

# **RGGI** RESGREEN GROUP INTERNATIONAL, INC.

A Nevada Corporation

51745 Filomena Drive  
Shelby Township, MI 48315

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586-265-2376

SIC: 6719

## **ANNUAL REPORT**

### **For the Period Ending December 31, 2021**

**As of December 31, 2021, the number of shares outstanding of our Common Stock was: 118,331,143**

**As of September 30, 2021, the number of shares outstanding of our Common Stock was: 108,331,143**

**As of December 31, 2020, the number of shares outstanding of our Common Stock was: 61,746,343**

**Indicate by check mark whether the company is a shell company (as defined in Rule 405 of the Securities Act of 1933 and Rule 12b-2 of the Exchange Act of 1934.):**

**Yes:  No:**

**Indicate by check mark whether the company's shell status has changed since the previous reporting period:**

**Yes:  No:**

**Indicate by check mark whether a Change in Control of the company has occurred over this reporting period:**

**Yes:  No:**

"Change in Control" shall mean any events resulting in:

(i) Any "person" (as such term is used in Sections 13(d) and 14(d) of the Exchange Act) becoming the "beneficial owner" (as defined in Rule 13d-3 of the Exchange Act), directly or indirectly, of securities of the Company representing fifty percent (50%) or more of the total voting power represented by the Company's then outstanding voting securities;

(ii) The consummation of the sale or disposition by the Company of all or substantially all of the Company's assets;

(iii) A change in the composition of the Board occurring within a two (2)-year period, as a result of which fewer than a majority of the directors are directors immediately prior to such change; or

(iv) The consummation of a merger or consolidation of the Company with any other corporation, other than a merger or consolidation which would result in the voting securities of the Company outstanding immediately prior thereto continuing to represent (either by remaining outstanding or by being converted into voting securities of the surviving entity or its parent) at least fifty percent (50%) of the total voting power represented by the voting securities of the Company or such surviving entity or its parent outstanding immediately after such merger or consolidation.

**Item 1: Name and address(es) of the issuer and its predecessors (if any)**

REGREEN GROUP INTERNATIONAL INC., 51745 Filomena Drive, Shelby Township, MI 48315

is formerly known as:

- Formerly Uranium Hunter Corporation until June 28, 2016
- Formerly Brownsville Company until February 1, 2007

The Company was incorporated in Nevada on September 4, 2003 and has an active standing in that state.

Describe any trading suspension orders issued by the SEC concerning the issuer or its predecessors since inception:

None

List any stock split, stock dividend, recapitalization, merger, acquisition, spin-off, or reorganization either currently anticipated or that occurred within the past 12 months:

None

The address(es) of the issuer's principal executive office:

51745 Filomena Drive  
Shelby Township, MI 48315

The address(es) of the issuer's principal place of business:

Check box if principal executive office and principal place of business are the same address:

Has the issuer or any of its predecessors ever been in bankruptcy, receivership, or any similar proceeding in the past five years?

Yes: \_\_\_ No: X

If this issuer or any of its predecessors have been the subject of such proceedings, please provide additional details in the space below:

**Item 2: Security Information**

Trading symbol:	<u>RGGI</u>	
Exact title and class of securities outstanding:	<u>Common Stock</u>	
CUSIP:	<u>761127109</u>	
Par or stated value:	<u>\$0.001</u>	
Total shares authorized:	<u>400,000,000</u>	as of date: <u>December 31, 2021</u>
Total shares outstanding:	<u>118,331,143</u>	as of date: <u>December 31, 2021</u>
Number of shares in the Public Float	<u>58,315,343</u>	as of date: <u>December 31, 2021</u>
Total number of shareholders of record:	<u>400</u>	as of date: <u>December 31, 2021</u>

All additional class(es) of publicly traded securities (if any):

Trading symbol:	<u>N/A</u>	
Exact title and class of securities outstanding:	<u>Preferred Stock</u>	
CUSIP:	<u>761127208</u>	
Par or stated value:	<u>\$0.001</u>	
Total shares authorized:	<u>6,000,000</u>	as of date: <u>December 31, 2021</u>
Total shares outstanding:	<u>80,000</u>	as of date: <u>December 31, 2021</u>

**The name and address of the transfer agent.**

**VStock Transfer LLC**

18 Lafayette Place  
 Woodmere, New York 11598  
 212-828-8436  
<http://www.vstocktransfer.com>  
[info@vstocktransfer.com](mailto:info@vstocktransfer.com)

Is the Transfer Agent registered under the Exchange Act? Yes:  No:

**Item 3: Issuance History**

The goal of this section is to provide disclosure with respect to each event that resulted in any direct changes to the total shares outstanding of any class of the issuer’s securities **in the past two completed fiscal years and any subsequent interim period.**

Disclosure under this item shall include, in chronological order, all offerings and issuances of securities, including debt convertible into equity securities, whether private or public, and all shares or any other securities or options to acquire such securities issued for services. Using the tabular format below, please describe these events.

**A. Changes to the Number of Outstanding Shares**

Check this box to indicate there were no changes to the number of outstanding shares within the past two completed fiscal years and any subsequent periods:

Number of Shares outstanding as of <u>1/1/2020</u>	<p><u>Opening Balance:</u></p> <p>Common: <u>53,530,576</u></p> <p>All Preferred: <u>80,000</u></p>	*Right-click the rows below and select "Insert" to add rows as needed.
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Date of Transaction	Transaction type (e.g. new issuance, cancellation, shares returned to treasury)	Number of Shares Issued (or cancelled)	Class of Securities	Value of shares issued (\$/per share) at Issuance	Were the shares issued at a discount to market price at the time of issuance? (Yes/No)	Individual/ Entity Shares were issued to (entities must have individual with voting / investment control disclosed).	Reason for share issuance (e.g. for cash or debt conversion) OR Nature of Services Provided (if applicable)	Restricted or Unrestricted as of this filing?	Exemption or Registration Type?
5/12/2020	New issuance	75,000	Common	0.10	Yes	Barth Family Trust, Joseph Barth	Cash	Restricted	4(a)(2)
5/19/2020	New issuance	180,000	Common	0.10	Yes	Steven Seely	Cash	Restricted	4(a)(2)
5/21/2020	New issuance	200,000	Common	0.10	Yes	Kurt Johnson	Cash	Restricted	4(a)(2)
6/10/2020	New issuance	100,000	Common	0.10	Yes	Terry J Dobson	Cash	Restricted	4(a)(2)
6/16/2020	Cancellation	(23,000,000)	Common	0.001	Yes	New Opportunity Business Solutions, Inc. Brian Kistler, President	Services	Restricted	4(a)(2)
6/16/2020	Cancellation	(25,000,000)	Common	0.001	Yes	Parashar Patel, President	Services	Restricted	4(a)(2)
6/16/2020	New issuance	19,000,000	Common	0.001	Yes	Parashar Patel, President	Services	Restricted	4(a)(2)
6/16/2020	New issuance	17,000,000	Common	0.001	Yes	New Opportunity Business Solutions, Inc. Brian Kistler, President	Services	Restricted	4(a)(2)

Date of Transaction	Transaction type (e.g. new issuance, cancellation, shares returned to treasury)	Number of Shares Issued (or cancelled)	Class of Securities	Value of shares issued (\$/per share) at Issuance	Were the shares issued at a discount to market price at the time of issuance? (Yes/No)	Individual/ Entity Shares were issued to (entities must have individual with voting / investment control disclosed).	Reason for share issuance (e.g. for cash or debt conversion) OR Nature of Services Provided (if applicable)	Restricted or Unrestricted as of this filing?	Exemption or Registration Type?
7/21/2020	New issuance	1,230,767	Common	0.0325	Yes	World Market Ventures, LLC Chad Curtis, President	Debt Conversion	Restricted	4(a)(2)
7/27/2020	New issuance	300,000	Common	0.05	Yes	Terry J Dobson	Cash	Restricted	4(a)(2)
8/13/2020	New issuance	30,000	Common	0.10	No	Steven Seeley	Cash	Restricted	4(a)(2)
9/24/2020	New issuance	4,400,000	Common	0.0045	Yes	World Market Ventures, LLC Chad Curtis, President	Debt Conversion	Restricted	4(a)(2)
11/19/2020	New issuance	4,700,000	Common	0.0196	Yes	World Market Ventures, LLC Chad Curtis, President	Services	Unrestricted	Reg A
12/1/2020	New issuance	4,000,000	Common	0.0280	Yes	John Morgan	Services	Unrestricted	Reg A
12/11/2020	New issuance	5,000,000	Common	0.0005	Yes	RB Capital Partners, Inc., Brett Rosen, Managing Partner	Debt Conversion	Unrestricted	4(a)(2)
1/7/2021	New issuance	5,000,000	Common	0.0005	Yes	RB Capital Partners, Inc., Brett Rosen, Managing Partner	Debt Conversion	Unrestricted	4(a)(2)
1/8/2021	New issuance	5,000,000	Common	0.0540	No	Burt Lavallee	Services	Unrestricted	Reg A
2/9/2021	New issuance	2,500,000	Common	0.1554	No	World Market Ventures, LLC Chad Curtis, President	Services	Unrestricted	Reg A
4/2/2021	New issuance	3,000,000	Common	0.0700	No	Stacey Foxworthy	Services	Restricted	4(a)(2)
4/15/2021	New issuance	3,000,000	Common	0.07030	No	Sarah Carlson	Services	Restricted	4(a)(2)
4/15/2021	New issuance	3,000,000	Common	0.07030	No	Lawrence Lawson	Services	Restricted	4(a)(2)
5/27/2021	New issuance	6,000,000	Common	0.0005	Yes	RB Capital Partners, Inc., Brett Rosen, Managing Partner	Debt Conversion	Unrestricted	4(a)(2)
6/22/2021	New issuance	8,000,000	Common	0.0005	Yes	RB Capital Partners, Inc., Brett Rosen, Managing Partner	Debt Conversion	Unrestricted	4(a)(2)
8/2/2021	New issuance	708,700	Common	0.0369	No	Christopher Luckritz	Services	Restricted	4(a)(2)
8/2/2021	New issuance	708,700	Common	0.0369	No	Donald J Bird	Services	Restricted	4(a)(2)
8/2/2021	New issuance	708,700	Common	0.0369	No	Isacc Hammons	Services	Restricted	4(a)(2)
8/2/2021	New issuance	708,700	Common	0.0369	No	Stacey Foxworthy	Services	Restricted	4(a)(2)
8/13/2021	New issuance	8,000,000	Common	0.0005	Yes	RB Capital Partners, Inc., Brett Rosen, Managing Partner	Debt Conversion	Unrestricted	4(a)(2)
8/16/2021	New issuance	250,000	Common	0.0330	No	J2 Marketing, Hugh Johnson, Principal	Services	Restricted	4(a)(2)
12/6/2021	New issuance	10,000,000	Common	0.0195	Yes	World Market Ventures, LLC Chad Curtis, President	Services	Restricted	4(a)(2)

Date of Transaction	Transaction type (e.g. new issuance, cancellation, shares returned to treasury)	Number of Shares Issued (or cancelled)	Class of Securities	Value of shares issued (\$/per share) at Issuance	Were the shares issued at a discount to market price at the time of issuance? (Yes/No)	Individual/ Entity Shares were issued to (entities must have individual with voting / investment control disclosed).	Reason for share issuance (e.g. for cash or debt conversion) OR Nature of Services Provided (if applicable)	Restricted or Unrestricted as of this filing?	Exemption or Registration Type?
Shares Outstanding on 12/31/2021	Ending Balance: Common: 118,331,143 All Preferred: 80,000								

## B. Debt Securities, Including Promissory and Convertible Notes

Use the chart and additional space below to list and describe all outstanding promissory notes, convertible notes, convertible debentures, or any other debt instruments that may be converted into a class of the issuer's equity securities.

