

RJD GREEN INC.

A Nevada corporation

5151 South Mingo Road, Suite F
Tulsa, Oklahoma 74146
www.rjdgreen.com
918-551-7883
SIC: 6719

QUARTERLY REPORT

**For the Period Ending
February 28, 2022
(the “Reporting Period”)**

| | |
|--|--------------------|
| As of February 28, 2022 the number of shares outstanding of our Common Stock was: | 359,357,992 |
| As of November 30, 2022, the number of shares outstanding of our Common Stock was: | 359,357,992 |
| As of August 31, 2021, the number of shares outstanding of our Common Stock was: | 359,357,992 |

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

Yes: No: **X**

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

Yes: No: **X**

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

Yes: No: **X**

“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.

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Item 1: Name of the issuer

In answering this item, provide the current name of the issuer any names used by predecessor entities, along with the dates of the name changes.

RJD Green Inc. The Company was incorporated in Nevada on September 10, 2009 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 restrictions on the transfer of security:

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:

5151 South Mingo Road Suite F, Tulsa, Oklahoma 74146

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

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

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

Yes: ____ No: **X**

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

None

Item 2: Security Information

Trading symbol:

RJDG

Exact title and class of securities outstanding:

Common Stock

CUSIP:

749603106

Par or stated value:

\$0.001

Total shares authorized:

750,000,000

as of date: February 28, 2022

Total shares outstanding:

359,357,992

as of date: February 28, 2022

Number of shares in the Public Float

104,823,459

as of date: February 28, 2022

Total number of shareholders of record:

205

as of date: February 28, 2022

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

None

The name and address of the Transfer Agent.

Worldwide Stock Transfer, LLC

201-920-2008

info@wwstr.com

University Plaza, Suite 105

Hackensack, NJ 7601

Is the Transfer Agent registered under the Exchange Act?

Yes: **X** No:

Item 3: Issuance History

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

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

A. Changes to the Number of Outstanding Shares

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

| Shares Outstanding as of the Second Most Recent Fiscal Year End: | | | | | | | | | |
|--|--|--|---------------------|---|--|---|---|---|---------------------------------|
| Date: August 31, 2021. Opening Balance: Common: 359,357,992 Preferred: 0 | | | | | | | | | |
| 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? |
| 05/17/21 | New Issuance | 28,091,651 | 144 Restricted | 280,916 | No | Ron Brewer | Accrued Salary Compensation | Restricted | 4(a)(2) |
| 05/17/21 | New Issuance | 15,150,183 | 144 Restricted | 151,501 | No | John Rabbitt | Accrued Salary Compensation | Restricted | 4(a)(2) |
| 05/17/21 | New Issuance | 19,885,504 | 144 Restricted | 198,855 | No | Jerry Niblett | Accrued Salary Compensation | Restricted | 4(a)(2) |
| Shares Outstanding on: February 28, 2022 | Ending Balance: | | | | | | | | |
| | Common: 359,357,992 | | | | | | | | |
| | Preferred: 0 | | | | | | | | |
| | | | | | | | | | |

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

B. Debt Securities, Including Promissory and Convertible Notes

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

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

| Date of Note Issuance | Outstanding Balance (\$) | Principal Amount at Issuance (\$) | Interest Accrued (\$) | Maturity Date | Conversion Terms (e.g.) pricing mechanism for determining conversion of instrument to shares) | Name of Noteholder (entities must have individual with voting / investment control disclosed). | Reason for Issuance (e.g.) Loan, Services, etc.) |
|-----------------------|--------------------------|-----------------------------------|-----------------------|---------------|---|--|--|
| 01/01/2018 | 748,160 | 0 | 57,932 | 12/31/22 | None | Silex Holdings Inc. controlled by issuer | Line of credit |
| 01/01/2017 | 228,000 | 214,320 | 13,680 | 12/31/22 | None | Silex Holdings Inc. controlled by issuer | Intercompany loan |

Item 4: Financial Statements.

