



A Nevada Corporation
22800 Hall Road, Unit 510
Clinton Township, MI 48036
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586-265-2376
SIC: 6719

ANNUAL REPORT

For the Period Ending

December 31, 2020

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

As of September 30, 2020, the number of shares outstanding of our Common Stock was: 48,046,345

As of December 31, 2019, the number of shares outstanding of our Common Stock was: 53,530,576

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

Yes: No:

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

Yes: No:

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

Yes: No:

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

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

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

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

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

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

REGREEN GROUP INTERNATIONAL INC., 22800 Hall Road, Unit 510, Clinton Township, MI 48036

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 in 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:

22800 Hall Road, Unit 510
Clinton Township, MI 48036

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

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

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

Yes: ___ No: X

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

Item 2: Security Information

Trading symbol:	<u>RGGI</u>	
Exact title and class of securities outstanding:	<u>Common Stock</u>	
CUSIP:	<u>761127109</u>	
Par or stated value:	<u>\$0.001</u>	
Total shares authorized:	<u>400,000,000</u>	as of date: <u>December 31, 2020</u>
Total shares outstanding:	<u>61,746,343</u>	as of date: <u>December 31, 2020</u>
Number of shares in the Public Float	<u>13,584,576</u>	as of date: <u>December 31, 2020</u>
Total number of shareholders of record:	<u>27</u>	as of date: <u>December 31, 2020</u>

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

Trading symbol:	<u>N/A</u>	
Exact title and class of securities outstanding:	<u>Preferred Stock</u>	
CUSIP:	<u>761127208</u>	
Par or stated value:	<u>\$0.001</u>	
Total shares authorized:	<u>6,000,000</u>	as of date: <u>December 31, 2020</u>
Total shares outstanding:	<u>80,000</u>	as of date: <u>December 31, 2020</u>

The name and address of the transfer agent.

VStock Transfer LLC

18 Lafayette Place
 Woodmere, NY 11598
 212-828-8436
<http://www.vstocktransfer.com>
 info@vstocktransfer.com

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

Item 3: Issuance History

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

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

A. Changes to the Number of Outstanding Shares

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

Number of Shares outstanding as of <u>1/1/2019</u>	<u>Opening Balance:</u> Common: <u>538,716</u> All Preferred: <u>0</u>	*Right-click the rows below and select "Insert" to add rows as needed.
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Date of Transaction	Transaction type (e.g. new issuance, cancellation, shares returned to treasury)	Number of Shares Issued (or cancelled)	Class of Securities	Value of shares issued (\$/per share) at Issuance	Were the shares issued at a discount to market price at the time of issuance? (Yes/No)	Individual/ Entity Shares were issued to (entities must have individual with voting / investment control disclosed).	Reason for share issuance (e.g. for cash or debt conversion) OR Nature of Services Provided (if applicable)	Restricted or Unrestricted as of this filing?	Exemption or Registration Type?
7/9/2019	New issuance	556,000	Common	1.000	No	Parshar Patel, President	Services	Restricted	4(a)(2)
7/25/2019	New issuance	80,000	Preferred	0.001	No	Parshar Patel, President	Services	Restricted	4(a)(2)
11/14/2019	New issuance	30,000	Common	1.00	Yes	AWei Hsiao Kuo	Cash	Restricted	4(a)(2)
11/18/2019	New issuance	10,000	Common	1.00	Yes	Kan Ze Yang	Cash	Restricted	4(a)(2)
11/29/2019	New issuance	10,000	Common	1.00	Yes	Fang Cheng Wei	Cash	Restricted	4(a)(2)
12/24/2019	New issuance	80,000	Common	1.00	Yes	Landmark Quest Inc. Terry Ho, President	Cash	Restricted	4(a)(2)
12/24/2019	New issuance	25,000,000	Common	0.001	Yes	Parsahar Patel, President	Services	Restricted	4(a)(2)
12/24/2019	New issuance	23,000,000	Common	0.001	Yes	New Opportunity Business Solutions, Inc.	Services	Restricted	4(a)(2)

