and recommending to our board of directors on an annual basis the evaluation process and compensation structure for our other executive officers;
- determining the need for and the appropriateness of employment agreements and change in control agreements for each of our executive officers and any other officers recommended by the Chief Executive Officer or Board of Directors;
- providing oversight of management's decisions concerning the performance and compensation of other company officers, employees, consultants and advisors;
- reviewing our incentive compensation and other equity-based plans and recommending changes in such plans to our Board of Directors as needed, and exercising all the authority of our Board of Directors with respect to the administration of such plans;
- reviewing and recommending to our Board of Directors the compensation of independent directors, including incentive and equity-based compensation; and
- selecting, retaining and terminating such compensation consultants, outside counsel or other advisors as it deems necessary or appropriate.

The Compensation Committee may delegate any of its responsibilities to subcommittees as it deems appropriate. The Compensation Committee is authorized to retain independent legal and other advisors and conduct or authorize investigations into any matter within the scope of its duties.

### ***Nominating and Corporate Governance Committee***

Our Nominating and Corporate Governance Committee will be comprised of Rodger Cherry (Chair), John Morgan, and Josie A. Hunwick, each of whom qualify as an independent director under applicable rules.

The purpose of the Nominating and Corporate Governance Committee is to recommend to the Board of Directors nominees for election as directors and persons to be elected to fill any vacancies on the Board of Directors, develop and recommend a set of corporate governance principles and oversee the performance of the Board of Directors.

The responsibilities of this committee include, but are not limited to:

- recommending to the Board of Directors nominees for election as directors at any meeting of stockholders and nominees to fill vacancies on the board;
- considering candidates proposed by stockholders in accordance with the requirements in the Committee charter;
- overseeing the administration of the Company's code of business conduct and ethics;
- reviewing with the entire Board of Directors, on an annual basis, the requisite skills and criteria for board candidates and the composition of the board as a whole;
- the authority to retain search firms to assist in identifying board candidates, approve the terms of the search firm's engagement, and cause the Company to pay the engaged search firm's engagement fee;
- recommending to the Board of Directors on an annual basis the directors to be appointed to each committee of the Board of Directors;
- overseeing an annual self-evaluation of the Board of Directors and its committees to determine whether it and its committees are functioning effectively; and
- developing and recommending to the board a set of corporate governance guidelines applicable to the Company.

The Nominating and Corporate Governance Committee may delegate any of its responsibilities to subcommittees as it deems appropriate. The Nominating and Corporate Governance Committee is authorized to retain independent legal and other advisors and conduct or authorize investigations into any matter within the scope of its duties.

## SECURITY OWNERSHIP OF MANAGEMENT AND CERTAIN SECURITYHOLDERS

The following table sets forth certain information regarding our voting shares beneficially owned as of the date of this Memorandum by (i) each stockholder known to be the beneficial owner of 5% or more of the outstanding shares of the particular class of voting stock, (ii) each executive officer, (iii) each director, and (iv) all executive officers and directors as a group.

Except as indicated in footnotes to this table, we believe that the stockholders named in this table have sole voting and investment power with respect to all shares of common stock shown to be beneficially owned by them, based on information provided to us by such stockholders.

Name and Position	Class	Shares Beneficially Owned Prior to Offering	
		Number	%
Parashar Patel; President, CEO, Director	Common	301,956,000 <sup>(1)</sup>	64.32 %
Yvette Koutsopoulos, CFO	-	-	0 %
John Morgan, Nominee Director	-	-	0 %
Josie A. Hunwick, Nominee Director	-	-	0 %
Rodger M. Cherry, Nominee Director	Common	3,173,600 <sup>(2)</sup>	0.68 %
Rajeshkumar J. Patel	Common	38,621,369 <sup>(3)</sup>	8.32 %
<b>All current director, officer and shareholders as a group</b>		<b>343,750,969</b>	<b>73.23 %</b>

(1) Includes (i) 556,000 shares issued on July 9, 2019, these shares were issued as consideration for services rendered to the Company; and (ii) 19,000,000 shares issued on June 16, 2020 upon the return of 6,000,000 shares by Mr. Patel



from an original grant of 25,000,000 shares issued to Mr. Patel on December 24, 2019 for services to the Company, these shares issued on December 24, 2019 were cancelled and the difference owed to Mr. Patel's services under the grant of December 24, 2019, was issued to Mr. Patel on June 16, 2020.