Check this box if there are no outstanding promissory, convertible notes or debt arrangements:

Date of Note Issuance	Outstanding Balance (\$)	Principal Amount at Issuance (\$)	Interest Accrued (\$)	Maturity Date	Conversion Terms (e.g. pricing mechanism for determining conversion of instrument to shares)	Name of Noteholder (entities must have individual with voting / investment control disclosed).	Reason for Issuance (e.g. Loan, Services, etc.)
12/15/2016	27,793	40,000	0	Demand Note	None	Anoop Patel	Operations
12/11/2020	124,283	137,783	Footnote 1	Convertible Note	The holder shall have the right from time to time, and at any time during the period beginning on the date which is one hundred eighty (180) days following the date of this note, to convert all or any part of the outstanding and unpaid principal amount into Common Stock. The conversion shall be determined by dividing the aggregate principal amount borrowed by \$0.15.	RB Capital Partners, Inc., Brett Rosen, Managing Partner	Operations
12/11/2020	120,000	120,000	8,975	Convertible Note	The holder shall have the right from time to time, and at any time during the period beginning on the date which is one hundred eighty (180) days following the date of this note, to convert all or any part of the outstanding and unpaid principal amount into Common Stock. The conversion shall equal fifty percent (50%) of the lowest trading prices for the Common Stock during the twenty (20) day trading period ending on the latest complete trading day prior to the conversion date, representing a discount rate of forty percent (50%).	Rajeshkumar J Patel	Operations
1/11/2021	100,000	100,000	Footnote 1	Convertible Note	The holder shall have the right from time to time, and at any time during the period beginning on the date which is one hundred eighty (180) days following the date of this note, to convert all or any part of the outstanding and unpaid principal amount into	RB Capital Partners, Inc., Brett Rosen, Managing Partner	Operations

Date of Note Issuance	Outstanding Balance (\$)	Principal Amount at Issuance (\$)	Interest Accrued (\$)	Maturity Date	Conversion Terms (e.g. pricing mechanism for determining conversion of instrument to shares)	Name of Noteholder (entities must have individual with voting / investment control disclosed).	Reason for Issuance (e.g. Loan, Services, etc.)
					Common Stock. The conversion shall be determined by dividing the aggregate principal amount borrowed by \$0.15.		
1/27/2021	20,000	20,000	Footnote 1	Convertible Note	The holder shall have the right from time to time, and at any time during the period beginning on the date which is one hundred eighty (180) days following the date of this note, to convert all or any part of the outstanding and unpaid principal amount into Common Stock. The conversion shall be determined by dividing the aggregate principal amount borrowed by \$0.30.	RB Capital Partners, Inc., Brett Rosen, Managing Partner	Operations
2/5/2021	130,000	130,000	Footnote 1	Convertible Note	The holder shall have the right from time to time, and at any time during the period beginning on the date which is one hundred eighty (180) days following the date of this note, to convert all or any part of the outstanding and unpaid principal amount into Common Stock. The conversion shall be determined by dividing the aggregate principal amount borrowed by \$0.15.	RB Capital Partners, Inc., Brett Rosen, Managing Partner	Operations
2/24/2021	60,000	60,000	Footnote 1	Convertible Note	The holder shall have the right from time to time, and at any time during the period beginning on the date which is one hundred eighty (180) days following the date of this note, to convert all or any part of the outstanding and unpaid principal amount into Common Stock. The conversion shall be determined by dividing the aggregate principal amount borrowed by \$0.15.	RB Capital Partners, Inc., Brett Rosen, Managing Partner	Operations
3/16/2021	160,000	160,000	Footnote 1	Convertible Note	The holder shall have the right from time to time, and at any time during the period beginning on the date which is one hundred eighty (180) days following the date of this note, to convert all or any part of the outstanding and unpaid principal amount into Common Stock. The conversion shall be determined by dividing the aggregate principal amount borrowed by \$0.15.	RB Capital Partners, Inc., Brett Rosen, Managing Partner	Operations
4/14/2021	160,000	160,000	Footnote 1	Convertible Note	The holder shall have the right from time to time, and at any time during the period beginning on the date which is one hundred eighty (180) days following the date of this note, to convert all or any part of the outstanding and unpaid principal amount into Common Stock. The conversion shall be determined by dividing the aggregate principal amount borrowed by \$0.15.	RB Capital Partners, Inc., Brett Rosen, Managing Partner	Operations
5/10/2021	160,000	160,000	Footnote 1	Convertible Note	The holder shall have the right from time to time, and at any time during the period beginning on the date which is one hundred eighty (180) days following the date of this note, to convert all or	RB Capital Partners, Inc., Brett Rosen, Managing Partner	Operations

Date of Note Issuance	Outstanding Balance (\$)	Principal Amount at Issuance (\$)	Interest Accrued (\$)	Maturity Date	Conversion Terms (e.g. pricing mechanism for determining conversion of instrument to shares)	Name of Noteholder (entities must have individual with voting / investment control disclosed).	Reason for Issuance (e.g. Loan, Services, etc.)
					any part of the outstanding and unpaid principal amount into Common Stock. The conversion shall be determined by dividing the aggregate principal amount borrowed by \$0.15.		
6/10/2021	130,000	130,000	Footnote 1	Convertible Note	The holder shall have the right from time to time, and at any time during the period beginning on the date which is one hundred eighty (180) days following the date of this note, to convert all or any part of the outstanding and unpaid principal amount into Common Stock. The conversion shall be determined by dividing the aggregate principal amount borrowed by \$0.15.	RB Capital Partners, Inc., Brett Rosen, Managing Partner	Operations
7/12/2021	130,000	130,000	Footnote 1	Convertible Note	The holder shall have the right from time to time, and at any time during the period beginning on the date which is one hundred eighty (180) days following the date of this note, to convert all or any part of the outstanding and unpaid principal amount into Common Stock. The conversion shall be determined by dividing the aggregate principal amount borrowed by \$0.15.	RB Capital Partners, Inc., Brett Rosen, Managing Partner	Operations
9/3/2021	110,000	110,000	Footnote 1	Convertible Note	The holder shall have the right from time to time, and at any time during the period beginning on the date which is one hundred eighty (180) days following the date of this note, to convert all or any part of the outstanding and unpaid principal amount into Common Stock. The conversion shall be determined by dividing the aggregate principal amount borrowed by \$0.15.	RB Capital Partners, Inc., Brett Rosen, Managing Partner	Operations
10/11/2021	110,000	110,000	Footnote 1	Convertible Note	The holder shall have the right from time to time, and at any time during the period beginning on the date which is one hundred eighty (180) days following the date of this note, to convert all or any part of the outstanding and unpaid principal amount into Common Stock. The conversion shall be determined by dividing the aggregate principal amount borrowed by \$0.15.	RB Capital Partners, Inc., Brett Rosen, Managing Partner	Operations
11/10/2021	110,000	110,000	Footnote 1	Convertible Note	The holder shall have the right from time to time, and at any time during the period beginning on the date which is one hundred eighty (180) days following the date of this note, to convert all or any part of the outstanding and unpaid principal amount into Common Stock. The conversion shall be determined by dividing the aggregate principal amount borrowed by \$0.15.	RB Capital Partners, Inc., Brett Rosen, Managing Partner	Operations
12/10/2021	110,000	110,000	Footnote 1	Convertible Note	The holder shall have the right from time to time, and at any time during the period beginning on the date which is one hundred	RB Capital Partners, Inc., Brett Rosen, Managing Partner	Operations

Date of Note Issuance	Outstanding Balance (\$)	Principal Amount at Issuance (\$)	Interest Accrued (\$)	Maturity Date	Conversion Terms (e.g. pricing mechanism for determining conversion of instrument to shares)	Name of Noteholder (entities must have individual with voting / investment control disclosed).	Reason for Issuance (e.g. Loan, Services, etc.)
					eighty (180) days following the date of this note, to convert all or any part of the outstanding and unpaid principal amount into Common Stock. The conversion shall be determined by dividing the aggregate principal amount borrowed by \$0.05.		

