



ResGreen Group International, Inc.
A Nevada Corporation

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Shelby Township, MI 48315
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info@resgreengroup.com
586-265-2376
SIC: 6719

QUARTERLY REPORT

For the Period Ending
March 31, 2023

Outstanding Shares

The number of shares outstanding of our Common Stock was:

459,785,846 as of March 31, 2023.

459,785,846 as of December 31, 2022.

Shell Status

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 and Rule 15c2-11 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:

Change in Control

Indicate by check mark whether a Change in Control¹ of the company has occurred over this reporting period:

Yes: No:

¹"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

Item 2: Security Information

Transfer Agent

VStock Transfer LLC

18 Lafayette Place
Woodmere, New York 11598
212-828-8436

<http://www.vstocktransfer.com>

info@vstocktransfer.com

Publicly Quoted or Traded Securities:

| | | |
|--|----------------------|-----------------------------------|
| Trading symbol: | <u>RGGI</u> | |
| Exact title and class of securities outstanding: | <u>Common Stock</u> | |
| Par or stated value: | <u>\$0.001</u> | |
| CUSIP: | <u>761127109</u> | |
| Total shares authorized: | <u>4,000,000,000</u> | as of date: <u>March 31, 2023</u> |
| Total shares outstanding: | <u>459,785,846</u> | as of date: <u>March 31, 2023</u> |
| Total number of shareholders of record: | <u>400</u> | as of date: <u>March 31, 2023</u> |

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

None

Other classes of authorized or outstanding equity securities:

| | | |
|--|------------------------|-----------------------------------|
| 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>March 31, 2023</u> |
| Total shares outstanding: | <u>0</u> | as of date: <u>March 31, 2023</u> |

Security Description:

1. For common equity, describe any dividend, voting and preemption rights.

The aggregate number of shares of common stock (the “Common Stock”) authorized to be issued by this Corporation shall be Four Billion (4,000,000,000), with a par value of \$0.001 per share. 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 the Common Stock, as well as in the net assets of the corporation upon liquidation or dissolution.

2. For preferred stock, describe the dividend, voting, conversion, and liquidation rights as well as redemption or sinking fund provisions.

The Corporation is authorized to issue six million (6,000,000) shares of \$0.001 par value preferred stock (the “Preferred Stock”). The Board of Directors is expressly vested with the authority to divide any or all of the Preferred Stock into series in addition to those set forth below and to fix and determine the relative rights and preferences of the shares of each series so established, provided, however, that the rights and preferences of various series may vary only with respect to:

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

3. Describe any other material rights of common or preferred stockholders.

None

4. Describe any material modifications to rights of holders of the company’s securities that have occurred over the reporting period covered by this report.

None.

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

Indicate by check mark whether there were any changes to the number of outstanding shares within the past two completed fiscal years:

No: Yes: (If yes, you must complete the table below)

| | | |
|--|---|--|
| Shares outstanding as of Second Most Recent Fiscal Year End: | | *Right-click the rows below and select "Insert" to add rows as needed. |
| Date: <u>12/31/2020</u> | Opening Balance: Common: <u>61,746,343</u> All Preferred: <u>80,000</u> | |

| 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? |
|---------------------|---|--|---------------------|---|--|---|---|---|---------------------------------|
| 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, | Debt Conversion | Unrestricted | 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? |
|--|---|--|---------------------|---|--|---|---|---|---------------------------------|
| | | | | | | Managing Partner | | | |
| 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) |
| 4/27/2022 | New issuance | 133,334 | Common | 0.1500 | No | Isacc Hammons | Services | Restricted | 4(a)(2) |
| 7/25/2022 | New issuance | 5,000,000 | Common | 0.0005 | Yes | RB Capital Partners, Inc., Brett Rosen, Managing Partner | Debt Conversion | Unrestricted | 4(a)(2) |
| 8/01/2022 | Cancellation | (80,000) | Preferred | 0.0010 | No | Parashar Patel, CEO | Services | Restricted | 4(a)(2) |
| 8/01/2022 | New issuance | 81,900,000 | Common | 0.0218 | No | Parashar Patel, CEO | Services | Restricted | 4(a)(2) |
| 8/01/2022 | New issuance | 18,621,369 | Common | 0.0075 | Yes | Rajeshkumar Patel | Debt Conversion | Restricted | 4(a)(2) |
| 8/01/2022 | New issuance | 800,000 | Common | 0.0218 | No | Corporate Ads, LLC, Hank Zemla, Principal | Services | Restricted | 4(a)(2) |
| 9/26/2022 | New issuance | 200,000,000 | Common | 0.0190 | No | Parashar Patel, CEO | Services | Restricted | 4(a)(2) |
| 9/26/2022 | New issuance | 12,000,000 | Common | 0.0190 | No | Tony Mazzola | Services | Restricted | 4(a)(2) |
| 9/26/2022 | New issuance | 3,000,000 | Common | 0.0190 | No | Christian Siefen | Services | Restricted | 4(a)(2) |
| 9/26/2022 | New issuance | 20,000,000 | Common | 0.0190 | No | Rajeshkumar Patel | Services | Restricted | 4(a)(2) |
| Shares Outstanding on March 31, 2023: | | | | | | | | | |
| Ending Balance: Date: <u>3/31/2023</u> | <u>Ending Balance:</u> Common: 459,785,846 All Preferred: <u>0</u> | | | | | | | | |

B. Promissory and Convertible Notes

Indicate by check mark whether there are any outstanding promissory, convertible notes, convertible debentures, or any other debt instruments that may be converted into a class of the issuer's equity securities.