(2) These shares were acquired by Mr. Cherry prior to his appointment as director of the Company's Board, on various dates between November 2020 and September 2022, in the open market at an average price of \$0.031, an average of the quoted OTC price on the date of each transaction.

(3) Includes (i) 18,621,369 shares issued on August 1, 2022, for conversion of \$120,000 convertible note payable along with \$19,430 of accrued interest, and (ii) 20,000,000 shares issued by the Company as compensation for consulting services on September 26, 2022.

The Company has also issued convertible notes, as detailed at the Company's Quarterly Report, Item 3(B), dated March 31, 2023, that may be converted into common shares, according to the terms of each specific convertible note. The Company's Quarterly Report dated March 31, 2023, is included in Exhibit 5.

### COMPENSATION OF DIRECTORS AND EXECUTIVE OFFICERS

The following table summarizes information concerning the compensation awarded to, earned by, or paid to, our principal executive officers. No other executive officer received compensation greater than \$100,000 in the last two fiscal years.

3	Fiscal Year	Salary (\$)	Bonus (\$)	Stock Awards (\$)
Parashar Patel, President, CEO and Director	2023	\$30,000		9,400 (1)
	2022	\$60,000	----	\$5,585,420 (1)
	2021	\$61,000	----	\$61,000
	2020	\$60,000	----	\$60,000
Brian Kistler, former CCO and Director	2023	----	----	----
	2022	\$14,000	----	\$14,000
	2021	\$24,000	----	\$24,000
	2020	\$20,000	----	\$17,000 (2)

- (1) On July 1, 2019, the Company entered into a consulting agreement with its President and CEO, Parashar Patel. Under the consulting agreement, Mr. Patel was entitled to: (i) a monthly fee of \$5,000 commencing on August 1, 2019, and continuing until July 1, 2022; and (ii) 50,000 shares of its restricted common stock per month for the duration of the agreement which automatically renewed on July 1, 2022, these monthly shares of restricted common stock were awarded to Mr. Patel on August 1, 2022 for a total amount of 1,900,000 shares of common stock at FMV of \$41,420 or \$0.0218 per share on August 1, 2022, these shares represent the issuance of 50,000 shares of common stock per month from July 1, 2019 through August 1, 2022. At December 31, 2022, our CEO was owed 200,000 shares of common stock under the consulting agreement of July 1, 2019, these shares correspond to the remaining months, September through December of 2022. On June 23, 2023, these 200,000 shares have been issued along with an additional 300,00 shares of common stock. The shares were issued in accordance with the consulting agreement of July 1, 2019 at a FMV of \$9,400 or \$0.0188 per share. These shares represent the issuance of 50,000 shares of common stock per month from September 1, 2022 through June 30, 2023. The Company's Board will determine the amount of shares to which Mr. Patel is entitled to, and any type of compensation for our CEO will be postponed until after the successful consummation of this offering. Additionally, on August 1, 2022, the Company canceled 80,000 shares of preferred stock and issued 80,000,000 shares of common stock at FMV of \$1,744,000 or \$0.0218 per share on August 1, 2022, to our President and CEO, Parashar Patel, and, on

September 26, 2022, Mr. Patel received 200,000,000 shares of common stock at FMV of \$3,800,000 or \$0.019 per share, as compensation for his services as CEO.