Date of Transaction	Transaction type (e.g. new issuance, cancellation, shares returned to treasury)	Number of Shares Issued (or cancelled)	Class of Securities	Value of shares issued (\$/per share) at Issuance	Were the shares issued at a discount to market price at the time of issuance? (Yes/No)	Individual/ Entity Shares were issued to (entities must have individual with voting / investment control disclosed).	Reason for share issuance (e.g. for cash or debt conversion) OR Nature of Services Provided (if applicable)	Restricted or Unrestricted as of this filing?	Exemption or Registration Type?
						Brian Kistler, President			
12/30/2019	New issuance	4,305,860	Common	0.0325	Yes	World Market Ventures, LLC. Chad Curtis, President	Debt conversion	Restricted	4(a)(2)
5/12/2020	New issuance	75,000	Common	0.10	Yes	Barth Family Trust, Joseph Barth	Cash	Restricted	4(a)(2)
5/19/2020	New issuance	180,000	Common	0.10	Yes	Steven Seely	Cash	Restricted	4(a)(2)
5/21/2020	New issuance	200,000	Common	0.10	Yes	Kurt Johnson	Cash	Restricted	4(a)(2)
6/10/2020	New issuance	100,000	Common	0.10	Yes	Terry J Dobson	Cash	Restricted	4(a)(2)
6/16/2020	Cancellation	(23,000,000)	Common	0.001	Yes	New Opportunity Business Solutions, Inc. Brian Kistler, President	Services	Restricted	4(a)(2)
6/16/2020	Cancellation	(25,000,000)	Common	0.001	Yes	Parsahar Patel, President	Services	Restricted	4(a)(2)
6/16/2020	New issuance	19,000,000	Common	0.001	Yes	Parsahar Patel, President	Services	Restricted	4(a)(2)
6/16/2020	New issuance	17,000,000	Common	0.001	Yes	New Opportunity Business Solutions, Inc. Brian Kistler, President	Services	Restricted	4(a)(2)
7/21/2020	New issuance	1,230,767	Common	0.0325	Yes	World Market Ventures, LLC Chad Curtis, President	Debt Conversion	Restricted	4(a)(2)
7/27/2020	New issuance	300,000	Common	0.05	Yes	Terry J Dobson	Cash	Restricted	4(a)(2)
8/13/2020	New issuance	30,000	Common	0.10	No	Steven Seeley	Cash	Restricted	4(a)(2)
9/24/2020	New issuance	4,400,000	Common	0.0045	Yes	World Market Ventures, LLC Chad Curtis, President	Debt Conversion	Restricted	4(a)(2)
11/19/2020	New issuance	4,700,000	Common	0.0196	Yes	World Market Ventures, LLC Chad Curtis, President	Services	Unrestricted	Reg A
12/1/2020	New issuance	4,000,000	Common	0.0280	Yes	John Morgan	Services	Unrestricted	Reg A
12/11/2020	New issuance	5,000,000	Common	0.0005	Yes	RB Capital Partners, Inc., Brett Rosen, Managing Partner	Debt Conversion	Unrestricted	4(a)(2)
Shares Outstanding on 12/31/2020	<u>Ending Balance:</u> Common: <u>61,746,343</u> All Preferred: <u>80,000</u>								

B. Debt Securities, Including Promissory and Convertible Notes

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

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

Date of Note Issuance	Outstanding Balance (\$)	Principal Amount at Issuance (\$)	Interest Accrued (\$)	Maturity Date	Conversion Terms (e.g. pricing mechanism for determining conversion of instrument to shares)	Name of Noteholder (entities must have individual with voting / investment control disclosed).	Reason for Issuance (e.g. Loan, Services, etc.)
12/15/2016	30,293	40,000	0	Demand Note	None	Anoop Patel	Operations
8/31/2020	21,186	12,000	398	Demand Note	None	New Opportunity Business Solutions, Inc. Brian Kistler, President	Operations
11/16/2020	39,139	39,139	241	Convertible Note	The conversion shall equal sixty percent (60%) of the lowest trading prices for the Common Stock during the twenty-five (25) day trading period ending on the latest complete trading day prior to the conversion date, representing a discount rate of forty percent (40%).	Quick Capital, LLC, Eilon D Natan, Managing Partner	Operations
12/11/2020	135,283	137,783	376	Convertible Note	The holder shall have the right from time to time, and at any time during the period beginning on the date which is one hundred eighty (180) days following the date of this note, to convert all or any part of the outstanding and unpaid principal amount into Common Stock. The conversion shall be determined by dividing the aggregate principal amount borrowed by \$0.15.	RB Capital Partners, Inc., Brett Rosen, Managing Partner	Operations
12/11/2020	120,000	120,000	657	Convertible Note	The holder shall have the right from time to time, and at any time during the period beginning on the date which is one hundred eighty (180) days following the date of this note, to convert all or any part of the outstanding and unpaid principal amount into Common Stock. The conversion shall equal fifty percent (50%) of the lowest trading prices for the Common Stock during the twenty (20) day trading period ending on the latest complete trading day prior to the conversion date, representing a discount rate of forty percent (50%).	Rajeshkumar J Patel	Operations