No: Yes: (If yes, you must complete the table below)

| 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 | 3,461 | 30,293 | 0 | Demand Note | None | Parsh Patel CEO, Resgreen Group International, Inc. | Operations |
| 12/11/2020 | 19,283 | 37,783 | Footnote 1 | Convertible Note | The holder shall have the right from time to time, and at any time during the period 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 equal fifty percent (50%) of the lowest trading prices for the Common Stock during the Thirty (30) day trading period ending on the latest complete trading day prior to the conversion date, representing a discount rate of forty percent (50%). | | |
| 12/11/2020 | 100,000 | 100,000 | Footnote 1 | Convertible Note | Footnote 2 | RB Capital Partners, Inc., Brett Rosen, Managing Partner | Operations |
| 1/11/2021 | 100,000 | 100,000 | Footnote 1 | Convertible Note | Footnote 2 | RB Capital Partners, Inc., Brett Rosen, Managing Partner | Operations |
| 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 | Footnote 2 | RB Capital Partners, Inc., Brett Rosen, Managing Partner | Operations |
| 2/24/2021 | 60,000 | 60,000 | Footnote 1 | Convertible Note | Footnote 2 | RB Capital Partners, Inc., Brett Rosen, Managing Partner | Operations |
| 3/16/2021 | 160,000 | 160,000 | Footnote 1 | Convertible Note | Footnote 2 | RB Capital Partners, Inc., Brett Rosen, Managing Partner | Operations |
| 4/14/2021 | 160,000 | 160,000 | Footnote 1 | Convertible Note | Footnote 2 | RB Capital Partners, Inc., Brett Rosen, Managing Partner | Operations |
| 5/10/2021 | 160,000 | 160,000 | Footnote 1 | Convertible Note | Footnote 2 | RB Capital Partners, Inc., Brett Rosen, Managing Partner | Operations |
| 6/10/2021 | 130,000 | 130,000 | Footnote 1 | Convertible Note | Footnote 2 | RB Capital Partners, Inc., Brett Rosen, Managing Partner | Operations |
| 7/12/2021 | 130,000 | 130,000 | Footnote 1 | Convertible Note | Footnote 2 | RB Capital Partners, Inc., Brett Rosen, Managing Partner | Operations |
| 9/3/2021 | 110,000 | 110,000 | Footnote 1 | Convertible Note | Footnote 2 | RB Capital Partners, Inc., Brett Rosen, Managing Partner | Operations |
| 10/11/2021 | 110,000 | 110,000 | Footnote 1 | Convertible Note | Footnote 2 | RB Capital Partners, Inc., Brett Rosen, Managing Partner | Operations |
| 11/10/2021 | 110,000 | 110,000 | Footnote 1 | Convertible Note | Footnote 2 | 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.) |
|-----------------------|--------------------------|-----------------------------------|-----------------------|------------------|---|--|---|
| 12/10/2021 | 110,000 | 110,000 | Footnote 1 | Convertible Note | Footnote 3 | RB Capital Partners, Inc., Brett Rosen, Managing Partner | Operations |
| 2/4/2022 | 100,000 | 100,000 | Footnote 1 | Convertible Note | Footnote 4 | RB Capital Partners, Inc., Brett Rosen, Managing Partner | Operations |
| 2/9/2022 | 98,655 | 100,000 | 0 | Line of Credit | None | Bruce Miller | Operations |
| 3/14/2022 | 125,000 | 125,000 | Footnote 1 | Convertible Note | Footnote 4 | RB Capital Partners, Inc., Brett Rosen, Managing Partner | Operations |
| 4/29/2022 | 100,000 | 100,000 | Footnote 1 | Convertible Note | Footnote 4 | RB Capital Partners, Inc., Brett Rosen, Managing Partner | Operations |
| 6/15/2022 | 2,000,000 | 2,000,000 | 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 price means, as of any Conversion date or other date of determination, initially at a price per share equal to 70% of the price per share of the Qualified Offering. Subject to adjustments. | RB Capital Partners, Inc., Brett Rosen, Managing Partner | Operations |

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

Footnotes to Interest Accrued

**Accrued Interest
For the period ending
December 31, 2022**

| <u>Name of Noteholder</u> | <u>Accrued Interest</u> |
|--------------------------------------|-------------------------|
| Footnote 1 RB Capital Partners, Inc. | \$ 271,924 |

Footnote 2 - 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.

Footnote 3 - 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.

Footnote 4 - 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 4: 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 issuer's 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 Quarterly 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 under 12.0" 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 is installed and operational at Atlantic Precision Products in metro Detroit.

LilBuddy



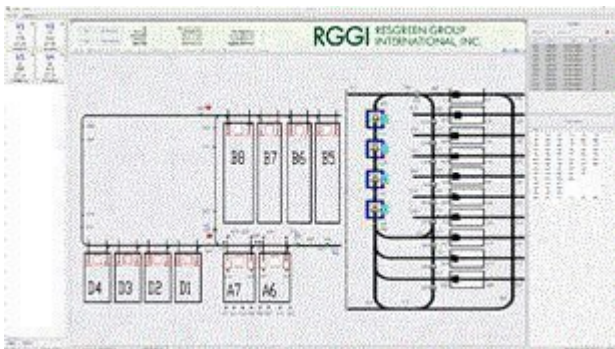
LilBuddy is a light load version of its flagship AGV, PullBuddy. The compact AMR is the company's first vehicle to use natural feature guidance. LilBuddy is capable of moving loads up to 220 pounds around facilities without tape, reflectors, or tags for ultimate flexibility. RGGI's guidance system uses 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 Q4 2023.

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 Wi-Fi in automatic mode. BigBuddy is estimated to be available in 2023.