- (2) On November 26, 2019, Mr. Kistler executed a consulting agreement with the Company on behalf of New Opportunities Business Solutions Inc., an entity of which Mr. Kistler is a controlling person. Under the consulting agreement, the Company agreed to pay Mr. Kistler, as compensation for consulting services, the amount of \$2,000 per month. On June 16, 2020, the Company awarded 17,000,000 shares to New Opportunity Business Solutions as compensation for consulting services provided by Mr. Kistler under his position as Chief Compliance Officer, a position to which Mr. Kistler resigned on August 1, 2022. These shares were issued at par value of \$0.001 per share or \$17,000. Mr. Kistler also served as a director of the Company's board from April 3, 2020, to September 29, 2022, the date of his effective resignation as director of the Company's board. Mr. Kistler's consulting agreement has also been terminated as of September 29, 2022. No compensation was received by Mr. Kistler from the Company during his tenure as Director of the Company.

## **Employment Agreements**

There are no other employment agreements between the Company and its executive officers or directors. Our executive officers and directors have the responsibility of determining the timing of remuneration programs for key personnel based upon such factors as positive cash flow, shares sales, product sales, estimated cash expenditures, accounts receivable, accounts payable, notes payable, and cash balances. At this time, management cannot accurately estimate when sufficient revenues will occur to implement this compensation, or the exact amount of compensation.

## **RELATED TRANSACTIONS AND CONFLICTS OF INTEREST**

Other than the transactions outlined below, the agreement to pay the current officers' compensation as above detailed, and the payment of offering expenses by the current officers that will be reimbursed by the Company, there have been no transactions between the Company and its officers and directors.

The Company's officers and directors and their Affiliates may act in a similar capacity for or be an investor in other business entities engaged in making similar investments to those contemplated to be made by the Company or may raise investment funds for other investors, companies, partnerships, or entities that may compete with the Company. To the extent their time is required on these business and management activities, they may not be available to be involved in the day-to-day monitoring of the Company's operations.

Payments to the officers, directors and their Affiliates for services rendered to the Company have not been and will not be determined by arm's length negotiations. The Company may engage Affiliates of the Company's management and Board of Directors to provide services to the Company, which services will be paid at rates the Board of Directors believe to be in accordance with market standards.

Attorneys, accountants, and/or other professionals representing the Company may also serve as counsel or agent to the officers and directors of the Company or their Affiliates. As a result, conflicts may arise, and if those conflicts cannot be resolved or the consent of the respective parties cannot be obtained to the continuation of the multiple representations after full disclosure of any such conflict, such counsel will withdraw from representing one or more of the conflicting interests with respect to the specific matter involved.

## **Related Party Transactions**

On June 13, 2020, Parashar Patel and New Opportunity Business Solutions, Inc. (an entity of which Brian Kistler is a control person) agreed each to return 6,000,000 shares of the Company's common stock.

On June 16, 2020, the Company awarded 17,000,000 shares to New Opportunity Business Solutions as compensation for consulting services provided by Mr. Kistler under his position as Chief Compliance Officer, a position to which Mr. Kistler resigned on August 1, 2022. These shares were issued at par value of \$0.001 per share or \$17,000.

On August 1, 2022, the Company canceled 80,000 shares of preferred stock and issued 80,000,000 shares of common stock at FMV of \$1,744,000 or \$0.0218 per share on August 1, 2022, to our CEO, Parashar Patel.

On August 1, 2022, the Company issued 1,900,000 shares of common stock at FMV of \$41,420 or \$0.0218 per share on August 1, 2022, to our CEO, Parashar Patel per his consulting agreement for services rendered from July 1, 2019, in which the Company also agreed to issue a minimum of 50,000 shares of its restricted common stock per month for the duration of the agreement. Additionally, on September 26, 2022, Mr. Patel received 200,000,000 shares as compensation for his services as CEO.