Use the space below to provide any additional details, including footnotes to the table above:

**Footnotes to Interest Accrued**

<u>Name of Noteholder</u>	<b>Accrued Interest For the period ending December 31, 2021</b>
Footnote 1	RB Capital Partners, Inc.
	\$ 49,088

**Item 4: Financial Statements.**

**A:** The following financial statements were prepared in accordance with

U.S. GAAP

IFRS

**B:** The financial Statements for this reporting period were prepared by

Name: Robin W. Hunt

Title: President, Interactive Edgar Corp

Relationship to Issuer: Contract Service Provider

**RESGREEN GROUP INTERNATIONAL INC.**

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**RESGREEN GROUP INTERNATIONAL INC.**

**Balance Sheets**

	<b>December 31, 2021</b>	<b>December 31, 2020</b>
	<b>(Unaudited)</b>	<b>(Unaudited)</b>
<b>ASSETS</b>		
Current Assets		
Cash and cash equivalents	\$ 219,912	\$ 170,952
Accounts receivable	19,745	----
Prepaid expense	5,116	----
Total Current Assets	244,773	170,952
Intangible assets, net of accumulated		
Amortization of \$0 and \$0, respectively	240,000	240,000
<b>TOTAL ASSETS</b>	<b>\$ 484,773</b>	<b>\$ 410,952</b>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
Current Liabilities		
Accounts payable	209,558	186,463
Accrued interest	61,746	1,672
Accrued management fees	112,741	105,000
Convertible note payable, net of discount of (\$279,556) and (\$211,802) respectively	1,454,727	82,620
Derivative liability	2,485,875	528,784
Note payable	27,793	30,293
Note payable – related party	----	21,186
Total Current Liabilities	4,352,440	956,018
<b>TOTAL LIABILITIES</b>	<b>4,352,440</b>	<b>956,018</b>
<b>Stockholders' Deficit</b>		
Preferred stock: 6,000,000 authorized; \$0.001 par value		
80,000 and 80,000 shares issued and outstanding, respectively	80	80
Common stock: 400,000,000 authorized; \$0.001 par value		
118,331,143 and 61,746,343 shares issued and outstanding, respectively	118,331	61,747
Additional paid in capital	2,360,193	2,129,055
Accumulated deficit	(6,346,271)	(2,735,948)
Total Stockholders' Deficit	(3,867,667)	(545,066)
<b>TOTAL LIABILITIES AND STOCKHOLDERS' DEFICIT</b>	<b>\$ 484,773</b>	<b>\$ 410,952</b>

*The accompanying notes are an integral part of these unaudited financial statements*

**RESGREEN GROUP INTERNATIONAL INC.**

**Statements of Operations**

**(Unaudited)**

**For the Years Ended**

**December 31,**

**2021**

**2020**

**Revenues**

Sales	\$	51,199	\$	----
Cost of goods sold		1,896		----
Gross Profit		<u>49,303</u>		<u>----</u>

**Operating Expenses**

Contract services		122,342		----
Research and development		419,587		49,485
Stock for services		1,598,154		192,120
Professional fees		201,708		105,607
General and administrative		653,397		126,713
Rent		28,947		----
Total operating expenses		<u>3,024,135</u>		<u>473,925</u>

**Net loss from operations** (2,974,832) (473,925)

**Other income (expense)**

Interest expense		(71,751)		(30,057)
Interest expense related to derivative liability		(1,304,745)		(85,120)
Change in derivative		741,005		(981)
Income tax		----		----

**Net loss** \$ (3,610,323) \$ (590,083)

**Basic and diluted loss per share** \$ (0.04) \$ (0.01)

**Weighted average number of shares outstanding**

93,096,493 50,374,056

*The accompanying notes are an integral part of these unaudited financial statements*

**RESGREEN GROUP INTERNATIONAL INC.**

**Statement of Stockholders Deficit  
(Unaudited)**

	Preferred Stock		Common Stock		Additional		Total
	Shares	Amount	Shares	Amount	Paid in Capital	Accumulated Deficit	
	<b>Balance, December 31, 2019</b>	80,000	\$ 80	53,530,576	\$ 53,531	\$ 2,040,032	
Stock (cancelled) issued for services	---	---	(3,300,000)	(3,300)	195,420	---	192,120
Sold stock for cash	---	---	885,000	885	72,615	---	73,500
Issued stock for debt conversion	---	---	10,630,769	10,631	51,869	---	62,500
Adjustment for derivative liability	---	---	---	---	(230,881)	---	(230,881)
Adjustment for fractional shares	---	---	(2)	1	---	---	(1)
Net loss (unaudited)	---	---	---	---	---	(590,083)	(590,083)
<b>Balance, December 31, 2020</b>	80,000	\$ 80	61,746,343	\$ 61,747	\$ 2,129,055	\$ (2,735,948)	\$ (545,066)
Issued stock for services	---	---	29,584,800	29,584	1,568,568	---	1,598,152
Issued stock for debt conversions	---	---	27,000,000	27,000	(13,500)	---	13,500
Adjustment for derivative liability	---	---	---	---	(1,323,930)	---	(1,323,930)
Net loss (unaudited)	---	---	---	---	---	(3,610,323)	(3,610,323)
<b>Balance, December 31, 2021</b>	80,000	\$ 80	118,331,143	\$ 118,331	\$ 2,360,193	\$ (6,346,271)	\$ (3,867,667)

*The accompanying notes are an integral part of these unaudited financial statements*

**RESGREEN GROUP INTERNATIONAL INC.**

**Statements of Cash Flows  
(Unaudited)**

**For the Years Ended  
December 31,**

	<b>2021</b>	<b>2020</b>
<b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>		
Net (loss)	\$ (3,610,323)	\$ (590,083)
Adjustment to reconcile net loss to net cash provided in operations:		
Change in fair market value of derivatives	(741,005)	981
Amortization of debt discount	1,319,910	85,120
Stock issued for services	1,598,154	192,120
Change in assets and liabilities:		
Accounts receivable	(19,745)	----
Prepaid expenses	(5,116)	----
Accrued management fees	7,741	80,000
Accounts payable and other accrued liabilities	23,095	185,863
Accrued interest	60,074	1,672
Net Cash Used in operating activities	<u>(1,367,215)</u>	<u>(44,327)</u>
<b>CASH FLOWS FROM INVESTING ACTIVITIES:</b>		
Intellectual property	----	(240,000)
Net Cash Used in Investing Activities	<u>----</u>	<u>(240,000)</u>
<b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>		
Proceeds (payments) notes payable	1,439,861	255,608
Proceeds (payments) notes payable, related party	(23,686)	----
Proceeds from equity issuance	----	73,500
Stock issued to reduce debt	----	62,500
Net Cash provided by financing activities	<u>1,416,175</u>	<u>391,608</u>
Net change in cash and cash equivalents	48,960	107,281
Cash and cash equivalents, Beginning of period	170,952	63,671
Cash and cash equivalents, End of period	<u>\$ 219,912</u>	<u>\$ 170,952</u>
<b>Supplemental cash flow information</b>		
Cash paid for interest	\$ ----	\$ ----
Cash paid for taxes	\$ ----	\$ ----

*The accompanying notes are an integral part of these unaudited financial statements*

**RESGREEN GROUP INTERNATIONAL, INC.**  
**NOTES TO FINANCIAL STATEMENTS**  
**FOR THE PERIOD ENDING DECEMBER 31, 2021**  
**(Unaudited)**

**NOTE 1: NATURE OF BUSINESS**

*ORGANIZATION*

Resgreen Group International Inc., (the "Company") was incorporated in the State of Nevada on September 4, 2003. The Company was originally incorporated under the name Brownsville Company and changed its name to Uranium Hunter Corporation on February 1, 2007. On June 28, 2016, the Company changed its name to Resgreen Group International Inc.

The Company's fiscal year end is December 31.

**NOTE 2: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

*GOING CONCERN*

For the periods ended December 31, 2021 and 2020, the Company had net losses of \$3,610,323 and \$590,083 and cash flows from operating activities of (\$1,367,215) and (\$44,327), respectively. As of December 31, 2021, the Company had a working capital deficit of \$4,107,667. The Company has generated \$51,199 and \$0 in revenues for the periods ended December 31, 2021 and 2020, respectively.

The Company's financial statements are prepared using accounting principles generally accepted in the United States of America applicable to a going concern which contemplates the realization of assets and liquidation of liabilities in the normal course of business. The Company has not yet established an ongoing source of revenues sufficient to cover its operating cost and allow it to continue as a going concern. The ability of the Company to continue as a going concern is dependent on the Company obtaining adequate capital to fund operating losses until it becomes profitable. If the Company is unable to obtain adequate capital, it could be forced to cease operations.

In order to continue as a going concern, the Company will need, among other things, additional capital resources. Management's plan to obtain such resources for the Company include obtaining capital from management and significant stockholders sufficient to meet its minimal operating expenses. However, management cannot provide any assurance that the Company will be successful in accomplishing any of its plans.

There is no assurance that the Company will be able to obtain sufficient additional funds when needed or that such funds, if available, will be obtainable on terms satisfactory to the Company. In addition, profitability will ultimately depend upon the level of revenues received from business operations. However, there is no assurance that the Company will attain profitability. The accompanying financial statements do not include any adjustments that might be necessary if the Company is unable to continue as a going concern.

*BASIS OF PRESENTATION*

The Company prepares its financial statements in conformity with accounting principles generally accepted in the United States of America ("GAAP"), which require management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

*USE OF ESTIMATES*

The Company prepares its financial statements in conformity with accounting principles generally accepted in the United States of America ("GAAP"), which require management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the reporting year. Actual results could differ from those estimates.

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*RECLASSIFICATION OF PRIOR PERIOD PRESENTATION*

Certain prior period amounts have been reclassified for consistency with the current year presentation. These reclassifications had no effect on the reported results of operations.

*CASH AND CASH EQUIVALENTS*

The Company considers all highly liquid investments with an original maturity of three months or less at the date of acquisition to be cash equivalents. Cash and cash equivalents on December 31, 2021 and December 31, 2020 were \$219,912 and \$170,952, respectively.

*ACCOUNTS RECEIVABLE AND ALLOWANCE FOR DOUBTFUL ACCOUNTS*

Trade receivables are recorded at net realizable value consisting of the carrying amount less the allowance for doubtful accounts, as needed. Factors used to establish an allowance include the credit quality of the customer and whether the balance is significant. The Company may also use the direct write-off method to account for uncollectible accounts that are not received. Using the direct write-off method, trade receivable balances are written off to bad debt expense when an account balance is deemed to be uncollectible. The Company believes that all accounts receivable are collectable as of December 31, 2021.

*CASH FLOWS REPORTING*

The Company follows ASC 230, Statement of Cash Flows, for cash flows reporting, classifies cash receipts and payments according to whether they stem from operating, investing, or financing activities and provides definitions of each category, and uses the indirect or reconciliation method (“Indirect method”) as defined by ASC 230, Statement of Cash Flows, to report net cash flow from operating activities by adjusting net income to reconcile it to net cash flow from operating activities by removing the effects of (a) all deferrals of past operating cash receipts and payments and all accruals of expected future operating cash receipts and payments and (b) all items that are included in net income that do not affect operating cash receipts and payments. The Company reports the reporting currency equivalent of foreign currency cash flows, using the current exchange rate at the time of the cash flows and the effect of exchange rate changes on cash held in foreign currencies is reported as a separate item in the reconciliation of beginning and ending balances of cash and cash equivalents and separately provides information about investing and financing activities not resulting in cash receipts or payments in the period.

*REVENUE RECOGNITION*

Effective January 1, 2018, the Company adopted Accounting Standards Codification (“ASC”) 606, Revenue From Contracts With Customers, which is effective for public business entities with annual reporting periods beginning after December 15, 2017. This new revenue recognition standard (new guidance) has a five-step process: a) Determine whether a contract exists; b) Identify the performance obligations; c) Determine the transaction price; d) Allocate the transaction price; and e) Recognize revenue when (or as) performance obligations are satisfied. The Company’s initial application of ASC 606 did not have a material impact on its financial statements and disclosures and there was no cumulative effect of the adoption of ASC 606.