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 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 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.

Market Opportunity

The Company's AGVs and AMRs are vehicles designed for moving 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 guide paths. 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.

The Automated Guided Vehicle (AGV) market size was valued at USD 3.81 billion in 2021 and is expected to expand at a compound annual growth rate (CAGR) of 10.2% from 2022 to 2030, 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 \$9.38 billion by 2030, growing at a CAGR of 10.2 % from 2022 to 2030.

Whatever the technology, both AGV and AMR markets are growing at a rapid pace. Warehousing is embracing automation at a fast 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.

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 retention 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 openings 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.

With these challenges in mind, the Company has developed its product lines to bring value to our customers as they move toward full automation and the adoption of Industry 4.0. Industry 4.0, otherwise known as the fourth Industrial Revolution, is the rapid change to technology and industries in the 21st 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. We believe our PullBuddy (AGV) and LilBuddy (AMR) is the solution for our customers on their journey to full automation.

The progression to full automation is not accomplished by simply adding AGVs and AMRs. These vehicles need a traffic control system. The Company's traffic management and monitoring software is BotWay. BotWay is agile and adaptable to most communication protocols. Our main focus and primary development is within the MQTT (MQ Telemetry Transport) protocol. MQTT 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. 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.

Micro-Factories and Micro-fulfillment Centers

A 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 AGVs and AMRs. We believe ResGreen's AGVs and AMRs are an ideal fit for these micro-facilities that require flexibility and quick installation.

Go-To-Market Strategy

RGGI's go-to-market strategy is designed to take advantage of the team's extensive experience in material handling and robotics, products low price point and interoperability.

Integrators

After initially selling and installing several systems directly to customers, RGGI will sell its products through an integrator network. With 40 years of experience, Parashar Patel has relationships with many material handling companies and has established relationships with top integrators. The Company intends to capitalize on these relationships by adding more integrators as our business dictates. Integrators will not only sell the systems, but also install and service them if needed. Other leading AGV and AMR companies use integrators or distributors, but often end up competing with them to win business. RGGI wants to focus on constantly improving product design and not on selling its products directly. RGGI will offer the following benefits to its integrators:

- Significant product discount – RGGI will provide a bigger discount on its products than its competitors.
- Lead sharing – RGGI will establish a robust lead gathering program through its website, trade shows and connections with customers unhappy with competitors' systems. All leads will be shared with integrators.
- Product training – RGGI's AMRs, AGVs and software are designed to give customers independence, which will make them very easy to understand for integrators. Integrators will need very little training to sell and service RGGI products. Plus, RGGI has a dedicated staff to answer integrator questions, unlike other AGV/AMR companies. Metrics gathered by BotWay could be shared with integrators, providing upsell opportunities because they will know when vehicles need to be serviced or added to the system to increase productivity.
- Access to marketing and sales materials – RGGI will set up a microsite to provide regularly updated sales and marketing materials to integrators, including brochures, spec sheets, PowerPoint presentations, videos, press releases, and case studies.

Target micro-factories and micro-fulfillment centers

RGGI's AMRs' and AGVs' compact size, interoperability and easy-to-use designs make them ideal for micro-factories and micro-fulfillment centers. These facilities need to be highly automated and AMRs and AGVs need to work side-by-side with employees. RGGI's vehicles and smart accessories, such as wireless push buttons, were developed to work collaboratively with humans. RGGI will focus on establishing partnerships with companies building micro-factories and micro-fulfillment centers in the U.S., such as Arrival to promote its products.

Target manufacturing and automotive companies

RGGI is headquartered in metro Detroit, in the heart of the rust belt and automotive industry. The company recently completed a demonstration area at its headquarters to showcase PullBuddy and LilBuddy vehicles, along with their signature BotWay software. The demo center is ideally located for automotive customers planning to build new electric vehicle plants in post ICE (internal-combustion engines) age.

Small and mid-size customers

RGGI's AGV, AMR and BotWay software are designed to be cost-effective and installed, modified and maintained by customers themselves greatly reducing overall cost of ownership. This makes them ideal for small and mid-size companies that are looking to add AGVs and AMRs for the first time. RGGI will help fill the gap in the industry for customers that require less than 20 vehicles in a multi-point system with minimal front-end process.

Sell intelligent accessories online

RGGI will sell its intelligent accessories product line of wireless push buttons, wireless stack lights, wireless scissor lifts, wireless perimeter detection and wireless mat occupancy on its website. Online sales will make it convenient for customers to order accessories as needed. RGGI's intelligent accessories are manufactured quickly and easily at its headquarters by 3D printers and can be made on demand as needed.

Consulting services

RGGI also provides consulting services including virtual testing and commissioning, backend operational oversight, material handling assessment, work-flow analysis, and steady state yield management using artificial intelligence, technology, and management systems.

Item 5: Issuer's Facilities:

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

Item 6: Officers, Directors and Control Persons

| Name of Officer/Director or Control Person | Affiliation with Company (e.g. Officer/Director/Owner of more than 5%) | Residential Address (City / State Only) | Number of shares owned | Share type/class | Ownership Percentage of Class Outstanding | Note |
|--|--|---|------------------------|------------------|---|------|
| Parashar Patel | President, Secretary, Treasurer and Director | Clinton Township, Michigan | 301,456,000 | Common | 65.56% | |
| Rajeshkumar Patel | Owner of more than 5% | Clinton Township, Michigan | 38,621,369 | Common | 8.40% | |

Item 7: 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 8: Third Party Providers

Securities Counsel (must include Counsel preparing Attorney Letters).