At December 31, 2022, Our CEO was issued 400,000 shares out of the 600,000 shares earned under the consulting agreement executed on July 1, 2019. On June 23, 2023, these 200,000 shares have been issued along with an additional 300,000 shares of common stock. The shares were issued in accordance with the consulting agreement of July 1, 2019, at a FMV of \$9,400 or \$0.0188 per share. These shares represent the issuance of 50,000 shares of common stock per month from September 1, 2022 through June 30, 2023.

On December 11, 2020, Rajeshkumar J. Patel extended a loan to the Company and executed a Convertible note. The note carried a principal balance of \$120,000 along with an interest rate of 10% per annum and a maturity date of December 11, 2021. On August 1, 2022, the Company issued 18,621,369 shares of common stock to Rajeshkumar J. Patel, for conversion of \$120,000 convertible note payable along with \$19,430 of accrued interest. The shares were issued at a discount to the market of \$0.0075 per share. FMV on August 1, 2022, was \$0.0218. Additionally, on September 26, 2022, Rajeshkumar J. Patel received 20,000,000 shares as compensation for consulting services. No written consulting agreement exists between the Company and Rajeshkumar J. Patel.

On September 26, 2022, Tony Mazzola, an employee of the Company, received 12,000,000 shares as compensation for rendered services of engineering, research, and development for Botway.

During the last two full fiscal years and the current fiscal year, there are no additional transactions or proposed transactions involving the Company and a related party, in which the amount involved exceeds the lesser of \$120,000 or one percent of the average of the Company's total assets at year-end for its last three fiscal years. Our current policy with regard to related party transactions is for the Board as a whole to approve any material transactions involving our directors, executive officers or holders of more than 5% of our outstanding capital stock.

## **DESCRIPTION OF SECURITIES**

The following description is a summary of the material rights of shareholders. Shareholder rights are dictated via the Company's Certificate of Incorporation and Bylaws. Each of the foregoing documents has been filed as an exhibit to this PPM and the following summary is subject to, and qualified in its entirety by, the applicable document.

### **Current Articles of Incorporation**

## **Authorized Capital Stock**

We are currently authorized to issue up to 4,006,000,000 shares of capital stock consisting of 4,000,000,000 shares of common stock, par value \$0.001 per share, and 6,000,000 shares of preferred stock, par value of \$0.001 per share.

## **Common Stock**

Holders of our common stock are each entitled to cast one vote for each share held of record on all matters presented to the shareholders. Cumulative voting is not allowed.

Holders of our common stock are entitled to receive such dividends as may be declared by our Board of Directors out of funds legally available (subject to the rights of holders of all classes of stock at the time outstanding having prior rights as to dividends) and, in the event of liquidation, to share pro rata in any distribution of our assets after payment of liabilities (subject to the rights of holders of all classes of stock at the time outstanding having prior rights as to distributions). Our Board of Directors is not obligated to declare a dividend. It is not anticipated that dividends will be paid in the foreseeable future.

Holders of our common stock do not have preemptive rights to subscribe to additional shares if issued. There is no conversion, redemption, sinking fund or similar provisions regarding the common stock. All outstanding shares of common stock are fully paid and non-assessable.

## **Preferred Stock**

We are authorized to issue 6,000,000 shares of preferred stock. The Board of Directors is vested with the authority to divide any or all of the preferred stock into series and to determine the relative rights and preferences of the shares of each series. The rights and preferences of various series may vary only with respect to:

- the rate of dividend;
- whether the shares may be called and, if so, the call price and the terms and conditions of call;
- the amount payable upon the shares in the event of voluntary and involuntary liquidation;
- sinking fund provisions, if any, for the call or redemption of the shares
- the terms and conditions, if any, on which the shares may be converted;
- voting rights; and
- whether the share will be cumulative, noncumulative or partially cumulative as to dividends and the dates from which any cumulative dividends are to accumulate.

### Series A Preferred Stock

*Authorized shares:* 1,000,000 Shares of Series A Preferred Stock authorized at \$0.001 par value per share.