A: The following financial statements were prepared in accordance with
U.S. GAAP: **X**
IFRS:

B: The financial Statements for this reporting period were prepared by
Name: **John Rabbitt**
Title: **Chief Financial Officer**
Relationship to Issuer: **Officer of the Company**

Index to Consolidated Financial Statements

| | |
|---|---|
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| Consolidated Statements of Shareholders' Equity | 7 |
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RJD Green, Inc.
Balance Sheets
As of February 28, 2022, and August 31, 2021

| | As of | |
|---|---------------------------|---------------------------|
| | February 28, 2022 | August 31, 2021 |
| <u>Assets:</u> | | |
| Current assets: | | |
| Cash and cash equivalents | \$ 316,794 | \$ 404,090 |
| Accounts Receivable | 326,579 | 267,131 |
| Inventory | 581,703 | 469,133 |
| Deposits | 34,722 | 139,912 |
| Due from related party (intercompany) | 968,160 | 968,160 |
| Total current assets | <u>\$2,227,959</u> | <u>\$ 2,248,426</u> |
| Long-term assets: | | |
| Fixed Assets and Improvements | 332,320 | |
| Equipment | 451,295 | 450,046 |
| Intellectual Properties | 400,000 | 400,000 |
| Vehicles | 28,225 | 28,225 |
| Silex Organization | 213,877 | 213,877 |
| Product Development | 877,517 | 845,119 |
| Depreciation / Amortization | (133,894) | (160,394) |
| Total long-term assets | <u>2,169,341</u> | <u>1,925,900</u> |
| Total Assets | <u>\$4,397,300</u> | <u>\$4,174,326</u> |
| <u>Liabilities and Shareholders' Equity:</u> | | |
| Current liabilities: | | |
| Accounts Payable | \$255,809 | \$ 298,864 |
| Due to related party (intercompany) | 968,160 | 968,160 |
| Accrued Liabilities (salaries) | - | - |
| Loan Forklift | 16,479 | 19,493 |
| Loan Template System | 9,854 | 12,318 |
| Taxes | - | 45,679 |
| Current Portion of long-term debt | - | - |
| Total current liabilities | <u>1,250,303</u> | <u>1,344,514</u> |
| Long-term liabilities: | | |
| PPP Loan | - | - |
| Business Tax | 267,817 | 272,500 |
| Less current portion | - | - |
| Total long-term liabilities | <u>267,817</u> | <u>272,500</u> |
| Total Liabilities | <u>1,518,121</u> | <u>1,617,014</u> |
| Stockholders' equity: | | |
| Common Stock, 750,000,000 shares authorized | | |
| 359,357,992 shares issued and outstanding | | |
| as of February 29, 2020 | | |
| and August 31, 2019 respectively | 359,357 | 359,357 |
| Additional paid-in capital | 1,924,684 | 1,924,684 |
| Donated capital | 111,410 | 111,410 |
| Discount on common stock | (587,988) | (587,988) |
| Accumulated deficit / profit | 749,849 | 338,614 |
| Net Income | 321,867 | 411,235 |
| | <u>2,879,179</u> | <u>2,557,312</u> |
| Total liabilities and shareholders' equity | <u>\$4,397,300</u> | <u>\$4,174,326</u> |

RJD Green, Inc.
Consolidated Statements of Operations and Comprehensive Income (Loss)
(Unaudited)

| | Three Months Ended February 28 2022 \$ | Three Months Ended February 29 2021 \$ | Six Months Ended February 28 2022 \$ | Six Months Ended February 29 2021 \$ |
|--|--|--|--|--|
| Revenues | 1,141,543 | 945,893 | 2,384,112 | 2,186,996 |
| Cost of Sales | <u>664,937</u> | <u>567,090</u> | <u>1,366,004</u> | <u>1,339,193</u> |
| Gross Profit | 476,606 | 378,803 | 1,018,067 | 847,803 |
| Expenses | | | | |
| Bank and credit card fees | 14,690 | 288 | 29,313 | 613 |
| Management fees | 59,000 | 22,200 | 101,160 | 40,800 |
| General and administrative | 83,359 | 48,886 | 440,772 | 111,873 |
| Insurance | 3,559 | 4,643 | - | 7,968 |
| Interest on debt | 483 | 678 | - | 1,382 |
| Maintenance and repairs | 867 | 3,523 | - | - |
| Contract Labor | 32,305 | 66,781 | - | 152,154 |
| Meals and entertainment | 1,240 | 704 | - | 1,357 |
| Other expenses | 2,761 | 4,685 | - | 4,685 |
| Payroll and payroll taxes | 153,090 | 125,839 | - | 246,397 |
| Professional fees | | 2,044 | 126,023 | 2,767 |
| Property taxes | 341 | 4,329 | - | 10,589 |
| Rent | 27,451 | 20,295 | - | 39,711 |
| Utilities | 11,267 | 5,194 | - | 10,378 |
| Vehicle | 2,999 | 2,347 | - | 3,390 |
| Total Expenses | 393,412 | 312,419 | 634,334 | 634,334 |
| Net Loss and Comprehensive Income | 83,193 | 66,384 | 321,867 | 213,469 |
| Net Income per Share – Basic and Diluted | 0.00 | 0.00 | 0.00 | 0.00 |
| Weighted Average Shares Outstanding | 359,357,992 | 296,230,654 | 359,357,992 | 296,230,654 |