Jeff Turner
JDT Legal, PLLC
897 Baxter Dr.
South Jordan, UT 84095
(801) 810-4465

Accountant or Auditor

BF Borgers CPA PC
5400 West Cedar Avenue
Lakewood, CO 80226
(303) 953-1454
contact@bfbcpa.us
<http://www.bfbcpa.us/>

Investor Relations

All other means of Investor Communications

| | |
|-----------|---|
| Twitter: | <u>www.twitter.com/ResGreenGroup</u> |
| Discord: | <u>N/A</u> |
| LinkedIn: | <u>www.linkedin.com/company/resgreen</u> |
| Facebook: | <u>www.Facebook.com/ResGreenGroup</u> |
| [Other] | <u>N/A</u> |

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: | <u>Robin W Hunt</u> |
| Firm: | <u>Interactive Edgar Corp.</u> |
| Nature of Services: | <u>Bookkeeping</u> |
| Address: | <u>17318 Dawkins Rd, New Haven, IN 46774</u> |

Item 9: 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.

INDEX TO CONDENSED FINANCIAL STATEMENTS

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| Statement of Changes in Shareholders' Deficit | 17 |
| Statements of Cash Flows for the three months ended March 31, 2023 and March 31, 2022 | 18 |
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REGREEN GROUP INTERNATIONAL INC.

Balance Sheets

| | March 31, | December 31, |
|--|-------------------|---------------------|
| | 2023 | 2022 |
| | (Unaudited) | (Audited) |
| ASSETS | | |
| Current Assets | | |
| Cash and cash equivalents | \$ 403,987 | \$ 782,292 |
| Accounts receivable | 2,200 | 2,200 |
| Inventory | 248,128 | 186,336 |
| Prepaid expense | ---- | 30,000 |
| Total Current Assets | 654,315 | 1,000,828 |
| Property, plant and equipment, net of accumulated depreciation of \$264 and \$0, respectively | 5,016 | ---- |
| TOTAL ASSETS | \$ 659,331 | \$ 1,000,828 |
| LIABILITIES AND STOCKHOLDERS' EQUITY | | |
| Current Liabilities | | |
| Accounts payable | 2,189 | 12,996 |
| Accrued interest | 271,924 | 208,219 |
| Accrued expenses | 32,031 | 23,960 |
| Accrued management fees | 183,741 | 174,741 |
| Current portion of finance lease obligation | 1,320 | ---- |
| Convertible note payable, net of discount of \$0 and \$259,606 respectively | 3,934,283 | 3,674,677 |
| Derivative liability | 1,094,273 | 1,357,630 |
| Warrant liability | 337,267 | 355,621 |
| Note payable | 98,355 | 98,655 |
| Note payable – related party | 3,461 | 4,592 |
| Total Current Liabilities | 5,958,844 | 5,911,091 |
| Finance lease obligation | 3,733 | ---- |
| TOTAL LIABILITIES | 5,962,577 | 5,911,091 |
| Stockholders' Deficit | | |
| Preferred stock: 6,000,000 authorized; \$0.001 par value 0 and 0 shares issued and outstanding, respectively | ---- | ---- |
| Common stock: 4,000,000,000 authorized; \$0.001 par value 459,785,846 and 459,785,846 shares issued and outstanding, respectively | 459,786 | 459,786 |
| Additional paid in capital | 9,517,986 | 9,517,986 |
| Accumulated deficit | (15,281,018) | (14,888,035) |
| Total Stockholders' Deficit | (5,303,246) | (4,910,263) |
| TOTAL LIABILITIES AND STOCKHOLDERS' DEFICIT | \$ 659,331 | \$ 1,000,828 |

The accompanying notes are an integral part of these financial statements.

RESGREEN GROUP INTERNATIONAL INC.
STATEMENTS OF OPERATIONS
(Unaudited)

| | For the Three Months Ended | |
|--|-----------------------------------|----------------------------|
| | March 31, | |
| | 2023 | 2022 |
| Revenues | | |
| Sales | \$ 5,321 | \$ 26,402 |
| Cost of goods sold | ---- | 12,476 |
| Gross profit | <u>5,321</u> | <u>13,926</u> |
| Operating Expenses | | |
| Contract services | 50,754 | 33,100 |
| Research and development | 6,866 | 40,033 |
| Professional fees | 59,821 | 23,149 |
| General and administrative | 229,013 | 188,079 |
| Rent | 7,111 | 6,666 |
| Depreciation | 264 | ---- |
| Total operating expenses | <u>353,829</u> | <u>291,027</u> |
| Net loss from operations | (348,508) | (277,101) |
| Other income (expense) | | |
| Interest income | 41 | 2 |
| Interest expense | (66,621) | (25,384) |
| Interest expense related to derivative liability | (259,606) | (40,322) |
| Change in derivative | 263,357 | 5,090 |
| Revaluation of warrant liability | 18,354 | ---- |
| Income tax | ---- | ---- |
| Net loss | \$ <u>(392,983)</u> | \$ <u>(337,715)</u> |
| Basic and diluted loss per share | \$ <u>(0.00)</u> | \$ <u>(0.00)</u> |
| Weighted average number of shares outstanding | <u>459,785,846</u> | <u>118,331,143</u> |

The accompanying notes are an integral part of these financial statements.