*Series A Preferred Stock:* Holders of the Series A Preferred Stock shall be entitled to receive dividends when, as and if declared by Board of Directors.

Upon the liquidation, dissolution and winding up of our Company, whether voluntary or involuntary, holders of the Series A Preferred Stock shall be entitled to be paid out of the assets of the Company an amount equal to 25% premium to the highest closing price over the last 20 trading days per share (as adjusted for any stock dividends, combinations, splits, recapitalizations and the like with respect to such

shares) (the "Preference Value"), plus all declared but unpaid dividends, for each share of Series A Preferred Stock held. After the payment of the full Preference Value of each share of the Series A Preferred Stock, the remaining assets of the Company shall be distributed ratably to the holders of the Company's common stock.

Each share of Series A Preferred Stock shall be convertible, at any time at the Company's discretion, into the number of shares of the Company's common stock at a valuation of \$5,000,000 (the "Conversion Rate"). Such conversion shall be effective on the business day following the adopted resolution by the Company to convert all issued and outstanding Series A Preferred Stock into shares of the Company's common stock.

Shares of Series A Preferred Stock are anti-dilutive to reverse splits, and in the case of a reverse split, are convertible to the number of common shares after the reverse split as would have been equal to the ratio established prior to the reverse split. The conversion rate of shares of Series A Preferred Stock would increase proportionally in the case of forward splits and may not be diluted by a reverse split following a forward split.

Each share of Series A Preferred Stock shall have one vote for any election or other vote placed before the shareholders of the Company.

## **Warrants**

Each Unit consists of one Warrant to purchase a share of the Company's common stock. Warrants may be exercised at one hundred twenty percent (120%) of the Conversion Price of Series A Preferred Stock. The Warrants are subject to a cashless exercise option as detailed in the Warrant. Each Warrant may be exercised for a period of five years from its issuance. The Warrants will be adjusted upon the occurrence of certain events. In the event that the Company undertakes a reverse split prior to or simultaneous with uplisting to a Senior Exchange Listing, the Warrants shall have reverse split protection so that the holder shall receive additional Warrants. There are significant restrictions on the transfer and exercise of the Warrants.

## **Limitation on Directors' Liability**

The Nevada Revised Statutes limits or eliminates the personal liability of directors to corporations and their stockholders for monetary damages for breaches of directors' fiduciary duties as directors. Our Bylaws include provisions that require the company to indemnify our directors or officers against monetary damages for actions taken as a director or officer of our Company. We are also expressly authorized to carry directors' and officers' insurance to protect our directors, officers, employees and agents for certain liabilities. Our Articles of Incorporation do not contain any limiting language regarding director immunity from liability.

The limitation of liability and indemnification provisions under the Nevada Revised Statutes and our Bylaws may discourage stockholders from bringing a lawsuit against directors for breach of their fiduciary duties. These provisions may also have the effect of reducing the likelihood of derivative litigation against directors and officers, even though such an action, if successful, might otherwise benefit us and our stockholders. However, these provisions do not limit or eliminate our rights, or those of any stockholder, to seek non-monetary relief such as injunction or rescission in the event of a breach of a director's fiduciary duties. Moreover, the provisions do not alter the liability of directors under the federal securities laws. In addition, your investment may be adversely affected to the extent that, in a class action or direct suit, we pay the costs of settlement and damage awards against directors and officers pursuant to these indemnification provisions.

## **RETIREMENT TRUSTS AND OTHER BENEFIT PLAN INVESTORS**

Each respective Investor that is an employee benefit plan or trust (an “ERISA Plan”) within the meaning of, and subject to, the provisions of the Employee Retirement Income Security Act of 1974 (“ERISA”), or an individual retirement account (“IRA”) or Keogh Plan subject to the Internal Revenue Code, should consider the matters described below in determining whether to invest in the Company.