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

Item 4: Financial Statements.

A: The following financial statements were prepared in accordance with

U.S. GAAP

IFRS

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

Name: Robin W. Hunt

Title: President, Interactive Edgar Corp

Relationship to Issuer: Contract Service Provider

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RESGREEN GROUP INTERNATIONAL INC.

Balance Sheets

	December 31,	December 31,
	2020	2019
ASSETS	(Unaudited)	(Unaudited)
Current Assets		
Cash and cash equivalents	\$ 170,952	\$ 63,671
Total Current Assets	170,952	63,671
Intangible assets, net of accumulated		
Amortization of \$0 and \$0, respectively	240,000	----
TOTAL ASSETS	\$ 410,952	\$ 63,671
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current Liabilities		
Accounts payable	186,489	600
Accrued interest	1,672	----
Accrued management fees	105,000	25,000
Convertible note payable, net of discount of (\$211,802) and \$0, respectively	82,620	----
Derivative liability	528,784	----
Note payable	30,293	90,293
Note payable – related party	21,186	----
Total Current Liabilities	956,044	115,893
TOTAL LIABILITIES	956,044	115,893
Stockholders' Deficit		
Preferred stock: 6,000,000 authorized; \$0.001 par value		
80,000 and 80,000 shares issued and outstanding, respectively	80	80
Common stock: 400,000,000 authorized; \$0.001 par value		
61,746,343 and 53,530,576 shares issued and outstanding, respectively	61,747	53,531
Additional paid in capital	2,129,055	2,040,032
Accumulated deficit	(2,735,948)	(2,145,865)
Total Stockholders' Deficit	(545,092)	(52,222)
TOTAL LIABILITIES AND STOCKHOLDERS' DEFICIT	\$ 410,952	\$ 63,671

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

RESGREEN GROUP INTERNATIONAL INC.

**Statements of Operations
(Unaudited)**

	For the Years Ended	
	December 31,	
	2020	2019
Revenues	\$ ----	\$ ----
Operating Expenses		
Research and development	49,485	----
Stock for services	192,120	655,800
Professional fees	105,607	68,240
General and administrative	126,713	60,916
Total operating expenses	<u>473,925</u>	<u>784,956</u>
Net loss from operations	(473,925)	(784,956)
Other income (expense)		
Interest expense	(30,057)	3
Interest expense related to derivative liability	(85,120)	----
Change in derivative	(981)	----
Income tax	----	----
Net loss	\$ <u>(590,083)</u>	\$ <u>(784,953)</u>
Basic and diluted loss per share	\$ <u>(0.01)</u>	\$ <u>(0.45)</u>
Weighted average number of shares outstanding	<u>50,374,056</u>	<u>1,745,088</u>

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

RESGREEN GROUP INTERNATIONAL INC.