Revenue is recognized when all of the following criteria are met:

- *Identification of the contract, or contracts, with a customer*  
A contract with a customer exists when (i) we enter into an enforceable contract with a customer that defines each party’s rights regarding the goods or services to be transferred and identifies the payment terms related to these goods or services, (ii) the contract has commercial substance and the parties are committed to perform, and (iii) we determine that collection of substantially all consideration to which it will be entitled in exchange for goods or services that will be transferred is probable based on the customer’s intent and ability to pay the promised consideration.
- *Identification of the performance obligations in the contract*  
Performance obligations promised in a contract are identified based on the goods or services that will be transferred to the customer that are both capable of being distinct, whereby the customer can benefit from the goods or service either on its own or together with other resources that are readily available from third parties or from us, and are distinct in the

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context of the contract, whereby the transfer of the goods or services is separately identifiable from other promises in the contract. To the extent a contract includes multiple promised goods or services, we apply judgment to determine whether promised goods or services are capable of being distinct and distinct in the context of the contract. If these criteria are not met the promised goods or services are accounted for as a combined performance obligation.

- *Determination of the transaction price*

The transaction price is determined based on the consideration to which we will be entitled in exchange for transferring goods or services to the customer. Constraints are applied when estimating variable considerations based on historical experience where applicable.

- *Allocation of the transaction price to the performance obligations in the contract*

All current contracts are of a single performance obligation thus the entire transaction price is allocated to the single performance obligation. We determine standalone selling price taking into account available information such as historical selling prices of the performance obligation, geographic location, overall strategic objective, market conditions and internally approved pricing guidelines related to the performance obligation.

- *Recognition of revenue when, or as, we satisfy performance obligation*

We satisfy performance obligations either over time or at a point in time as discussed in further detail below. Revenue is recognized at or over the time the related performance obligation is satisfied by transferring a promised good or service to a customer.

Revenue for the year ended December 31, 2021 and 2020 were \$51,199 and \$0, respectively. The performance obligation has been met as per ASC 606.

#### *FINANCIAL INSTRUMENTS*

The Company's balance sheet includes certain financial instruments. The carrying amounts of current assets and current liabilities approximate their fair value because of the relatively short period of time between the origination of these instruments and their expected realization.

ASC 820, *Fair Value Measurements and Disclosures*, defines fair value as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. ASC 820 also establishes a fair value hierarchy that distinguishes between (1) market participant assumptions developed based on market data obtained from independent sources (observable inputs) and (2) an entity's own assumptions about market participant assumptions developed based on the best information available in the circumstances (unobservable inputs). The fair value hierarchy consists of three broad levels, which gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3). The three levels of the fair value hierarchy are described below:

- Level 1 - Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities
- Level 2 - Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly, including quoted prices for similar assets or liabilities in active markets; quoted prices for identical or similar assets or liabilities in markets that are not active; inputs other than quoted prices that are observable for the asset or liability (e.g., interest rates); and inputs that are derived principally from or corroborated by observable market data by correlation or other means.
- Level 3 - Inputs that are both significant to the fair value measurement and unobservable.

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Fair value estimates discussed herein are based upon certain market assumptions and pertinent information available to management as of December 31, 2021. The respective carrying value of certain on-balance-sheet financial instruments approximated their fair values due to the short-term nature of these instruments.

*DERIVATIVE LIABILITIES*

Derivative liabilities include the fair value of instruments such as common stock warrants, preferred stock warrants and convertible features of notes, that are initially recorded at fair value and are required to be re-measured to fair value at each reporting period under provisions of ASC 480, *Distinguishing Liabilities from Equity*, or ASC 815, *Derivatives and Hedging*. The change in fair value of the instruments is recognized as a component of other income (expense) in the Company's statements of operations until the instruments settle, expire or are no longer classified as derivative liabilities. The Company estimates the fair value of these instruments using the Black-Scholes pricing model. The significant assumptions used in estimating the fair value include the exercise price, volatility of the stock underlying the instrument, risk-free interest rate, estimated fair value of the stock underlying the instrument and the estimated life of the instrument. At December 31, 2021 and December 31, 2020, the Company had \$2,485,875 and \$528,784 derivative liability, respectively.

*CONCENTRATIONS OF CREDIT RISK AND SIGNIFICANT CUSTOMERS*

Financial instruments which potentially subject the Company to concentrations of credit risk consist primarily of cash and cash equivalents. The Company limits its exposure to credit loss by placing its cash and cash equivalents with high credit-quality financial institutions in bank deposits, money market funds, U.S. government securities and other investment grade debt securities that have strong credit ratings. The Company has established guidelines relative to diversification of its cash and marketable securities and their maturities that are intended to secure safety and liquidity. These guidelines are periodically reviewed and modified to take advantage of trends in yields and interest rates and changes in the Company's operations and financial position. Although the Company may deposit its cash and cash equivalents with multiple financial institutions, its deposits, at times, may exceed federally insured limits.

*INCOME TAXES*

The Company accounts for income taxes in accordance with ASC 740, Accounting for Income Taxes, as clarified by ASC 740-10, Accounting for Uncertainty in Income Taxes. Under this method, deferred income taxes are determined based on the estimated future tax effects of differences between the financial statement and tax basis of assets and liabilities and net operating loss and tax credit carryforwards given the provisions of enacted tax laws. Deferred income tax provisions and benefits are based on changes to the assets or liabilities from year to year. In providing for deferred taxes, the Company considers tax regulations of the jurisdictions in which the Company operates, estimates of future taxable income, and available tax planning strategies. If tax regulations, operating results or the ability to implement tax-planning strategies vary, adjustments to the carrying value of deferred tax assets and liabilities may be required. Valuation allowances are recorded related to deferred tax assets based on the "more likely than not" criteria of ASC 740.

ASC 740-10 requires that the Company recognize the financial statement benefit of a tax position only after determining that the relevant tax authority would more likely than not sustain the position following an audit. For tax positions meeting the "more-likely-than-not" threshold, the amount recognized in the financial statements is the largest benefit that has a greater than 50 percent likelihood of being realized upon ultimate settlement with the relevant tax authority.

The Company recognizes expenses for tax penalties and interest assessed by the Internal Revenue Service and other taxing authorities upon receiving valid notice of assessments. The Company has received no such notices as of December 31, 2021.

In assessing the realizability of deferred tax assets, management considers whether it is more likely than not that some portion or all the deferred tax assets will be realized. The ultimate realization of deferred tax assets is dependent upon the generation of future taxable income during the periods in which those temporary differences will become deductible. The

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Company considers the scheduled reversal of deferred tax liabilities, projected future taxable income and tax planning strategies in making this assessment. The Company has recorded a full valuation allowance against its net deferred tax assets because it is not currently able to conclude that it is more likely than not that these assets will be realized. The amount of deferred tax assets considered to be realizable could be increased in the near term if estimates of future taxable income during the carryforward period are increased.

As of December 31, 2021, the Company had unused net operating loss carry forwards of \$1,182,000 available to reduce federal taxable income. The Company's ability to offset future taxable income, if any, with tax net operating loss carryforwards may be limited due to the non-filing of tax returns. Under the CARES act, net operating losses arising after 2017 are able to be carried forward indefinitely. Furthermore, changes in ownership may result in limitations under Internal Revenue Code Section 382.

*NET INCOME (LOSS) PER COMMON SHARE*

Net income (loss) per share is calculated in accordance with FASB ASC 260, "Earnings Per Share." The weighted-average number of common shares outstanding during each year is used to compute basic earning or loss per share. Diluted earnings or loss per share is computed using the weighted average number of shares and diluted potential common shares outstanding. Dilutive potential common shares are additional common shares assumed to be exercised.

Basic net income (loss) per common share is based on the weighted average number of shares of common stock outstanding at December 31, 2021 and at December 31, 2020. On December 31, 2021 and December 31, 2020, the Company had no dilutive potential common shares.

*RELATED PARTIES*

The Company follows ASC 850, *Related Party Disclosures*, for the identification of related parties and disclosure of related party transactions. Related party transactions for the periods ended December 31, 2021 and December 31, 2020 totaled \$0 and \$21,186, respectively, and consisted of equity and note payable transactions.

*SHARE-BASED EXPENSE*

ASC 718, *Compensation – Stock Compensation*, prescribes accounting and reporting standards for all share-based payment transactions in which employee services are acquired. Transactions include incurring liabilities, or issuing or offering to issue shares, options, and other equity instruments such as employee stock ownership plans and stock appreciation rights. Share-based payments to employees, including grants of employee stock options, are recognized as compensation expense in the financial statements based on their fair values. That expense is recognized over the period during which an employee is required to provide services in exchange for the award, known as the requisite service period (usually the vesting period).

The Company accounts for stock-based compensation issued to non-employees and consultants in accordance with the provisions of ASC 505-50, *Equity – Based Payments to Non-Employees*. Measurement of share-based payment transactions with non-employees is based on the fair value of whichever is more reliably measurable:(a) the goods or services received; or (b) the equity instruments issued.

Share-based expense for the years ended December 31, 2021 and 2020 was \$1,598,154 and \$192,120 respectively.

*COMMITMENTS AND CONTINGENCIES*

The Company follows ASC 450-20, *Loss Contingencies*, to report accounting for contingencies. Liabilities for loss contingencies arising from claims, assessments, litigation, fines and penalties and other sources are recorded when it is probable that a liability has been incurred and the amount of the assessment can be reasonably estimated. There were no known commitments or contingencies as of December 31, 2021 and December 31, 2020.

*RECENT ACCOUNTING PRONOUNCEMENTS*

The Company has reviewed the FASB issued Accounting Standards Update ("ASU") accounting pronouncements and

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interpretations thereof that have effectiveness dates during the periods reported and in future periods. The Company has carefully considered the new pronouncements that alter previous generally accepted accounting principles and does not believe that any new or modified principles will have a material impact on the corporation's reported financial position or operations in the near term. The applicability of any standard is subject to the formal review of our financial management and certain standards are under consideration.

In May 2021, the FASB issued ASU 2021-04, Earnings Per Share (Topic 260), Debt-Modifications and Extinguishments (Subtopic 470-50), Compensation-Stock Compensation (Topic 718), and Derivatives and Hedging-Contracts in Entity's Own Equity (Subtopic 815-40). The new ASU addresses issuer's accounting for certain modifications or exchanges of freestanding equity-classified written call options. This amendment is effective for all entities, for fiscal years beginning after December 15, 2021, including interim periods within those fiscal years. Early adoption is permitted. The Company is currently evaluating the impact this new guidance will have on its financial statements.

**NOTE 3: CONVERTIBLE NOTE PAYABLE**

RB Capital Partners, Inc. on December 10, 2020 executed a Convertible note with the Company. The note carries a principal balance of \$100,000 along with an interest rate of 5% per annum and a maturity date of December 11, 2021 and a convertible demand note of \$37,783 with an interest rate of 0%. All payments due hereunder to the extent not converted into common stock, \$0.001 par value per share in accordance with the terms of the note agreement shall be made in lawful money of the United States of America.