In addition, ERISA Plan fiduciaries must give appropriate consideration to, among other things, the role that an investment in the Company plays in such ERISA Plan's portfolio, taking into consideration (i) whether the investment is reasonably designed to further the ERISA Plan's purposes, (ii) an examination of the risk and return factors, (iii) the portfolio's composition with regard to diversification, (iv) the liquidity and current return of the total portfolio relative to the ERISA Plan's objectives and (v) the limited right of Investors to withdraw all or any part of their capital accounts or to transfer their interests in the Company.

If the assets of the Company were regarded as “plan assets” of an ERISA Plan, an IRA, or a Keogh Plan, the management of the Company would be “fiduciaries” (as defined in ERISA) with respect to such plans and would be subject to the obligations and liabilities imposed on fiduciaries by ERISA. Moreover, other various requirements of ERISA would also be imposed on the Company. In particular, any rule restricting transactions with “parties in interest” and any rule prohibiting transactions involving conflicts of interest on the part of fiduciaries would be imposed on the Company which may result in a violation of ERISA unless the Company obtained an appropriate exemption from the Department of Labor allowing the Company to conduct its operations as described herein.

Regulations adopted by the Department of Labor (the “Plan Regulations”) provides that when a Plan invests in another entity, the Plan's assets include both the equity interest and an undivided interest in each of the underlying assets of the entity, unless it is established that, among other exceptions, the equity participation in the entity by “benefit plan investors” is not “significant.” The Pension Protection Act of 2006 amended the definition of “benefit plan investors” to include only plans and plan asset entities (i.e., entities that are themselves deemed to hold plan assets by virtue of investments in them by plans) that are subject to part 4 of Title I of ERISA or section 4975 of the Internal Revenue Code. This new definition excludes governmental, church, and foreign benefit plans from consideration as benefit plan investors.

Under the Plan Regulations, participation by benefit plan investors is “significant” on any date if, immediately after the last acquisition, 25% or more of the value of any class of equity interests in the entity is held by benefit plan investors. The Company intends to limit the participation in the Company by benefit plan investors to the extent necessary so that participation by benefit plan investors will not be “significant” within the meaning of the Plan Regulations. Therefore, it is not expected that the Company assets will constitute “plan assets” of plans that acquire interests.

It is the current intent of the Company to limit the aggregate investment by benefit plan investors to less than 25% of the value of the equity interests so that equity participation of benefit plan investors will not be considered “significant.” The Company reserves the right, however, to waive the 25% limitation.

ACCEPTANCE OF SUBSCRIPTIONS ON BEHALF OF INDIVIDUAL RETIREMENT ACCOUNTS OR OTHER EMPLOYEE BENEFIT PLANS IS IN NO RESPECT A REPRESENTATION BY THE COMPANY OR ITS OFFICERS, DIRECTORS, OR ANY OTHER PARTY THAT THIS INVESTMENT MEETS ALL RELEVANT LEGAL REQUIREMENTS WITH RESPECT TO INVESTMENTS BY ANY PARTICULAR PLAN. THE PERSON WITH INVESTMENT DISCRETION SHOULD CONSULT WITH HIS OR HER ATTORNEY AND FINANCIAL ADVISERS AS TO THE PROPRIETY OF SUCH AN INVESTMENT IN LIGHT OF THE CIRCUMSTANCES OF THAT PARTICULAR PLAN AND CURRENT TAX LAW.

## TERMS OF THE OFFERING

### **The Offering**

Subject to the terms and conditions set forth in this Memorandum and the Subscription Documents described below, the Company is offering to sell Units to specified purchasers who are Accredited Investors, as that term is defined in Regulation D, Rule 501.

This Offering is for the sale of Units, for a Maximum Offering Amount of \$2,000,000.00. The minimum investment from each prospective investor is \$5,000.00 unless the minimum is waived by the Company's management, in its sole discretion. There is no minimum offering amount and no provision to escrow or return investor funds if any minimum number of Units is not sold.