RESGREEN GROUP INTERNATIONAL INC.
STATEMENTS OF CHANGE IN SHAREHOLDERS' DEFICIT
FOR THE PERIOD ENDED MARCH 31, 2023
(Unaudited)

| | Preferred Stock | | Common Stock | | Additional | Accumulated | <u>Total</u> |
|---|-----------------|---------------|---------------|---------------|----------------|-----------------|----------------|
| | <u>Shares</u> | <u>Amount</u> | <u>Shares</u> | <u>Amount</u> | <u>Paid in</u> | <u>Deficit</u> | |
| | | | | | <u>Capital</u> | | |
| 2022 | | | | | | | |
| Balance, December 31, 2021 | 80,000 | \$ 80 | 118,331,143 | \$ 118,331 | \$ 3,784,961 | \$ (5,777,910) | \$ (1,874,538) |
| Net loss for the three months ended, March 31, 2022 | --- | --- | --- | --- | --- | (337,716) | (337,716) |
| Balance, March 31, 2022 | 80,000 | \$ 80 | 118,331,143 | \$ 118,331 | \$ 3,784,961 | \$ (6,115,626) | \$ (2,212,254) |
| 2023 | | | | | | | |
| Balance, December 31, 2022 | --- | \$ --- | 459,785,846 | \$ 459,786 | \$ 9,517,986 | \$ (14,888,035) | \$ (4,910,263) |
| Net loss for the three months ended, March 31, 2023 | --- | --- | --- | --- | --- | (392,983) | (392,983) |
| Balance, March 31, 2023 | --- | \$ --- | 459,785,846 | \$ 459,786 | \$ 9,517,986 | \$ (15,281,018) | \$ (5,303,246) |

The accompanying notes are an integral part of these financial statements.

RESGREEN GROUP INTERNATIONAL INC.
STATEMENTS OF CASH FLOWS
(Unaudited)

For the Three Months Ended
March 31,

| | 2023 | 2022 |
|--|-------------------|-------------------|
| CASH FLOWS FROM OPERATING ACTIVITIES: | | |
| Net (loss) | \$ (392,983) | \$ (337,715) |
| Adjustment to reconcile net loss to net cash provided in operations: | | |
| Inventory | (61,792) | (4,070) |
| Depreciation and amortization | (264) | ---- |
| Change in fair market value of derivatives | (263,357) | (5,090) |
| Amortization of debt discount | 259,606 | 40,322 |
| Revaluation of warrant liability | (18,354) | ---- |
| Change in assets and liabilities: | | |
| Accounts receivable | ---- | 1,245 |
| Prepaid expenses | 30,000 | (3,459) |
| Accrued management fees | 9,000 | 9,000 |
| Accrued expenses | 8,071 | 1,917 |
| Accounts payable and other accrued liabilities | (10,807) | 3,491 |
| Accrued interest | 63,705 | 23,714 |
| Net cash used in operating activities | <u>(377,175)</u> | <u>(270,645)</u> |
| CASH FLOWS FROM INVESTING ACTIVITIES: | | |
| Stock issued to reduce debt | (5,280) | ---- |
| Net cash used in financing activities | <u>(5,280)</u> | <u>----</u> |
| CASH FLOWS FROM FINANCING ACTIVITIES: | | |
| Proceeds (payments) convertible notes payable | ---- | 225,000 |
| Proceeds (payments) notes payable | (300) | 99,555 |
| Proceeds (payments) notes payable, related party | (1,131) | ---- |
| Proceeds (payments) of finance lease obligation | 5,581 | ---- |
| Net cash provided by financing activities | <u>4,150</u> | <u>324,555</u> |
| Net change in cash and cash equivalents | (378,305) | 53,910 |
| Cash and cash equivalents, Beginning of period | 782,292 | 219,705 |
| Cash and cash equivalents, End of period | <u>\$ 403,987</u> | <u>\$ 273,615</u> |
| Supplemental cash flow information | | |
| Cash paid for interest | \$ 2,915 | \$ 1,640 |
| Cash paid for taxes | \$ ---- | \$ ---- |

The accompanying notes are an integral part of these financial statements.

RESGREEN GROUP INTERNATIONAL, INC.
NOTES TO FINANCIAL STATEMENTS
FOR THE PERIOD ENDING MARCH 31, 2023
(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 March 31, 2023 and December 31, 2022, the Company had net losses of \$392,983 and \$337,715 and negative cash flows from operating activities of (\$377,175) and (\$270,645), respectively. As of March 31, 2023, the Company had a working capital deficit of \$5,304,529. The Company has generated \$5,321 and \$26,402 in revenues for the periods ended March 31, 2023 and 2022, 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.

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 includes 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.

RESGREEN GROUP INTERNATIONAL, INC.
NOTES TO FINANCIAL STATEMENTS
FOR THE PERIOD ENDING MARCH 31, 2023
(Unaudited)

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 March 31, 2023 and December 31, 2022 were \$403,987 and \$782,292, 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 March 31, 2023.

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.

PROPERTY AND EQUIPMENT

Property and equipment are recorded at cost and depreciated over their estimated useful lives or the term of the lease using the straight-line method for financial statement purposes. Estimated useful lives in years for depreciation are five to seven years for property and equipment. Additions, betterments and replacements are capitalized, while expenditures for repairs and maintenance are charged to operations when incurred. As units of property are sold or retired, the related cost and accumulated depreciation are removed from the accounts, and any resulting gain or loss is recognized in income.

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

RESGREEN GROUP INTERNATIONAL, INC.
NOTES TO FINANCIAL STATEMENTS
FOR THE PERIOD ENDING MARCH 31, 2023
(Unaudited)

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 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 three months ended March 31, 2023 and 2022 were \$5,321 and \$26,402 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

RESGREEN GROUP INTERNATIONAL, INC.
NOTES TO FINANCIAL STATEMENTS
FOR THE PERIOD ENDING MARCH 31, 2023
(Unaudited)

- 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.