The holder shall have the right from time to time, and at any time during the period beginning on the date which is one hundred eighty (180) days following the date of this note, to convert all or any part of the outstanding and unpaid principal amount into Common Stock. The conversion shall be determined by dividing the aggregate principal amount borrowed by \$0.15.

Rajeshkumar J Patel on December 11, 2020 executed a Convertible note with the Company. The note carries a principal balance of \$120,000 along with an interest rate of 10% per annum and a maturity date of December 11, 2021. All payments due hereunder to the extent not converted into common stock, \$0.001 par value per share in accordance with the terms of the note agreement shall be made in lawful money of the United States of America. The accrued interest is \$8,975 and \$657 as of December 31, 2021 and December 31, 2020, respectively.

The holder shall have the right from time to time, and at any time during the period beginning on the date which is one hundred eighty (180) days following the date of this note, to convert all or any part of the outstanding and unpaid principal amount into Common Stock. The conversion shall equal fifty percent (50%) of the lowest trading prices for the Common Stock during the twenty (20) day trading period ending on the latest complete trading day prior to the conversion date, representing a discount rate of forty percent (50%).

RB Capital Partners, Inc. on January 11, 2021 executed a Convertible note with the Company. The note carries a principal balance of \$100,000 along with an interest rate of 5% per annum and a maturity date of January 11, 2022. All payments due hereunder to the extent not converted into common stock, \$0.001 par value per share in accordance with the terms of the note agreement shall be made in lawful money of the United States of America. The holder shall have the right from time to time, and at any time during the period beginning on the date which is one hundred eighty (180) days following the date of this note, to convert all or any part of the outstanding and unpaid principal amount into Common Stock. The conversion shall be determined by dividing the aggregate principal amount borrowed by \$0.15.

RB Capital Partners, Inc. on January 27, 2021 executed a Convertible note with the Company. The note carries a principal balance of \$20,000 along with an interest rate of 5% per annum and a maturity date of January 27, 2022. All payments due hereunder to the extent not converted into common stock, \$0.001 par value per share in accordance with the terms of the note agreement shall be made in lawful money of the United States of America.

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The holder shall have the right from time to time, and at any time during the period beginning on the date which is one hundred eighty (180) days following the date of this note, to convert all or any part of the outstanding and unpaid principal amount into Common Stock. The conversion shall be determined by dividing the aggregate principal amount borrowed by \$0.30.

RB Capital Partners, Inc. on February 5, 2021 executed a Convertible note with the Company. The note carries a principal balance of \$130,000 along with an interest rate of 5% per annum and a maturity date of February 5, 2022. All payments due hereunder to the extent not converted into common stock, \$0.001 par value per share in accordance with the terms of the note agreement shall be made in lawful money of the United States of America.

The holder shall have the right from time to time, and at any time during the period beginning on the date which is one hundred eighty (180) days following the date of this note, to convert all or any part of the outstanding and unpaid principal amount into Common Stock. The conversion shall be determined by dividing the aggregate principal amount borrowed by \$0.15.

RB Capital Partners, Inc. on February 24, 2021 executed a Convertible note with the Company. The note carries a principal balance of \$60,000 along with an interest rate of 5% per annum and a maturity date of February 24, 2022. All payments due hereunder to the extent not converted into common stock, \$0.001 par value per share in accordance with the terms of the note agreement shall be made in lawful money of the United States of America.

The holder shall have the right from time to time, and at any time during the period beginning on the date which is one hundred eighty (180) days following the date of this note, to convert all or any part of the outstanding and unpaid principal amount into Common Stock. The conversion shall be determined by dividing the aggregate principal amount borrowed by \$0.15.

RB Capital Partners, Inc. on March 16, 2021 executed a Convertible note with the Company. The note carries a principal balance of \$160,000 along with an interest rate of 5% per annum and a maturity date of March 16, 2022. All payments due hereunder to the extent not converted into common stock, \$0.001 par value per share in accordance with the terms of the note agreement shall be made in lawful money of the United States of America.

The holder shall have the right from time to time, and at any time during the period beginning on the date which is one hundred eighty (180) days following the date of this note, to convert all or any part of the outstanding and unpaid principal amount into Common Stock. The conversion shall be determined by dividing the aggregate principal amount borrowed by \$0.15.

RB Capital Partners, Inc. on April 14, 2021 executed a Convertible note with the Company. The note carries a principal balance of \$160,000 along with an interest rate of 5% per annum and a maturity date of April 14, 2022. All payments due hereunder to the extent not converted into common stock, \$0.001 par value per share in accordance with the terms of the note agreement shall be made in lawful money of the United States of America.

The holder shall have the right from time to time, and at any time during the period beginning on the date which is one hundred eighty (180) days following the date of this note, to convert all or any part of the outstanding and unpaid principal amount into Common Stock. The conversion shall be determined by dividing the aggregate principal amount borrowed by \$0.15.

RB Capital Partners, Inc. on May 10, 2021 executed a Convertible note with the Company. The note carries a principal balance of \$160,000 along with an interest rate of 5% per annum and a maturity date of May 10, 2022. All payments due hereunder to the extent not converted into common stock, \$0.001 par value per share in accordance with the terms of the note agreement shall be made in lawful money of the United States of America.

The holder shall have the right from time to time, and at any time during the period beginning on the date which is one hundred eighty (180) days following the date of this note, to convert all or any part of the outstanding and unpaid principal amount into Common Stock. The conversion shall be determined by dividing the aggregate principal amount borrowed by \$0.15.

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RB Capital Partners, Inc. on June 10, 2021 executed a Convertible note with the Company. The note carries a principal balance of \$130,000 along with an interest rate of 5% per annum and a maturity date of June 10, 2022. All payments due hereunder to the extent not converted into common stock, \$0.001 par value per share in accordance with the terms of the note agreement shall be made in lawful money of the United States of America.

The holder shall have the right from time to time, and at any time during the period beginning on the date which is one hundred eighty (180) days following the date of this note, to convert all or any part of the outstanding and unpaid principal amount into Common Stock. The conversion shall be determined by dividing the aggregate principal amount borrowed by \$0.15.

RB Capital Partners, Inc. on July 12, 2021 executed a Convertible note with the Company. The note carries a principal balance of \$130,000 along with an interest rate of 5% per annum and a maturity date of July 12, 2022. All payments due hereunder to the extent not converted into common stock, \$0.001 par value per share in accordance with the terms of the note agreement shall be made in lawful money of the United States of America.

The holder shall have the right from time to time, and at any time during the period beginning on the date which is one hundred eighty (180) days following the date of this note, to convert all or any part of the outstanding and unpaid principal amount into Common Stock. The conversion shall be determined by dividing the aggregate principal amount borrowed by \$0.15.

RB Capital Partners, Inc. on September 3, 2021 executed a Convertible note with the Company. The note carries a principal balance of \$110,000 along with an interest rate of 5% per annum and a maturity date of September 3, 2022. All payments due hereunder to the extent not converted into common stock, \$0.001 par value per share in accordance with the terms of the note agreement shall be made in lawful money of the United States of America.

The holder shall have the right from time to time, and at any time during the period beginning on the date which is one hundred eighty (180) days following the date of this note, to convert all or any part of the outstanding and unpaid principal amount into Common Stock. The conversion shall be determined by dividing the aggregate principal amount borrowed by \$0.15.

RB Capital Partners, Inc. on October 1, 2021 executed a Convertible note with the Company. The note carries a principal balance of \$110,000 along with an interest rate of 5% per annum and a maturity date of October 11, 2022. All payments due hereunder to the extent not converted into common stock, \$0.001 par value per share in accordance with the terms of the note agreement shall be made in lawful money of the United States of America.

The holder shall have the right from time to time, and at any time during the period beginning on the date which is one hundred eighty (180) days following the date of this note, to convert all or any part of the outstanding and unpaid principal amount into Common Stock. The conversion shall be determined by dividing the aggregate principal amount borrowed by \$0.15.

RB Capital Partners, Inc. on November 10, 2021 executed a Convertible note with the Company. The note carries a principal balance of \$110,000 along with an interest rate of 5% per annum and a maturity date of November 10, 2022. All payments due hereunder to the extent not converted into common stock, \$0.001 par value per share in accordance with the terms of the note agreement shall be made in lawful money of the United States of America.

The holder shall have the right from time to time, and at any time during the period beginning on the date which is one hundred eighty (180) days following the date of this note, to convert all or any part of the outstanding and unpaid principal amount into Common Stock. The conversion shall be determined by dividing the aggregate principal amount borrowed by \$0.15.

RB Capital Partners, Inc. on December 10, 2021 executed a Convertible note with the Company. The note carries a principal balance of \$110,000 along with an interest rate of 5% per annum and a maturity date of December 10, 2022. All payments due hereunder to the extent not converted into common stock, \$0.001 par value per share in accordance with the terms of the note agreement shall be made in lawful money of the United States of America.

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The holder shall have the right from time to time, and at any time during the period beginning on the date which is one hundred eighty (180) days following the date of this note, to convert all or any part of the outstanding and unpaid principal amount into Common Stock. The conversion shall be determined by dividing the aggregate principal amount borrowed by \$0.05.

The Company accounts for this embedded conversion feature as a derivative under ASC 815-10-15-83 and valued separately from the note at fair value. The embedded conversion feature of the note is revalued at each subsequent reporting date at fair value and any changes in fair value will result in a gain or loss in those periods. On December 31, 2021, the derivative liability associated with all convertible note payable was \$2,485,875

Convertible Notes payable consisted of the following:

	December 31, 2021	December 31, 2020
Convertible notes payable:	\$ 1,734,283	\$ 294,000
Debt discount	(279,556)	(211,802)
Convertible notes payable net of debt discount	\$ 1,454,727	\$ 82,620
Accrued interest	61,746	1,275
Current portion of convertible note payable and interest	\$ 1,516,473	\$ 83,895

**NOTE 4: NOTE PAYABLE**

Notes payable consisted of the following:

	December 31, 2021	December 31, 2020
Demand note from Anoop Patel, a non-related party. The loan carries a 0% APR and does not have a maturity date.	\$ 27,793	\$ 30,293
Total notes payable	\$ 27,793	\$ 30,293
Total current portion	\$ 27,793	\$ 30,293

**NOTE 5: INCOME TAXES**

Deferred taxes are provided on a liability method whereby deferred tax assets are recognized for deductible temporary differences and operating loss and tax credit carry forwards and deferred tax liabilities are recognized for taxable temporary differences. Temporary differences are the differences between the reported amounts of assets and liabilities and their tax bases. Deferred tax assets are reduced by a valuation allowance when, in the opinion of management, it is more likely than not that some portion or all of the deferred tax assets will not be realized. The Company has evaluated Staff Accounting Bulletin No. 118 regarding the impact of the decreased tax rates of the Tax Cuts & Jobs Act. Deferred tax assets and liabilities are adjusted for the effects of changes in tax laws and rates on the date of enactment. The U.S. federal income tax rate of 21% is being used due to the new tax law recently enacted.