This Offering will close as soon as the Maximum Offering Amount is sold or one year from the date of this PPM, whichever occurs first. The Company may rescind, reduce, increase, or terminate this Offering at any time without consent from or notice to investors by supplementing this Memorandum.

### **Method of Placement**

Units will be offered exclusively through the Company's management, who will not be compensated directly or indirectly for such efforts. Units will be offered on a "best-efforts" basis. There is no assurance that all or any Units will be sold. The Company's management and their Affiliates may purchase Units on the same terms and conditions as other prospective investors.

The Company does not currently plan to enlist a U.S. broker-dealer, but if it finds that selling the shares is difficult, it may later enlist the services of a licensed broker-dealer to assist with the sales of the Interests, who may be paid sales commissions which could range from 4% to 6%, but could be more or less, of the gross offering proceeds. If this occurs, the Company will amend this Private Placement Memorandum to disclose the amount of the sales commission and fees, to whom those commissions and fees are being paid.

### **Restricted Securities**

There are significant restrictions under the securities laws on the transfer of the securities offered in this Offering. Units are offered in reliance on exemptions and preemption from the registration provisions of the Securities Act and various state securities laws. Units constitute "restricted securities," as that term is defined in Rule 144 promulgated under the Securities Act and cannot be resold unless such resale is registered under the Securities Act and applicable state securities laws (which may be prohibitively expensive and may not be possible in any event) or sold pursuant to an exemption therefrom. In some states, specified conditions must be met, or approval of a state authority may be required. Even if preferred stock and Warrants purchased in this Offering is eligible for resale, there is no trading market for such securities, and none is likely to develop.

In an effort to meet the conditions of such exemptions or preemption, the Company will file such notices and reports as may be required by the states in which the purchasers of Units in this Offering reside at the time of purchase of such Units from the Company and will otherwise utilize commercially reasonable efforts to satisfy the conditions of an exemption or preemption from registration in each of such states.

Units offered hereby must be acquired for investment purposes only and not with a view to or for resale in connection with any distribution thereof. Units will not be registered under the Securities Act or under the securities acts of any state where offered and will be sold and issued in reliance on exemptions and preemption from such registration. Such exemption or preemption depends in part on the investment intent

of the investors. Among other things, such restrictions require the investors to bear the economic risk of the investment by holding the securities acquired for an indefinite period of time. These restrictions are set forth in detail in the separately bound Subscription Documents, which must be signed and agreed to by persons and entities purchasing Units. Prospective investors are urged to review the specific restrictions carefully.

### **Acceptance Guidelines of the Company**

Based on the representations contained in the Subscription Documents and other information of which the Company has actual knowledge, the Company will make the determination of whether to proceed with the sale of Units to the prospective investor. The Company has an absolute right to accept or reject prospective investors and may do so on the basis of factors not related to the suitability of the prospective investor. In making the determination, the Company will follow guidelines appropriate for reliance on exemptions and preemption from registration under applicable securities laws.

If the subscription offer is not accepted, appropriate notice thereof will be transmitted promptly to the prospective investor, the Subscription Documents will be appropriately marked, and the subscription proceeds will be returned, without interest or deduction of expenses, to the prospective investor. Regardless of the date of execution, investors whose subscriptions are accepted will not become shareholders of the Company until the Company “breaks impounds.”

### **How to Purchase Units**

In order to purchase Units described in this Memorandum, prospective investors are required to tender signed copies of the separately bound Subscription Documents, delivered together with a bank wire in the amount of the subscription through the Company’s investor portal at:

<https://resgreen.app.dealmaker.tech/invitations/0d813ed6/view>.

On acceptance, the subscription agreement automatically becomes a binding bilateral agreement for the purchase of the number of Units specified. Units will be issued by the Company's transfer agent.

### **DEFINED TERMS**

In addition to those capitalized and otherwise defined terms contained herein, the following terms shall have the definitions ascribed hereunder.