RJD Green, Inc.
Consolidated Statements of Cash Flows
(Unaudited)

| | Three Months Ended February 28, 2022 \$ | Three Months Ended February 28, 2021 \$ |
|---|---|---|
| Operating Activities | | |
| Net income (loss) for the period | 83,193 | 66,384 |
| Adjustments to reconcile net loss to net cash used in operating activities: | | |
| Amortization | - | - |
| Depreciation | - | - |
| Changes in operating assets and liabilities: | | |
| Accounts receivable | | - |
| Inventory | (57,465) | - |
| Other Assets | | - |
| Accounts payable and accrued liabilities | | (69,807) |
| Tax Liabilities | (45,679) | (66,458) |
| Net Cash Provided By (Used In) Operating Activities | (19,951) | (69,881) |
| Investing Activities | | |
| Purchases of property and equipment | - | - |
| Net Cash Provided by Investing Activities | - | - |
| Financing Activities | | |
| Repayment of contingently convertible debt | | - |
| Addition (Repayment) of long-term debt | - | - |
| Net Cash Flows Used in Financing Activities | - | - |
| Increase (Decrease) in Cash | (19,951) | 23,250 |
| Cash - Beginning of Period | 336,745 | 157,858 |
| Cash - End of Period | 316,794 | 181,378 |
| Non-Cash Investing and Financing Activities: | | |
| Common stock issued for services | - | - |
| Due to related party for contingently convertible debt | - | - |
| Supplemental Disclosures: | | |
| Interest paid | | - |
| Income taxes paid | - | - |

RJD Green Inc.
Consolidated Statement of Shareholders' Equity

| | Common Stock | | Paid in Capital | Donated Capital | Discount Common Stock | Accumulated Profit/Deficit | Total Shareholders' Equity |
|---|---------------------|---------------|----------------------------|----------------------------|----------------------------------|---------------------------------------|---------------------------------------|
| | Shares | Amount | | | | | |
| Balance as of August 31, 2019 | 296,230,654 | \$296,230 | \$1,299,723 | \$111,410 | \$(587,988) | \$(27,876) | \$1,091,499 |
| Net Income | - | - | - | - | - | 366,490 | 366,490 |
| Balance as of August 31, 2020 | 296,230,654 | \$296,230 | \$1,299,723 | \$111,410 | \$(587,988) | 338,614 | \$1,457,989 |
| Stock issued in lieu of compensation | 63,127,338 | 63,127 | 624,961 | - | - | | 688,088 |
| Net Income | | | | | | 411,235 | 411,235 |
| Balance as of August 30, 2021 | 359,357,992 | \$359,357 | \$1,924,684 | \$111,410 | \$(587,988) | \$749,849 | \$2,557,312 |
| Income Net | | | | | | 321,867 | 321,867 |
| Balance as of February 28, 2022 | 359,357,992 | \$359,357 | \$1,924,684 | \$111,410 | \$(587,988) | \$1,071,716 | \$2,879,179 |

The accompanying notes are an integral part of these financial statements

RJD Green, Inc.
Notes to the Financial Statements

NOTE 1 - ORGANIZATION AND DESCRIPTION OF BUSINESS

RJD Green Inc. (the “Company”) was incorporated under the laws of the State of Nevada on September 10, 2009. In June 2013, the Company was repositioned as a holding company with a focus of acquiring and managing assets and companies within three sectors: green environmental, energy, and specialty contracting services. The first acquisition, Silex Holdings, was completed in first quarter of 2015. Silex is engaged in manufacturing for retail and wholesale distribution of kitchen and bath builder products including counter tops, sinks, facets, shower stalls, cabinets, and other related products. IoSoft Inc. was acquired in the fourth quarter of 2106. IoSoft develops software platforms for healthcare, insurance, and banking sectors.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

These financial statements and notes are prepared in accordance with accounting principles generally accepted in the United States and are expressed in US dollars. The Company’s fiscal year-end is August 31.