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The provision for Federal income tax consists of the following at December 31:

	2021	2020
<b>Federal income tax benefit attributable to:</b>		
<b>Current Operations</b>	\$ 758,000	\$ 124,000
<b>Less: valuation allowance</b>	(758,000)	(124,000)
<b>Net provision for Federal income taxes</b>	\$ —	\$ —

The cumulative tax effect at the expected rate of 21% of significant items comprising our net deferred tax amount is as follows at September 30:

	2021	2020
<b>Deferred tax asset attributable to:</b>		
<b>Net operating loss carryover</b>	\$ 1,182,000	\$ 424,000
<b>Less: valuation allowance</b>	(1,182,000)	(424,000)
<b>Net deferred tax asset</b>	\$ —	\$ —

At December 31, 2021, the Company had net operating loss carry forwards of approximately \$1,182,000 that maybe offset against future taxable income. No tax benefit has been reported in the December 31, 2021, or 2020 financial statements since the potential tax benefit is offset by a valuation allowance of the same amount.

On December 22, 2017, the U.S. government enacted comprehensive tax legislation commonly referred to as the Tax Cut and Jobs Act (the "Tax Act"). The Tax Act establishes new tax laws that affects 2018 and future years, including a reduction in the U.S. federal corporate income tax rate to 21% effective January 1, 2018.

Due to the change in ownership provisions of the Tax Reform Act of 1986, net operating loss carry forwards for Federal income tax reporting purposes are subject to annual limitations. Should a change in ownership occur, net operating loss carry forwards may be limited as to use in future years.

ASC Topic 740 provides guidance on the accounting for uncertainty in income taxes recognized in a company's financial statements. Topic 740 requires a company to determine whether it is more likely than not that a tax position will be sustained upon examination based upon the technical merits of the position. If the more-likely-than-not threshold is met, a company must measure the tax position to determine the amount to recognize in the financial statements.

The Company includes interest and penalties arising from the underpayment of income taxes in the statements of operations in the provision for income taxes. As of December 31, 2021, the Company had no accrued interest or penalties related to uncertain tax positions.

**NOTE 6: SHAREHOLDERS' EQUITY**

***Preferred Stock***

The Company has been authorized to issue 6,000,000 shares of \$0.001 par value Preferred Stock. The Board of Directors is expressly vested with the authority to divide any or all, of the Preferred Stock into series and to fix and determine the relative rights and preferences of the shares of each series so established, within certain guidelines established in the Articles of Incorporation. The Preferred Stock (non-convertible) carries a voting power equivalent of 1,000 to 1 share of common stock.

On July 25, 2019 the Company issued 80,000 shares of its preferred stock (non-convertible) to Parashar Patel, a related party, pursuant to a board resolution. The shares were issued for voting control and at par value of \$0.001.

**RESGREEN GROUP INTERNATIONAL, INC.**  
**NOTES TO FINANCIAL STATEMENTS**  
**FOR THE PERIOD ENDING DECEMBER 31, 2021**  
**(Unaudited)**

On December 31, 2021 and December 31, 2020 there are 80,000 and 80,000 shares of Preferred Stock (non-convertible) issued and outstanding, respectively.

**Common Stock**

The Company has been authorized to issue 400,000,000 shares of common stock, \$0.001 par value. Each share of issued and outstanding common stock shall entitle the holder thereof to fully participate in all shareholder meetings, to cast one vote on each matter with respect to which shareholders have the right to vote, and to share ratably in all dividends and other distributions declared and paid with respect to common stock, as well as in the net assets of the corporation upon liquidation or dissolution. The following table represents the shares that were issued during the period ended December 31, 2021 and December 31, 2020.

Date of Transaction	Transaction type (e.g. new issuance, cancellation, shares returned to treasury)	Number of Shares Issued (or cancelled)	Class of Securities	Value of shares issued (\$/per share) at Issuance	Were the shares issued at a discount to market price at the time of issuance? (Yes/No)	Individual/ Entity Shares were issued to (entities must have individual with voting / investment control disclosed).	Reason for share issuance (e.g. for cash or debt conversion ) OR Nature of Services Provided (if applicable)	Restricted or Unrestricted as of this filing?	Exemption or Registration Type?
5/12/2020	New issuance	75,000	Common	0.10	Yes	Barth Family Trust, Joseph Barth	Cash	Restricted	4(a)(2)
5/19/2020	New issuance	180,000	Common	0.10	Yes	Steven Seely	Cash	Restricted	4(a)(2)
5/21/2020	New issuance	200,000	Common	0.10	Yes	Kurt Johnson	Cash	Restricted	4(a)(2)
6/10/2020	New issuance	100,000	Common	0.10	Yes	Terry J Dobson	Cash	Restricted	4(a)(2)
6/16/2020	Cancellation	(23,000,000)	Common	0.001	Yes	New Opportunity Business Solutions, Inc. Brian Kistler, President	Services	Restricted	4(a)(2)
6/16/2020	Cancellation	(25,000,000)	Common	0.001	Yes	Parashar Patel, President	Services	Restricted	4(a)(2)
6/16/2020	New issuance	19,000,000	Common	0.001	Yes	Parashar Patel, President	Services	Restricted	4(a)(2)
6/16/2020	New issuance	17,000,000	Common	0.001	Yes	New Opportunity Business Solutions, Inc. Brian Kistler, President	Services	Restricted	4(a)(2)
7/21/2020	New issuance	1,230,769	Common	0.0325	Yes	World Market Ventures, LLC Chad Curtis, President	Debt Conversion	Restricted	4(a)(2)
7/27/2020	New issuance	300,000	Common	0.05	Yes	Terry J Dobson	Cash	Restricted	4(a)(2)
8/13/2020	New issuance	30,000	Common	0.10	No	Steven Seeley	Cash	Restricted	4(a)(2)
9/24/2020	New issuance	4,400,000	Common	0.0045	Yes	World Market Ventures, LLC Chad Curtis, President	Debt Conversion	Restricted	4(a)(2)
11/19/2020	New issuance	4,700,000	Common	0.0196	Yes	World Market Ventures, LLC Chad Curtis, President	Services	Unrestricted	Reg A
12/1/2020	New issuance	4,000,000	Common	0.0280	Yes	John Morgan	Services	Unrestricted	Reg A
12/11/2020	New issuance	5,000,000	Common	0.0005	Yes	RB Capital Partners, Inc.,	Debt Conversion	Unrestricted	4(a)(2)

**RESGREEN GROUP INTERNATIONAL, INC.**  
**NOTES TO FINANCIAL STATEMENTS**  
**FOR THE PERIOD ENDING DECEMBER 31, 2021**  
**(Unaudited)**

Date of Transaction	Transaction type (e.g. new issuance, cancellation, shares returned to treasury)	Number of Shares Issued (or cancelled)	Class of Securities	Value of shares issued (\$/per share) at Issuance	Were the shares issued at a discount to market price at the time of issuance? (Yes/No)	Individual/ Entity Shares were issued to (entities must have individual with voting / investment control disclosed).	Reason for share issuance (e.g. for cash or debt conversion ) OR Nature of Services Provided (if applicable)	Restricted or Unrestricted as of this filing?	Exemption or Registration Type?
						Brett Rosen, Managing Partner			
1/7/2021	New issuance	5,000,000	Common	0.0005	Yes	RB Capital Partners, Inc., Brett Rosen, Managing Partner	Debt Conversion	Unrestricted	4(a)(2)
1/8/2021	New issuance	5,000,000	Common	0.0540	No	Burt Lavallee	Services	Unrestricted	Reg A
2/9/2021	New issuance	2,500,000	Common	0.1554	No	World Market Ventures, LLC Chad Curtis, President	Services	Unrestricted	Reg A
4/2/2021	New issuance	3,000,000	Common	0.0700	No	Stacey Foxworthy	Services	Restricted	4(a)(2)
4/15/2021	New issuance	3,000,000	Common	0.0703	No	Sarah Carlson	Services	Restricted	4(a)(2)
4/15/2021	New issuance	3,000,000	Common	0.0703	No	Lawrence Lawson	Services	Restricted	4(a)(2)
5/27/2021	New issuance	6,000,000	Common	0.0005	Yes	RB Capital Partners, Inc., Brett Rosen, Managing Partner	Debt Conversion	Unrestricted	4(a)(2)
6/22/2021	New issuance	8,000,000	Common	0.0005	Yes	RB Capital Partners, Inc., Brett Rosen, Managing Partner	Debt Conversion	Unrestricted	4(a)(2)
8/2/2021	New issuance	708,700	Common	0.0369	No	Christopher Luckritz	Services	Restricted	4(a)(2)
8/2/2021	New issuance	708,700	Common	0.0369	No	Donald J Bird	Services	Restricted	4(a)(2)
8/2/2021	New issuance	708,700	Common	0.0369	No	Isacc Hammons	Services	Restricted	4(a)(2)
8/2/2021	New issuance	708,700	Common	0.0369	No	Stacey Foxworthy	Services	Restricted	4(a)(2)
8/13/2021	New issuance	8,000,000	Common	0.0005	Yes	RB Capital Partners, Inc., Brett Rosen, Managing Partner	Debt Conversion	Unrestricted	4(a)(2)
8/16/2021	New issuance	250,000	Common	0.0330	No	J2 Marketing, Hugh Johnson, Principal	Services	Restricted	4(a)(2)
12/6/2021	New issuance	10,000,000	Common	0.0195	Yes	World Market Ventures, LLC Chad Curtis, President	Services	Restricted	4(a)(2)

On December 31, 2021 and December 31, 2020, the company had 118,331,143 and 61,746,343 shares of common stock issued and outstanding, respectively.

**WARRANTS AND OPTIONS**

There are no warrants or options outstanding to acquire any additional shares of common stock of the Company as of December 31, 2021.

**RESGREEN GROUP INTERNATIONAL, INC.**  
**NOTES TO FINANCIAL STATEMENTS**  
**FOR THE PERIOD ENDING DECEMBER 31, 2021**  
**(Unaudited)**

**NOTE 7: RELATED PARTY TRANSACTIONS**

*EQUITY*

On June 16, 2020, the Company cancelled 25,000,000 shares of its common stock to its President, Parashar Patel, a related party, pursuant to a board resolution. The company concurrently re-issued 19,000,000 shares of its common stock to its President, Parashar Patel. The shares were issued at par and for the purpose of maintaining control.