Fair value estimates discussed herein are based upon certain market assumptions and pertinent information available to management as of March 31, 2023. 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 March 31, 2023 and December 31, 2022, the Company had \$1,094,273 and \$1,357,630 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.

RESGREEN GROUP INTERNATIONAL, INC.
NOTES TO FINANCIAL STATEMENTS
FOR THE PERIOD ENDING MARCH 31, 2023
(Unaudited)

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 March 31, 2023.

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 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 March 31, 2023, the Company had unused net operating loss carry forwards of \$2,840,000 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 March 31, 2023 and at December 31, 2022. On March 31, 2023 and December 31, 2022, 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 March 31, 2023 and December 31, 2022 totaled \$0 and \$6,130,862, 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 March 31, 2023 and 2022 was \$0 and \$0 respectively.

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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 March 31, 2023 and December 31, 2022.

RECENT ACCOUNTING PRONOUNCEMENTS

The Company has reviewed the FASB issued Accounting Standards Update (“ASU”) accounting pronouncements and 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: INVENTORIES

All inventories are stated at the lower of cost or net realizable value. Cost of our inventories is determined by costing methods that approximate a first-in, first-out (“FIFO”) basis. Inventories are as follows:

| | March 31, 2023 | December 31, 2022 |
|---|---------------------------|------------------------------|
| Raw materials, work-in-process, and supplies | \$ 150,109 | \$ 119,596 |
| Finished products | 98,019 | 66,740 |
| Total inventories | <u>\$ 248,128</u> | <u>\$ 186,336</u> |

NOTE 4: PROPERTY AND EQUIPMENT

Property and equipment, at costs, consist of the following:

| | March 31, 2023 | December 31, 2022 |
|--------------------------------|---------------------------|------------------------------|
| Equipment | \$ 5,280 | \$ ---- |
| Less: Accumulated depreciation | 264 | ---- |
| Net property and equipment | <u>\$ 5,016</u> | <u>\$ ----</u> |

Depreciation expense for the Three months ended March 31, 2023 and 2022 were \$264 and \$0, respectively.

NOTE 5: LEASES

Finance Lease Obligations

On August 2, 2022, the Company entered into a lease agreement with a finance company to lease a copier. The lease obligation is payable in monthly installments of \$110. The lease is a four-year lease. The term of the lease ends August 2, 2026.

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The components of lease expense were as follows:

| Finance lease | March 31, 2023 | December 31, 2022 |
|--|---------------------------|------------------------------|
| Current obligation of finance leases | \$ 1,320 | \$ ---- |
| Finance leases, net of current obligations | 3,733 | ---- |
| Total finance lease liability | \$ 5,053 | \$ ---- |

NOTE 6: 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 principal balance is \$100,000 and \$100,000 at December 31, 2022, and December 31, 2021, respectively, and \$19,283 and \$21,783 at December 31, 2022, and December 31, 2021, 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 be determined by dividing the aggregate principal amount borrowed by \$0.15.

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.

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

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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.

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.

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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 \$0.15.

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 11, 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.

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.

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 February 4, 2023. 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.

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RB Capital Partners, Inc. on March 14, 2022 executed a Convertible note with the Company. The note carries a principal balance of \$125,000 along with an interest rate of 5% per annum and a maturity date of March 14, 2023. 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.

RB Capital Partners, Inc. on April 29, 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 April 29, 2023. 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.

RB Capital Partners, Inc. on June 15, 2022, executed a Convertible note with the Company. The note carries a principal balance of \$2,000,000 along with an interest rate of 8% per annum and a maturity date of June 15, 2023. The loan proceeds will be disbursed to the company in four (4) equal five hundred-thousand-dollar (\$500,000) tranches, on the following schedule: June 15, 2022, July 15, 2022, August 15, 2022 and September 22, 2022. As of September 30, 2022, the Company has received all four (4) tranches for a total amount of \$2,000,000. The outstanding principal balance at December 31, 2022 is \$2,000,000. 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 price means, as of any Conversion date or other date of determination, initially at a price share equal to 70% of the price per share of the Qualified Offering. Subject to adjustments.

The convertible notes are currently not in repayment as of the date of this report and are accruing interest per the terms of each individual note. Total accrued interest on all convertible notes is disclosed in the table below. Although certain notes have maturity dates prior to the date of this report, the notes are not in default. There is not a default clause associated with any note that has a maturity date prior to this report.

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 March 31, 2023, the derivative liability associated with all convertible note payable was \$1,094,273.

Convertible Notes payable consisted of the following:

| | March 31, 2023 | December 31, 2022 |
|--|---------------------------|------------------------------|
| Convertible notes payable: | \$ 3,934,283 | \$ 3,934,283 |
| Debt discount | --- | (259,606) |
| Convertible notes payable net of debt discount | \$ 3,934,283 | \$ 3,674,677 |

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| | March 31, 2023 | December 31, 2022 |
|--|---------------------------|------------------------------|
| Accrued interest | 271,924 | 208,219 |
| Current portion of convertible note payable and interest | \$ 4,206,207 | \$ 3,882,896 |

NOTE 7: NOTE PAYABLE

Notes payable consisted of the following:

| | March 31, 2023 | December 31, 2022 |
|---|---------------------------|------------------------------|
| Demand note from Bruce Miller, a non-related party. The loan carries a 12% APR and does not have a maturity date. | \$ 98,355 | \$ 98,655 |
| Total notes payable, related party | \$ 98,355 | \$ 98,655 |
| Total current portion | \$ 98,355 | \$ 98,655 |

NOTE 8: NOTE PAYABLE – RELATED PARTY

Notes payable, related party consisted of the following:

| | March 31, 2023 | December 31, 2022 |
|---|---------------------------|------------------------------|
| Demand note from Parsh Patel, our CEO and related party. The loan carries a 0% APR and does not have a maturity date. | \$ 3,641 | \$ 4,592 |
| Total notes payable, related party | \$ 3,641 | \$ 4,592 |
| Total current portion | \$ 3,641 | \$ 4,592 |

NOTE 9: 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 shall remain authorized but without any designation and held as Blank Check Preferred in the Company Treasury.