**Statement of Stockholders Deficit
(Unaudited)**

	Preferred Stock		Common Stock		Additional	Accumulated	Total
	Shares	Amount	Shares	Amount	Paid in	Deficit	
					Capital		
Balance, December 31, 2018	---	\$ ---	538,716	\$ 539	\$ 1,167,304	\$ (1,360,912)	\$ (193,069)
Stock issued for services	80,000	80	48,556,000	48,556	607,164	---	655,800
Stock issued for debt conversion	---	---	4,385,860	4,386	215,614	---	220,000
Sold stock for cash	---	---	50,000	50	49,950	---	50,000
Net loss (unaudited)						(784,953)	(784,953)
Balance, December 31, 2019	80,000	\$ 80	53,530,576	\$ 53,531	\$ 2,040,032	\$ (2,145,865)	\$ (52,222)
Stock (cancelled) issued for services	---	---	(3,300,000)	(3,300)	195,420	---	192,120
Sold stock for cash	---	---	885,000	885	72,615	---	73,500
Issued stock for debt conversion	---	---	10,630,769	10,631	51,869	---	62,500
Adjustment for derivative liability	---	---	---	---	(230,881)	---	(230,881)
Adjustment for fractional shares	---	---	(2)	---	---	---	(26)
Net loss (unaudited)						(590,083)	(590,083)
Balance, December 31, 2020	80,000	\$ 80	61,746,343	\$ 61,747	\$ 2,129,055	\$ (2,735,948)	\$ (545,092)

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

RESGREEN GROUP INTERNATIONAL INC.

**Statements of Cash Flows
(Unaudited)**

For the Years Ended

December 31,

2020

2019

CASH FLOWS FROM OPERATING ACTIVITIES:

Net (loss) \$ (590,083) \$ (784,953)

Adjustment to reconcile net loss to net cash provided
in operations:

Change in fair market value of derivatives 981 ----

Amortization of debt discount 85,120 ----

Stock issued for services 192,120 655,800

Change in assets and liabilities:

Accrued management fees 80,000 ----

Accounts payable and other accrued liabilities 185,863 24,925

Accrued interest 1,672 ----

Net Cash (used in) provided by operating activities (44,327) (104,228)

CASH FLOWS FROM INVESTING ACTIVITIES:

Intellectual property (240,000) ----

Net Cash Used in Investing Activities (240,000) ----

CASH FLOWS FROM FINANCING ACTIVITIES:

Proceeds (payments) notes payable 255,608 (102,217)

Proceeds from equity issuance 73,500 50,000

Stock issued to reduce debt 62,500 220,000

Net Cash provided by financing activities 391,608 167,783

Net change in cash and cash equivalents 107,281 63,555

Cash and cash equivalents, Beginning of period 63,671 116

Cash and cash equivalents, End of period \$ 170,952 \$ 63,671

Supplemental cash flow information

Cash paid for interest \$ ---- \$ ----

Cash paid for taxes \$ ---- \$ ----

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

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 fiscal years ended December 31, 2020 and 2019, the Company had net losses of \$590,083 and \$784,953 and negative cash flows from operating activities of \$44,327 and \$104,228, respectively. As of December 31, 2020, the Company had a working capital deficit of \$785,092. The Company has generated \$0 and \$0 in revenues for the years ended December 31, 2020 and 2019, respectively.

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

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

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

BASIS OF PRESENTATION

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

USE OF ESTIMATES

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

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 at December 31, 2020 and December 31, 2019 were \$170,952 and \$63,671, respectively.

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.

FINANCIAL INSTRUMENTS

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

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

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

Fair value estimates discussed herein are based upon certain market assumptions and pertinent information available to management as of December 31, 2020. 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.

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.

DEFERRED INCOME TAXES AND VALUATION ALLOWANCE

The Company accounts for income taxes under FASB ASC 740 "Income Taxes." Under the asset and liability method of FASB ASC 740, deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statements 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. Under FASB ASC 740, the effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the year the enactment occurs. A valuation allowance is provided for certain deferred tax assets if it is more likely than not that the Company will not realize tax assets through future operations.

NET INCOME (LOSS) PER COMMON SHARE

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

Basic net income (loss) per common share is based on the weighted average number of shares of common stock outstanding at December 31, 2020 and at December 31, 2019. At December 31, 2020 and December 31, 2019, the Company had no dilutive potential common shares.

RELATED PARTIES

The Company follows ASC 850, *Related Party Disclosures*, for the identification of related parties and disclosure of related party transactions. Related party transactions for the periods ended December 31, 2020 and December 31, 2019 totaled \$9,186 and \$655,800, respectively, and consisted of equity and note payable transactions.