"1934 Act" means the Securities Exchange Act of 1934, as amended, and the rules and regulations thereunder.

“Accredited Investor” means those individuals that meet the criteria established by the SEC pursuant to the Securities Act, Regulation D, Section 230.501 (“Rule 501”).

“Affiliate” has the definition provided in the SEC’s Regulation D, Section 230.501(b), i.e., “a person that directly, or indirectly through one or more intermediaries, controls or is controlled by, or is under common control with, the person specified.”

“Company” refers to Resgreen Group International, Inc., a Nevada corporation.

"Conversion Price" means the price of which each Series A Preferred Stock shall be converted to common stock, which shall be calculated by dividing \$5,000,000.00 by the total issued and outstanding common



stock of the Company as of the business day following the adopted resolution by the Corporation to convert all issued and outstanding series A preferred into the number of shares of the Company's common stock.

"DealMaker" means DealMaker Securities LLC.

"ERISA" means the Employee Retirement Income Security Act of 1974, as amended.

"ERISA Plan" means an employee benefit plan or trust within the meaning of, and subject to, the provisions of ERISA.

"Investment Company Act" means the Investment Company Act of 1940, as amended.

"IRA" means an individual retirement account.

"Maximum Offering Amount" means \$2,000,000.00, the maximum aggregate investment in Units allowed under the terms of this Offering.

"Memorandum" means this Confidential Private Placement Memorandum and all of its Exhibits, each of which are incorporated herein by reference.

"Net Worth" means the difference between total assets and total liabilities while excluding any positive equity in the prospective investor's primary residence, but, if the net effect of the mortgage results in negative equity, the prospective investor should include any negative effects in calculating their Net Worth. The prospective investor should also subtract from their Net Worth any additional indebtedness secured by his/her primary residence incurred within the 60 days prior to his/her purchase of the Units (other than debt incurred as a result of the acquisition of the primary residence).

"NYSE" means the New York Stock Exchange.

"Offering" means the sale of Units pursuant to the terms of this Memorandum.

"Public Company Date" means the date on which the shares of common stock of the Company (or its direct or indirect successor, subsidiary or parent company, whose securities are issued or issuable to holders of Common Stock), whether as a result of a public offering, merger, recapitalization, reorganization or otherwise, are registered under the 1934 Act.

"SEC" means the United States Securities and Exchange Commission.

"Securities Act" means the Securities Act of 1933, as amended.

"Subscription Documents" means the Subscription Agreement and related documents attached as Exhibit 3 hereto.

"Units" means one Share and one Warrant purchased in this Offering, or otherwise issued to persons and entities.

"Unit Price" means five thousand dollars (\$5,000) per Unit.

"Warrant" means one warrant to purchase a Share.

## **ADDITIONAL INFORMATION**

Prospective investors may request additional information concerning the Company and other matters relating thereto that is necessary to verify the information in this Memorandum, and the Company will undertake to provide such information to the extent the Company possesses the information or can acquire such information without unreasonable effort or expense. Information about the Company is contained in the following documents, which may be included in electronic format accompanying this Memorandum:

**Exhibit 1** contains the Certificate of Incorporation

**Exhibit 2** contains the Bylaws

**Exhibit 3** contains the Subscription Booklet

**Exhibit 4** contains the Warrant Form

**Exhibit 5** contains the Annual Report of the Company dated December 31, 2022, and the Quarterly Report of the Company dated March 31, 2023

No person is authorized to give any information or to make any representation in connection with this Offering other than those contained in this Memorandum, the Exhibits, and the additional information that is available to prospective investors as provided herein. Information or representations not contained herein or in such Exhibits or other information must not be relied on as having been authorized by the Company. This Memorandum does not constitute an offer to sell or the solicitation of an offer to buy in any state in which such offer, solicitation, or any sale may not be lawfully made. The statements in this Memorandum are made as of the date hereof unless another time is specified.

**Resgreen Group International, Inc.**  
**July 25, 2023**