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

On March 31, 2023 and December 31, 2022 there are 0 and 0 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

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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.

On September 26, 2022, the Company filed an amendment to the Articles of Incorporation to increase the number of authorized number of common shares to Four Billion (4,000,000,000) with a par value of \$0.001 per share.

The following table represents the shares that were issued during the period ended March 31, 2023 and December 31, 2022.

| Date of Transaction | Transaction type | 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? | Individual/ Entity Shares were issued to | Reason for share issuance | Restricted or Unrestricted |
|---------------------|------------------|--|---------------------|---|---|--|---------------------------|----------------------------|
| 1/7/2021 | New issuance | 5,000,000 | Common | 0.0005 | Yes | RB Capital Partners, Inc., Brett Rosen, Managing Partner | Debt Conversion | Unrestricted |
| 1/8/2021 | New issuance | 5,000,000 | Common | 0.0540 | No | Burt Lavallee | Services | Unrestricted |
| 2/9/2021 | New issuance | 2,500,000 | Common | 0.1554 | No | World Market Ventures, LLC Chad Curtis, President | Services | Unrestricted |
| 4/2/2021 | New issuance | 3,000,000 | Common | 0.0700 | No | Stacey Foxworthy | Services | Restricted |
| 4/15/2021 | New issuance | 3,000,000 | Common | 0.0703 | No | Sarah Carlson | Services | Restricted |
| 4/15/2021 | New issuance | 3,000,000 | Common | 0.0703 | No | Lawrence Lawson | Services | Restricted |
| 5/27/2021 | New issuance | 6,000,000 | Common | 0.0005 | Yes | RB Capital Partners, Inc., Brett Rosen, Managing Partner | Debt Conversion | Unrestricted |
| 6/22/2021 | New issuance | 8,000,000 | Common | 0.0005 | Yes | RB Capital Partners, Inc., Brett Rosen, Managing Partner | Debt Conversion | Unrestricted |
| 8/2/2021 | New issuance | 708,700 | Common | 0.0369 | No | Christopher Luckritz | Services | Restricted |
| 8/2/2021 | New issuance | 708,700 | Common | 0.0369 | No | Donald J Bird | Services | Restricted |
| 8/2/2021 | New issuance | 708,700 | Common | 0.0369 | No | Isacc Hammons | Services | Restricted |
| 8/2/2021 | New issuance | 708,700 | Common | 0.0369 | No | Stacey Foxworthy | Services | Restricted |
| 8/13/2021 | New issuance | 8,000,000 | Common | 0.0005 | Yes | RB Capital Partners, Inc., Brett Rosen, Managing Partner | Debt Conversion | Unrestricted |
| 8/16/2021 | New issuance | 250,000 | Common | 0.0330 | No | J2 Marketing, Hugh Johnson, Principal | Services | Restricted |
| 12/6/2021 | New issuance | 10,000,000 | Common | 0.0195 | Yes | World Market Ventures, LLC Chad Curtis, President | Services | Restricted |
| 4/27/2022 | New issuance | 20,000 | Common | 0.1500 | No | Isacc Hammons | Services | Restricted |
| 7/25/2022 | New issuance | 5,000,000 | Common | 0.0005 | Yes | RB Capital Partners, Inc., Brett Rosen, Managing Partner | Debt Conversion | Unrestricted |
| 8/01/2022 | New issuance | 81,900,000 | Common | 0.0218 | No | Parashar Patel, CEO Rajeshkumar Patel | Services | Restricted |
| 8/01/2022 | New issuance | 18,621,369 | Common | 0.0075 | Yes | | Debt Conversion | Restricted |

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| Date of Transaction | Transaction type | 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? | Individual/ Entity Shares were issued to | Reason for share issuance | Restricted or Unrestricted |
|----------------------------|-------------------------|---|----------------------------|--|--|---|----------------------------------|-----------------------------------|
| 8/01/2022 | New issuance | 800,000 | Common | 0.0218 | No | Corporate Ads, LLC, Hank Zemla, Principal | Services | Restricted |
| 9/26/2022 | New issuance | 200,000,000 | Common | 0.0190 | No | Parashar Patel, CEO | Services | Restricted |
| 9/26/2022 | New issuance | 12,000,000 | Common | 0.0190 | No | Tony Mazzola | Services | Restricted |
| 9/26/2022 | New issuance | 3,000,000 | Common | 0.0190 | No | Christian Siefen | Services | Restricted |
| 9/26/2022 | New issuance | 20,000,000 | Common | 0.0190 | No | Rajeshkumar Patel | Services | Restricted |

On March 31, 2023 and December 31, 2022, the company had 459,785,846 and 459,785,846 shares of Common Stock issued and outstanding, respectively.

Equity Incentive Plan

On November 4, 2022, we adopted a new equity incentive plan authorizing the issuance of up to 1,500,000 shares of Common Stock through the grant of stock options (including incentive stock options qualifying under Section 422 of the Code and nonstatutory stock options), restricted stock awards, stock appreciation rights, restricted stock units, performance awards, other stock-based awards or any combination of the foregoing.