Going Concern

The Company has recurring revenues of \$2,384,112 working capital of \$316,794 and shareholder equity of \$2,879,179 as of February 28, 2022. The Company’s continuation as a going concern is dependent on its ability to continue to generate reoccurring revenues creating sufficient cash flows from operations to meet its obligations and/or obtain additional financing, as may be required.

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern; however, the above condition raises substantial doubt about the Company’s ability to do so. The financial statements do not include any adjustments to reflect the possible future effects on the recoverability and classification of assets or the amounts and classifications of liabilities that may result should the Company be unable to continue as a going concern.

Management has completed the transaction with Silex Holdings Inc. (“Silex”) (Note 7) and plans to raise additional financing through the issuance of the Company’s common stock or debt for additional acquisitions. It is projected IoSoft Inc. will have excess capital through its full sales implementation revenues.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make certain estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and reported amounts of revenue and expenses during the reporting period. The Company regularly evaluates estimates relating to deferred income tax valuations and financial instrument valuations. Actual results could differ materially from those estimates.

Revenue Recognition

The Company’s revenue recognition policy complies with the requirements of ASC 605. Revenue is recognized when i) persuasive evidence of an arrangement exists, ii) delivery has occurred, iii) the sales price is fixed or determinable, iv) collection is probable and v) obligations have been substantially performed pursuant to the terms of the arrangement.

Cash and Cash Equivalents

Cash and cash equivalents include cash on hand and on deposit at banking institutions as well as all highly liquid short-term investments with original maturities of 90 days or less or may be redeemable within this period with insignificant penalties. The Company had cash of \$316,579 held in a bank and cash equivalents of \$34,722 as of February 28, 2022, and \$404,090 of cash held in a bank and cash equivalents of \$139,912 as of August 31, 2021.

Fair value of Financial Instruments
The Financial Accounting Standards Board (FASB) issued Accounting Standards Codification (ASC) 820-10, "Fair Value Measurements and Disclosures" for financial assets and liabilities. FASB ASC 820-10 provides a framework for measuring fair value and requires expanded disclosures regarding fair value measurements. FASB ASC 820-10 defines fair value as the price that would be received for an asset or the exit price that would be paid to transfer a liability in the principal or most advantageous market in an orderly transaction between market participants on the measurement date. FASB ASC 820-10 also establishes a fair value hierarchy that requires an entity to maximize the use of observable inputs, where available.

Level 1: Quoted prices in active markets for identical assets or liabilities.

Level 2: Observable inputs other than Level 1 prices such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the related assets or liabilities.

Level 3: Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities.

Recent Accounting Pronouncements - Not Yet Adopted

In April 2013, the FASB issued ASU No. 2013-07, Presentation of Financial Statements (Topic 205): Liquidation Basis of Accounting. The objective of ASU No. 2013-07 is to clarify when an entity should apply the liquidation basis of accounting and to provide principles for the measurement of assets and liabilities under the liquidation basis of accounting, as well as any required disclosures. The amendments in this standard is effective prospectively for entities that determine liquidation is imminent during annual reporting periods beginning after December 15, 2013, and interim reporting periods therein. The Company is evaluating the effect, if any, adoption of ASU No. 2013-07 will have on its financial statements.

Recent Accounting Pronouncements -Adopted

In June 2014, the FASB issued ASU No. 2014-10, Development Stage Entities (Topic 915): Elimination of Certain Financial Reporting Requirements, including an Amendment to Variable Interest Entities Guidance in Topic 810 Consolidation. The objective of the amendments in ASU No. 2014-10 is to improve financial reporting by reducing the cost and complexity associated with the incremental reporting requirements for development stage entities. ASU No. 2014-10 is effective as of the first annual period beginning after December 15, 2014, at which time the presentation and disclosure requirements in Topic 915 will no longer be required. The revised consolidation standards are effective one year later, in annual periods beginning after December 15, 2015. Early adoption of those new standards is permitted.