On June 16, 2020, the Company cancelled 23,000,000 shares of its common stock to New Opportunity Business Solutions, Inc, a related party, pursuant to a board resolution. The Company concurrently re-issued 17,000,000 shares of its common stock to New Opportunity Business Solutions, Inc. The shares were issued at par and for the purpose of services rendered.

*NOTES PAYABLE*

During the period ending December 31, 2020, the Company executed a demand note with New Opportunity Business Solutions, Inc. in the amount of Twenty-one Thousand One Hundred Eighty-six \$21,186 to be used for operations. The balance at December 31, 2021 and December 31, 2020 was \$0 and \$21,186, respectively

*COMPENSATION AGREEMENT*

On July 1, 2019, the Company entered into a consulting agreement with its President, Parashar Patel with the following terms. The Company shall pay a monthly fee of \$5,000 commencing on August 1, 2019 and continuing until July 1, 2022. 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.

During the period ending December 31, 2020, the Company entered into a consulting agreement with Brian Kistler, its Chief Compliance Officer, with the following terms. The Company shall pay a monthly fee of \$2,000.

The balance of accrued management fees on December 31, 2021 and December 31, 2020 was \$112,741 and \$105,000, respectively

**NOTE 8. COMMITMENTS AND CONTINGENCIES**

From time to time the Company may be a party to litigation matters involving claims against the Company. Management believes that there are no current matters that would have a material effect on the Company's financial position or results of operations.

**NOTE 9: SUBSEQUENT EVENTS**

In accordance with ASC 855-10, the company has analyzed its operations subsequent to December 31, 2021, through the date these financial statements were issued (date of filing with the OTC Markets) and has determined that it does not have any material subsequent events to disclose except for those transactions listed below.

RB Capital Partners, Inc. on February 4, 2022, executed a Convertible note with the Company. The note carries a principal balance of \$100,000 along with an interest rate of 5% per annum and a maturity date of December 10, 2022. All payments due hereunder to the extent not converted into common stock, \$0.001 par value per share in accordance with the terms of the note agreement shall be made in lawful money of the United States of America.

The holder shall have the right from time to time, and at any time during the period beginning on the date which is one hundred eighty (180) days following the date of this note, to convert all or any part of the outstanding and unpaid principal amount into Common Stock. The conversion shall be determined by dividing the aggregate principal amount borrowed by \$0.02.

## **Item 5: Issuer's Business, Products and Services**

### A. Business Operation.

RGGI is utilizing extensive knowledge and experience in the engineering and robotics industry to acquire and develop methods and technologies for material handling logistics. This includes the construction and development of Artificial Intelligence Robotics, Autonomous Mobile Robots (AMRs), Automated Guided Vehicles (AGVs), and mobile technologies.

RGGI's highly skilled engineers have years of professional engineering experience in this realm. RGGI plans to remain focused and highly motivated to execute on its business strategy to develop specific types of Artificial Intelligence Robotics.

### B. Describe any subsidiaries, parents or affiliated companies, if applicable, and a description of their business contact information for the business, officers, directors, managers or control persons.

N/A

### C. Describe the issuers principal products or services, and their markets

*The following description of the issuer's principal products or services, and their markets contains forward-looking statements that involve risks and uncertainties. Our actual results could differ materially from those anticipated in these forward-looking statements as a result of various factors. The description of the issuer's principal products or services, and their markets should be read in conjunction with our financial statements and notes thereto contained elsewhere in this Annual Report.*

## **PRODUCTS**

### **PullBuddy™**

PullBuddy™ moves loads up to 1,000Kg at 200 feet per minute (FPM). The vehicle uses magnetic tape and sophisticated open source software and controls to reliably guide the vehicle in warehouses, plants and distribution facilities. AGVs provide superior flexibility over conveyors and other equipment because their paths can be easily changed.

PullBuddy™ is a low profile AGV and is 12.5" in height. An automatic pin pops up to engage and deliver a carrier to its destination. The vehicle then lowers the pin to move onto to its next mission. PullBuddy™ can run 24/7 via an opportunity charging system, which allows the vehicle's battery to quickly and conveniently charge several times during a shift at stations strategically set up along its path. PullBuddy™ AGV 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. RGGI is exploring other application possibilities for PullBuddy™. It is currently available for sale and a system will be installed and will be installed at Atlantic Precision Products in metro Detroit.

### **LilBuddy™**

LilBuddy™ is a light load version of its flagship AGV, PullBuddy™. The compact AMR is the company's first vehicle to use natural feature guidance. LilBuddy™ is capable of moving loads up to 220 pounds around facilities without tape, reflectors, or tags for ultimate flexibility.

RGGI's guidance system uses sensors to create and update a map of LilBuddy™'s surroundings, while simultaneously keeping track of the vehicle's location within that map. LilBuddy™ then utilizes virtual waypoints to direct its movement. The robot performs its own path planning, always selecting the shortest distance to its destination, and

detecting obstacles in its way. LilBuddy™ will offer two LiDAR sensor options for 2D and 3D mapping, depending on the customer's needs. Applications requiring vertical sensing would call for a 3D sensor.

LilBuddy™ will also include a hybrid navigation model that uses both natural feature and magnetic tape guidance. By augmenting natural feature guidance with magnetic tape, LilBuddy™ can provide pinpoint stopping accuracy. This addresses integration with other automated equipment, docking, and precision alignment.

LilBuddy™'s compact base is 17" x 17" and can rotate 360 degrees in place. The base can include a wide variety of tools and attachments for different applications, including load handling tables, racks, scissor lifts, conveyor belts, food trays, and more. It will be available Q1 2021.

### **BigBuddy™**

BigBuddy™ AMR was designed for demanding industrial and mission critical 24/7 applications. The vehicle can use either SLAM natural feature or magnetic tape guidance to navigate through manufacturing facilities and warehouses. The SLAM natural feature guidance requires no wires, tape or navigation marks.

BigBuddy™ will be able to tow up to 5,000 pounds, with a unit load capacity of 2,500 pounds. Another model tows up to 2,500 pounds and 1,250 pounds as a unit load. It will feature 5G communications and operates using an Android or iOS application in manual mode and WiFi in automatic mode. BigBuddy™ will be available in 2022.

### **BotWay™**

BotWay™ is a state-of-the-art traffic control and monitoring software that controls AGVs AMRs, smart accessories and more. BotWay™ is an adaptable, agile modular software that will work on any operating system and provides lightning fast set up for any size fleet. It offers traffic control, communications, monitoring and job queue. It can be set up operational conditions for path layouts, route programs, traffic constraints, cycle definitions and status monitoring.

BotWay™ incorporates MQTT standard protocol, which already exists on millions of devices. The interoperability is the message. MQTT is how you are going say it. And, BotWay™ is orchestrates all of it. For example, through BotWay™, a trigger could be set up that after PullBuddy™ AGV transports a load to a certain spot, it signals a fork truck driver. BotWay™ via MQTT would send a message to the fork truck driver on his or her display, and then PullBuddy™ could display a light so it's easy to find.

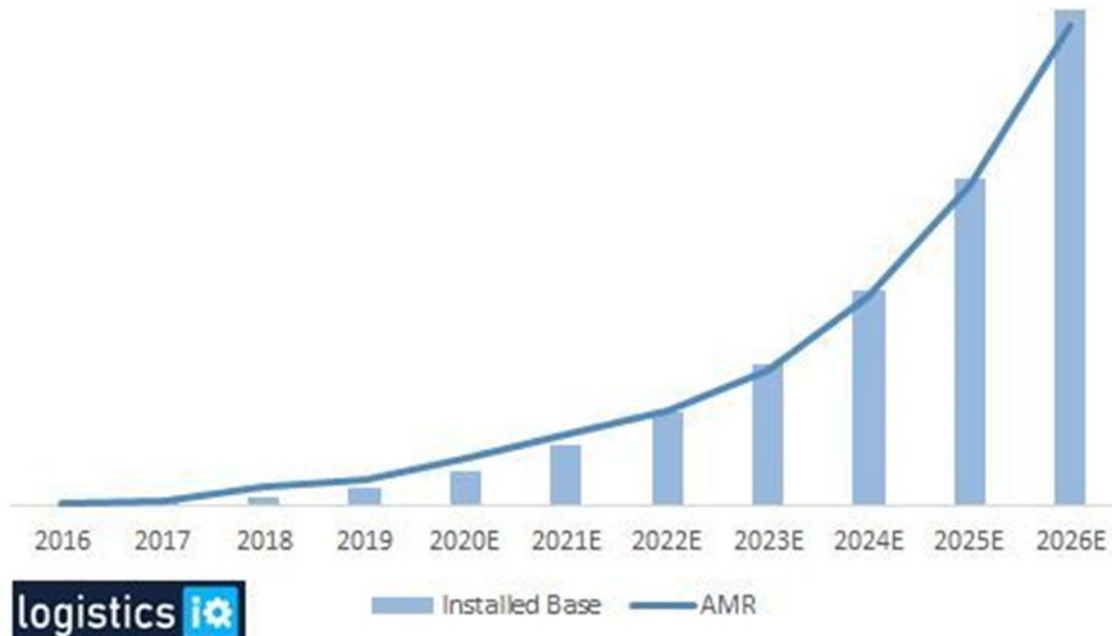
### **Smart Accessories**

- Wireless stack light – shows different colors to alert employees such as fork truck drivers.
- Wireless scissor lift – sits on top of PullBuddy™, LilBuddy™ or BigBuddy™ and raises and lowers to pre-programmed heights based on location and load.
- Wireless perimeter sensing- detects that a person or object has entered a defined area.
- Wireless mat occupancy – detects weight on a mat.

## **MARKETS**

The Automated Guided Vehicle (AGV) market size was valued at USD 3.39 billion in 2020 and is expected to expand at a compound annual growth rate (CAGR) of 13.0% from 2021 to 2028, according to Grand View Research. Verified Market Research estimated the global Autonomous Mobile Robot (AMR) market size at \$2.1 billion in 2020. It is projected to reach \$8.7 billion by 2028, growing at a CAGR of 18.7 % from 2021 to 2028.

## Autonomous Mobile Robots are expected to touch the mark of 1 Million Units by 2026



AGVs and AMRs are vehicles that move loads and goods around manufacturing facilities, warehouses, and distribution centers without manual intervention. While many companies use the terms AGV and AMR interchangeably, ANSI/RIA R15.08-1-2020 outlines that the fundamental difference between the two is how they traverse an operating environment. AGVs follow predefined paths (magnetic tape, transponders or reflectors) to transport materials, using collision avoidance to adjust their guidepaths. AMRs are not restricted to defined routes and instead use sensors to identify barriers and chart an obstacle-free path through free space (often called natural feature guidance). In simple terms, AGVs stop when something blocks their path. AMRs adjust the path without any intervention to move around obstacles. RGGI provides both AGVs and AMRs to meet the wide variety of needs for customers.