WARRANTS AND OPTIONS

The Company has one (1) Warrant outstanding as of March 31, 2023, which contains standard anti-dilution protections in the event of subsequent rights offerings, stock splits, stock dividends or other extraordinary dividends, or other similar changes in the Company's Common Stock or capital structure, the warrant has no participating rights for any losses: The Warrant was issued in connection with the convertible note executed on June 15, 2022. The Warrant is convertible into the Company's Common Stock at an Exercise Price equal to 125% of the price per share of the Company's Common Stock in the Qualified Offering. This warrant does not contain a cashless exercise mechanism.

The Company accounts for warrants in accordance with ASC 480, Distinguishing Liabilities from Equity, depending on the specific terms of the warrant agreement. The Company determined the fair value of the warrants using the Black-Scholes pricing model and treated the valuation as equity instruments. The warrants are marked-to-market each reporting period, which will have an impact to earnings. Any future exercises of the warrants will be recorded as cash received and recorded in cash, with a corresponding increase to Common Stock and additional paid-in capital in equity.

As of March 31, 2023, the warrant liability had an initial value of \$337,267 based on 22,943,314 shares of Common Stock underlying the Warrant, the following assumptions were observed:

| <i>Fair value assumptions – warrant liability</i> | <u>3/31/2023</u> |
|--|-------------------------|
| Risk-free interest rate | 3.38% |
| Expected lives (years) | 5.0 |
| Expected price volatility | 174.10% |

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NOTE 10: RELATED PARTY TRANSACTIONS

EQUITY

On August 1, 2022, the Company canceled 80,000 shares of Preferred Stock and issuance of 80,000,000 shares of Common Stock at FMV of \$1,744,000 or \$0.0218 per share on August 1, 2022, to our CEO, Parashar Patel.

On August 1, 2022, the Company issued 1,900,000 shares of Common Stock at FMV of \$41,420 or \$0.0218 per share on August 1, 2022, to our CEO, Parashar Patel as per his employment agreement for services rendered.

On September 26, 2022, the Company issued 200,000,000 shares of Common Stock at FMV of \$3,800,000 or \$0.019 per share, to our CEO, Parashar Patel, for services rendered.

NOTES PAYABLE

From time to time, Parashar Patel, our CEO will advance funds to the Company for operations. No funds were advanced during the periods ended March 31, 2023 and December 31, 2022.

The balance of notes payable, related party at March 31, 2023 and December 31, 2022 was \$3,461 and \$4,592, 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. The agreement automatically renewed on July 1, 2022.

On November 4, 2022, the Company executed a new employment agreement with Mr. Patel for an initial term of three years which automatically renews for one-year periods, which includes a base year salary of \$300,000; stock options as determined and approved by the board, to purchase shares of Common Stock; and the right to participate in any Company incentive plan currently in effect. At March 31, 2023, Mr. Patel did not received any cash compensation, or bonus under the new agreement signed on November 4, 2022. Compensation and bonus under the new employment agreement are contingent upon the successful consummation of a qualified offering, and the determination of such amounts will be postponed and reflected in the Company's fiscal year end of 2023.

Our CEO was issued 1,900,000 shares of Common Stock at FMV of \$41,420 or \$0.0218 per share on August 1, 2022, these shares represent the issuance of 50,000 shares of Common Stock per month from July 1, 2019 through August 1, 2022, under the consulting agreement of July 1, 2019. On September 26, 2022, Mr. Patel received 200,000,000 shares of Common Stock at FMV of \$3,800,000 or \$0.019 per share, as compensation for his services as CEO since 2016; this issuance was duly approved by the Company's Board.

During the Company's fiscal year ending December 31, 2022, our CEO received 400,000 shares out of the 600,000 shares earned at December 31, 2022. The remaining 200,000 shares owed to our CEO correspond to the months September through December of 2022, these shares have not been issued by the Company and will be forfeited by our CEO upon the successful consummation of this offering. Any equity awards which our CEO is entitled to receive under the new employment agreement signed on November 4, 2022, will be postponed until after the successful consummation of this offering and reflected in the company's fiscal year of 2023. All equity awards under the new agreement will be determined in accordance with the Company's incentive plan then in effect and upon approval by the Company's Board.

RESGREEN GROUP INTERNATIONAL, INC.
NOTES TO FINANCIAL STATEMENTS
FOR THE PERIOD ENDING MARCH 31, 2023
(Unaudited)

On November 26, 2019, Mr. Brian Kistler executed a consulting agreement with the Company on behalf of New Opportunities Business Solutions Inc., an entity of which Mr. Kistler is a controlling person. Under the consulting agreement, the Company agreed to pay Mr. Kistler, as compensation for consulting services, the amount of \$2,000 per month. Total accrued as of December 31, 2022, was \$45,741. The compensation under the consulting agreement was attributed to Mr. Kistler position as Chief Compliance Officer of the Company, a position to which Mr. Kistler resigned from on August 1, 2022. Mr. Kistler also served as a director of the Company's board from April 3, 2020 to September 29, 2022, the date of his effective resignation as director of the Company's board. Mr. Kistler's consulting agreement has also been terminated as of September 29, 2022. No compensation was received by Mr. Kistler from the Company during his tenure as Director of the Company.

The balance of accrued management fees on March 31, 2023 and December 31, 2022 was \$183,741 and \$174,741, respectively.

NOTE 11. 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 12: SUBSEQUENT EVENTS

In accordance with ASC 855-10, the company has analyzed its operations subsequent to March 31, 2023, through the date these financial statements were issued and has determined that it does not have any material subsequent events to disclose except for those transactions listed below.

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 Quarterly 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 2nd day of May 2023,

/s/ Parashar Patel

Parashar Patel,

President

Resgreen Group International Inc.