The Company adopted ASU No. 2014-10 effective June 1, 2014. The amendments eliminate the requirements for development stage entities to (1) present inception-to-date information in the statements of income, cash flows, and shareholder equity, (2) label the financial statements as those of a development stage entity, (3) disclose a description of the development stage activities in which the entity is engaged, and (4) disclose in the first year in which entity is no longer a development stage entity that in prior years it had been in the development stage.

Income Taxes

Under ASC 740, "Income Taxes", deferred tax assets and liabilities are recognized for the future tax consequences attributable to temporary differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. Valuation allowances are established when it is not more likely than not that some or all the deferred tax assets will be realized.

Loss Per Common Share

Basic loss per common share excludes dilution and is computed by dividing net loss by the weighted average number of common shares outstanding during the period. Diluted loss per common share reflects the potential dilution that could occur if securities or other contracts to issue common stock were exercised or converted into common stock or resulted in the issuance of common stock that then shared in the loss of the entity.

NOTE 3 – PROPERTY AND EQUIPMENT

Property and equipment consist of the following:

| | As at February 28, 2022 | | | As at August 31, 2021 | | |
|------------------------|-------------------------|----------------|----------------|-----------------------|----------------|----------------|
| | Cost | Accumulated | Net | Cost | Accumulated | Net Book |
| | \$ | Amortization | Book | \$ | Amortization | Value |
| | | \$ | Value | | \$ | \$ |
| Real Estate | - | - | - | | | |
| Vehicles | 28,225 | - | 28,225 | 28,225 | - | 28,225 |
| Equipment | 451,295 | 110,324 | 340,971 | 450,046 | 105,860 | 344,186 |
| Leasehold improvements | 332,320 | 23,540 | 308,780 | 149,027 | 49,104 | 99,923 |
| Furniture and fixtures | - | - | - | - | - | - |
| | <u>811,870</u> | <u>133,894</u> | <u>677,976</u> | <u>627,298</u> | <u>160,394</u> | <u>466,904</u> |

NOTE 4 – SHORT-TERM DEBT

| | February 28, 2022 | August 31, 2021 |
|--|-------------------|-----------------|
| Loan payable to Toyota Forklift interest of 5.5% | \$16,479 | \$19,493 |
| Loan Payable to ACH Template Systems | \$9,854 | \$12,318 |

NOTE 5 – LONG-TERM DEBT

| | February 28, 2021 | August 31, 2021 |
|---|-------------------|-----------------|
| Business Tax note bearing 4.5% interest | \$267,817 | \$272,500 |

NOTE 6 - DUE TO RELATED PARTIES AND RELATED PARTY TRANSACTIONS

During the quarter ended February 28, 2021, the Company received additional loans from Silex Holdings Inc. totaling \$44,000.

During the year ended August 31, 2020, the Company received loans from Silex Holdings Inc. totaling \$243,100.

During the year ended August 31, 2019 the Company received additional loans from Silex Holdings Inc. totaling \$256,475.

NOTE 7 - COMMON STOCK

On October 25, 2016, the Company issued 11,052,631 common shares to David Malley for \$55,000.

On October 25, 2016, the Company issued 11,150,000 common shares in lieu of officers' and directors' compensation valued at \$55,750 as follows: Ron Brewer CEO – 5,000,000 common shares, John Rabbitt CFO – 2,500,000 common shares, Jerry Niblett COO – 2,000,000 common shares and Rex Washburn, Director – 2,000,000 common shares.

On December 5, 2016, the Company issued 21,948,108 common shares to EROP Corp., an entity controlled by Vincent Sbarra, for the purchase of \$110,000 in vendor debt.

On February 27, 2017, Equitas Group LLC, an entity controlled by Clayton Cooley, converted \$329,889 of debt into 16,494,450 common shares at \$0.02 per common share.

On January 28, 2018, the Company issued 30,000,000 common shares to Northbridge Financial Corp., an entity controlled by Samuel Oshana, for the purchase of \$168,112 in vendor debt.

On May 28, 2018, the Company issued 20,655,850 common shares to Northbridge Financial Corp., an entity controlled by Samuel Oshana, for the purchase of \$206,558 in vendor debt.