Whatever the technology, it's clear that both markets are growing at a rapid pace with no end in sight. Warehousing is embracing automation at an alarming pace due to labor shortages and the spike in e-commerce because of COVID-19. According to CBRE, the U.S. will need to add 330 million square feet of warehouse space for online fulfillment by 2025 to keep pace with the expected uptick in e-commerce sales.

But warehousing isn't the only sector where mobile robot usage will increase. Manufacturing, particularly automotive, will also invest heavily in AGVs and AMRs in the next few years. Automakers will invest over \$37 billion in North American plants from 2019 to 2025, with 15 of 17 new plants in the United States, according to LMC Automotive. Over 77% of that spending will be directed at SUV or electric vehicle (EV) projects. The Post ICE (Internal Combustion Engine) age is just beginning and many of these EV plants will use battery-operated AGVs and AMRs for everything from assembly to line-side delivery and picking and handling (both inbound and outbound) for replenishment. Labor shortages are causing more and more automotive OEMs to closely examine AGVs and AMRs. In fact, Deloitte's 2020 and 2021 Material Handling Industry Report more than 50% of the 1,000 supply chain and manufacturing leaders surveyed rated hiring and employee detention as their biggest challenge. In 2019, even before the COVID pandemic, 73% of respondents reported that it took more than 30 days to fill open positions. By 2030, the impact of unfilled job opening in the manufacturing industry could cost the US economy more than \$1 trillion. One of the only ways to resolve

this growing issue is through flexible automation.

## **Industry 4.0 and 5.0**

Industry 4.0, otherwise known as the fourth Industrial Revolution, is the rapid change to technology and industries in the 21<sup>st</sup> century due to an increase in interconnectivity and smart automation. The combination of the Internet of Things and the Internet of Systems make Industry 4.0 possible and the smart factory a reality. An essential part of Industry 4.0 is autonomous production methods, such as AGVs and AMRs, that can communicate with computers, other equipment and even workers. According to Reportlinker.com, the global market for Industry 4.0 was estimated at \$90.6 Billion in the year 2020 and is projected to reach \$219.8 Billion by 2026, growing at a CAGR of 16.5%. Much of that growth will include AGV and AMR purchases, particularly systems that make interconnectivity seamless.

MQTT (MQ Telemetry Transport) is another central element to industry 4.0 and the Industrial Internet of Things (IIoT). MQTT is a lightweight, publish-subscribe network protocol that transports messages between devices. MQTT is an OASIS and ISO 20922 standard that has become the norm for connecting IoT devices and is increasingly popular within smart manufacturing. MQTT can “talk” to thousands of devices on a network, including lights, PLCs, and sensors – allowing nearly everything on a factory floor to be connected. Unlike the traditional client-server model, in which a client communicates directly with an endpoint, MQTT clients are split into two groups: A sender (referred to as a publisher in MQTT) and a consumer that receives the data (an MQTT subscriber). The publisher and the subscriber are never in direct contact with each other. A third component (an MQTT broker), acts like a ‘traffic cop’, directing messages from the publisher to any end points acting as subscribers. MQTT provides the bi-directional messaging that a scalable, interoperable, reliable, and secure messaging system requires - making it the de facto solution for today’s smart factories.

In terms of 4.0 robotics, the goal is zero downtime and maximum efficiency. Unscheduled factory downtime is one of the most prevalent causes of inefficiency in manufacturing today. Spotting an issue on an assembly line in real time can increase productivity, reduce errors and improve quality. As robotic vehicles use more sensors and become more digitally connected, they collect more data and enable continuous operations.

The term Industry 5.0 refers to people working alongside robots, often called cobots, and smart machines. It’s about robots helping humans work better and faster by leveraging advanced technologies like the Internet of Things (IoT) and big data. As machines in the workplace get smarter and more connected, Industry 5.0 is aimed at merging those cognitive computing capabilities with human intelligence and resourcefulness in collaborative operations. RGGI’s products are designed to work alongside humans collaboratively.

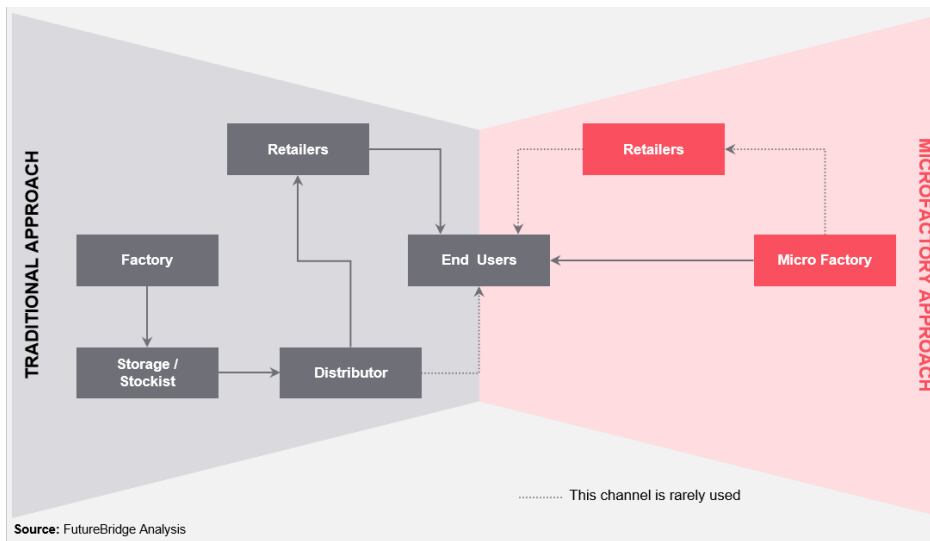
## **Micro-Factories and Micro-fulfillment Centers**

Micro-factory is a small-to-medium scale, highly automated, and technologically advanced manufacturing facility. Traditional manufacturing involves building a large factory to reduce costs. Micro-factories challenge this idea by setting up multiple small, but high-tech manufacturing units within close proximity to customers. Similarly, a micro-fulfillment center is a highly automated fulfillment center that serves e-commerce as well as local store pick-ups. They may be located in an existing store or warehouse or a dedicated small distribution/warehouse space, usually 10,000 square feet or less.

The new micro-age was brought on by the COVID crisis that disrupted manufacturing and shipping for months, as well as new edicts from corporate and government leaders to curb global warming. Micro-factories and micro-fulfillment centers require less energy, less material, and a small labor force, due to high-tech automated processes. Because of their small dimensions, these facilities require high levels of automation that is compact and flexible such as AGV and AMRs.

Micro-factories and micro fulfillment centers show how the Industrial Internet of Things (IIoT) is enabling a massive change from conventional manufacturing. The resulting benefits include higher operating efficiency, reduced supply chains, and lower environmental impact. Inside the plants, workstations replace conveyor belts. The robotic machinery

can be easily reprogrammed for design changes and mass customization that will increase customer satisfaction. AGVs and AMRs are an ideal fit for these micro-facilities that require flexibility and quick installation.



### **Item 6: Issuer's Facilities:**

We are currently leasing space at 51745 Filomena Drive, Shelby Township, MI 48315.

## **Item 7: Officers, Directors and Control Persons**

<b>Name of Officer/Director or Control Person</b>	<b>Affiliation with Company (e.g. Officer/Director/Owner of more than 5%)</b>	<b>Residential Address (City / State Only)</b>	<b>Number of shares owned</b>	<b>Share type/class</b>	<b>Ownership Percentage of Class Outstanding</b>	<b>Note</b>
Parashar Patel	President, Secretary, Treasurer and Director	Troy Michigan	19,556,000	Common	16.53%	
New Opportunity Business Solutions, Inc. Brian Kistler, President	Chief Compliance Officer and Director	Ossian, IN	17,000,000	Common	14.37%	

<b>Name of Officer/Director or Control Person</b>	<b>Affiliation with Company (e.g. Officer/Director/Owner of more than 5%)</b>	<b>Residential Address (City / State Only)</b>	<b>Number of shares owned</b>	<b>Share type/class</b>	<b>Ownership Percentage of Class Outstanding</b>	<b>Note</b>
Parashar Patel	President, Secretary, Treasurer and Director	Troy Michigan	80,000	Preferred	100%	

## **Item 8: Legal/Disciplinary History**

- A. Please identify whether any of the foregoing persons have, in the past 10 years, been the subject of:
1. A conviction in a criminal proceeding or named as a defendant in a pending criminal proceeding (excluding traffic violations and other minor offenses);  
None
  2. The entry of an order, judgment, or decree, not subsequently reversed, suspended or vacated, by a court of competent jurisdiction that permanently or temporarily enjoined, barred, suspended or otherwise limited such person's involvement in any type of business, securities, commodities, or banking activities;  
None
  3. A finding or judgment by a court of competent jurisdiction (in a civil action), the Securities and Exchange Commission, the Commodity Futures Trading Commission, or a state securities regulator of a violation of federal or state securities or commodities law, which finding or judgment has not been reversed, suspended, or vacated; or  
None
  4. The entry of an order by a self-regulatory organization that permanently or temporarily barred suspended or otherwise limited such person's involvement in any type of business or securities activities.  
None
- B. Describe briefly any material pending legal proceedings, other than ordinary routine litigation incidental to the business, to which the issuer or any of its subsidiaries is a party or of which any of their property is the subject. Include the name of the court or agency in which the proceedings are pending, the date instituted, the principal parties

thereto, a description of the factual basis alleged to underlie the proceed and the relief south. Include similar information as to any such proceedings know to be contemplated by governmental authorities.

None

### **Item 9: Third Party Providers**

#### **Other Service Providers**

Provide the name of any other service providers, including, counsel, advisor(s) or consultant(s) that assisted, advised, prepared or provided information with respect to this disclosure statement, or provided assistance or services to the issuer during the reporting period.

Name: Robin W Hunt  
Firm: Interactive Edgar Corp.  
Nature of Services: Bookkeeping  
Address: 17318 Dawkins Rd, New Haven, IN 46774

## **Item 10. Certifications**

The issuer shall include certifications by the chief executive officer and chief financial officer of the issuer (or any other persons with different titles but having the same responsibilities).

I, Parashar Patel, certify that:

1. I have reviewed this Annual disclosure statement of Resgreen Group International Inc.;
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

This 8th day of February 2022,

/s/ Parashar Patel

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Parashar Patel,

President

Resgreen Group International Inc.