On June 9, 2018, the Company issued 19,405,235 common shares to Northbridge Financial Corp. for the purchase of \$40,061 in vendor debt.

On May 17, 2021 the Company issued 63,127,338 in 144 restricted stock for settlement of \$631,272 in accrued wage by the three officers of the Company. Stock was issued at the closing trading value at the date of conversion.

All the above common shares were issued pursuant to an exemption from registration under Section 4(a)(2) of the Securities Act of 1933.

All common stock amounts and per share amounts in these financial statements reflect the fifty-for-one and two-for-one stock splits of the Company, effective November 30, 2012, and March 31, 2013 respectively, including retrospective adjustment of common stock amounts to reflect a par value of \$0.001 per share.

NOTE 8 - INCOME TAXES

The items accounting for the difference between income taxes computed at the federal statutory rate and the benefit for income taxes were as follow:

| | February 28, 2022 | August 31, 2021 |
|--|----------------------|--------------------|
| Benefit computed at federal statutory rate | 24.00% | 24.00% |
| State tax, net of federal tax benefit | 0.00% | 0.00% |
| Valuation allowance | (24.00%) | (24.00%) |
| Effective income tax rate | 0.00% | 0.00% |
| Deferred tax assets resulting from the net operating losses ("NOL") are reduced by a valuation allowance, when, in the opinion of management, utilization is not more likely than not. The following summarizes the deferred tax assets: | | |
| | February 28, 2022 | August 31, 2021 |
| Deferred tax asset – NOL | \$ 357,846 | \$ 357,846 |
| Less valuation allowance | \$ (357,846) | \$ (357,846) |
| Net deferred tax asset | \$ 0 | \$ 0 |

As at August 31, 2021, the Company has \$357,846 of NOL carryforwards expiring during various years up to 2034.

The Company periodically evaluates the likelihood of the realization of deferred tax assets and adjusts the carrying amount of the deferred tax assets by a valuation allowance to the extent the future realization of the deferred tax assets is not judged to be more likely than not.

The Company considers many factors when assessing the likelihood of future realization of our deferred tax assets, including recent cumulative earnings experience by taxing jurisdiction, expectations of future taxable income or loss, the carry-forward periods available to it for tax reporting purposes, and other relevant factors.

At August 31, 2021, based on the weight of available evidence, including cumulative losses in recent years and expectations of future taxable income, the Company determined that it was not more likely than not that its deferred tax assets would be realized. Accordingly, the Company has recorded a valuation allowance equivalent to 100% of its cumulative deferred tax assets.

As a result of the implementation of certain provisions of ASC 740, the Company performed an analysis of its previous tax filings and determined that there were no positions taken that it considered materially uncertain. Therefore, there was no provision for uncertain tax positions for the fiscal years ended August 31, 2019 and for the year ended August 31, 2018. Future changes in uncertain tax positions are not expected to have an impact on the effective tax rate due to the existence of the valuation allowance.

NOTE 9 - FAIR VALUE MEASUREMENTS

| | <u>As at February 28, 2022</u> | <u>As at August 31, 2021</u> |
|------------------------------|--------------------------------|------------------------------|
| | \$4,397,300 | \$4,174,326 |
| <i>Assets</i> | | |
| Total Assets | \$4,397,300 | \$4,174,326 |
| Cash and cash equivalents | <u>351,515</u> - - | <u>544,002</u> - - |

The following provides a summary of the Company's financial assets and liabilities that are measured at fair value on a recurring basis:

There were no transfers into or out of Level 1, Level 2 or Level 3 assets and liabilities for any of the years presented.

NOTE 10 - COMMITMENT

On May 21, 2013, the Company entered into a definitive agreement with the shareholders of Silex. Pursuant to the agreement, and subsequent amendment on November 21, 2013, the Company purchased all the outstanding securities of Silex in exchange for 129,090,000 common shares of the Company and the retirement of 387,500,000 shares. The shares were issued and retired respectively during the year ended August 31, 2014 in anticipation of the completion of the agreement. The acquisition was completed in the fiscal year ended August 31, 2015. Silex is a wholly owned subsidiary of the registrant.

On July 20, 2016, the Company completed the acquisition of IoSoft Inc. for 2,000,000 shares of common stock and working capital funding agreement for up to \$500,000 of growth working capital. IoSoft is a wholly owned subsidiary of the registrant.

Item 5: Issuer's Business, Products and Services

A. Summarize the issuer's business operations

RJD Green, Inc., a Nevada company, is a holding company incorporated in the State of Nevada in September 2009. We were formed to engage in the business of marketing and promoting green technologies, services, appliances, building materials and other green products suitable for residential buildings through our online website, (www.rjdgreen.com).

In June 2013, the issuer was repositioned as a holding company with a focus of acquiring and managing assets and companies within three sectors: green environmental, healthcare services, and specialty contracting services.

In the first quarter of 2015, the issuer completed the acquisition of Silex Holdings Inc. Silex Holdings Inc. operates a manufacturing and distribution company for kitchen and bath products for the builder and retail markets. Silex Holdings Inc. is a fourteen-year-old manufacturer and installation contractor of kitchen and bath products such as countertops, cabinets, and related. The company operates in two regional locations. Silex Holdings is in Tulsa, Oklahoma, tele: (918) 836-5454. The website is www.silexinteriors.com. Silex is managed by the RD Green corporate management team with Ron Brewer, CEO acting as President.

IoSoft Inc., twenty-year old software development and support company, was acquired in June of 2016. IoSoft is a developer of software that provides accelerated payment processing for; virtual, credit card, and checks all controlled by the provider versus the payer. The initial market focus is healthcare services. Technology launches in the insurance and environmental sectors are scheduled for 2022. Headquartered in Tulsa Oklahoma, tele: (214) 377-6078. The website is www.iosoftinc.com. IoSoft is managed by Vincent Valentine, President and supported by the RJD corporate team with John Rabbitt, CFO acting as General Manager.

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.

Silex Holdings Inc. – Subsidiary

IoSoft Inc. - Subsidiary

C. Principal Products or Services, and their markets.

Manufacturing, installation and distribution company for kitchen and bath products such as countertops and cabinets for the commercial, homebuilder and retail markets.

Development of software that provides accelerated payment processing for; virtual, credit card, and checks all controlled by the provider versus the payer. The initial market focus is healthcare services

Green technologies and services to the environmental sector

Item 6: Issuer's Facilities:

The Company's corporate office is at 10011 East 51 Street, Tulsa Oklahoma. The Company's subsidiary, Silex Holdings, Inc. has manufacturing and sales facilities in Tulsa and Oklahoma City Oklahoma. Tulsa facility is 4,000 square feet with a monthly rental of \$3,675. Oklahoma City is 16,570 square feet with a monthly rental of \$14,975.

Item 7: Officers, Directors and Control Persons at February 28, 2022

| 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 |
|--|--|---|------------------------|------------------|---|------|
| Ron Brewer | CEO/Director | Broken Arrow, OK | 38,091,651 | Common | 10.5% | |
| John Rabbitt | CFO/Director | Dallas, TX | 19,150,183 | Common | 5.3% | |
| Jerry Niblett | COO/Director | Skiatook, OK | 23,885,504 | Common | 6.6% | |
| Bryan Porto | Director | Broken Arrow, OK | 2,000,000 | Common | 0.55% | |

Item 8: Legal/Disciplinary History

A. Please identify whether any of the foregoing persons have, in the last five years, been the subject of:

A conviction in a criminal proceeding or named as a defendant in a pending criminal proceeding (excluding traffic violations and other minor offenses);

None

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

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 for judgment has not been reversed, suspended, or vacated; or

None

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 sought. Include similar information as to any such proceedings known to be contemplated by governmental authorities.

None

Item 9: Third Party ProvidersLegal Counsel

Jody Walker
J.M Walker & Associates
7841 South Garfield Way
Centennial, CO 80122
(303) 850-7637
jmwlr85@gmail.com

Accountant or Auditor

Martin Chumley
Keens Accounting
8703 East 21st Street
Tulsa, OK 74129
(918) 664-8700
staff@keensaccounting.com

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).

Principal Executive Officer:

I, Ron Brewer certify that:

1. I have reviewed this Quarterly Disclosure Statement of; RJD Green 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.

May 2, 2022

/s/Ron Brewer

Principal Financial Officer:

I, John Rabbitt certify that:

1. I have reviewed this Quarterly Disclosure Statement of RJD Green 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.

May 2, 2022

/s/John Rabbitt