SHARE-BASED EXPENSE

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

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

Share-based expense for the years ended December 31, 2020 and 2019 was \$192,120 and \$655,800 respectively.

COMMITMENTS AND CONTINGENCIES

The Company follows ASC 450-20, *Loss Contingencies*, to report accounting for contingencies. Liabilities for loss contingencies arising from claims, assessments, litigation, fines and penalties and other sources are recorded when it is probable

that a liability has been incurred and the amount of the assessment can be reasonably estimated. There were no known commitments or contingencies as of December 31, 2020 and December 31, 2019.

RECENT ACCOUNTING PRONOUNCEMENTS

Except for rules and interpretive releases of the SEC under authority of federal securities laws and a limited number of grandfathered standards, the *FASB Accounting Standards Codification*TM (“ASC”) is the sole source of authoritative GAAP literature recognized by the FASB and applicable to the Company. Management has reviewed the aforementioned rules and releases and believes any effect will not have a material impact on the Company's present or future financial statements.

We have 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.

NOTE 3: CONVERTIBLE NOTE PAYABLE

Quick Capital, LLC on November 16, 2020 executed a Convertible note with the Company. The notes carries a principal balance of \$39,139 along with an interest rate of 5% per annum and a maturity date of May 16, 2021. All payments due hereunder to the extent not converted into common stock, \$0.001 par value per share in accordance with the terms of the note agreement shall be made in lawful money of the United States of America. The accrued interest is \$241 and \$0 as of December 31, 2020 and 2019, respectively.

The holder shall have the right from time to time, and at any time during the period beginning on the date which is one hundred eighty (180) days following the date of this note, to convert all or any part of the outstanding and unpaid principal amount into Common Stock. The conversion shall equal sixty percent (60%) of the lowest trading prices for the Common Stock during the twenty-five (25) day trading period ending on the latest complete trading day prior to the conversion date, representing a discount rate of forty percent (40%).

RB Capital Partners, Inc. on December 10, 2020 executed a Convertible note with the Company. The notes 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 accrued interest is \$376 and \$0 as of December 31, 2020 and 2019, 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.

Rajeshkumar J Patel on December 11, 2020 executed a Convertible note with the Company. The notes carries a principal balance of \$120,000 along with an interest rate of 10% per annum and a maturity date of December 11, 2021. All payments due hereunder to the extent not converted into common stock, \$0.001 par value per share in accordance with the terms of the note agreement shall be made in lawful money of the United States of America. The accrued interest is \$657 and \$0 as of December 31, 2020 and 2019, respectively.

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

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. At December 31, 2020, the derivative liability associated with all convertible note payable was \$528,784

Convertible Notes payable consisted of the following:

	December 31, 2020	December 31, 2019
Convertible notes payable:	\$ 294,422	\$ -0-
Debt discount	(211,802)	
Convertible notes payable net of debt discount	<u>\$ 82,620</u>	<u>\$ -0-</u>
Accrued interest	1,275	-0-
Current portion of convertible note payable and interest	<u>\$ 83,895</u>	<u>\$ -0-</u>

NOTE 4: NOTE PAYABLE

Notes payable consisted of the following:

	December 31, 2020	December 31, 2019
Demand note from Anoop Patel, a non-related party. The loan carries a 0% APR and does not have a maturity date.	\$ 30,293	\$ 90,293
Total notes payable	<u>\$ 30,293</u>	<u>\$ 90,293</u>
Total current portion	<u>\$ 30,293</u>	<u>\$ 90,293</u>

NOTE 5: INCOME TAXES

At December 31, 2020, the Company had a net operating loss carry-forward for Federal income tax purposes of approximately \$2,735,948 that may be offset against future taxable income. No tax benefit has been reported with respect to these net operating loss carry-forwards in the accompanying financial statements because the Company believes that the realization of the Company's net deferred tax assets calculated at the effective rates note below, was not considered more likely than not and accordingly, the potential tax benefits of the net loss carry-forwards are fully offset by the valuation allowance.

Deferred tax assets consist primarily of the tax effect of NOL carry-forwards. The Company has provided a full valuation allowance on the deferred tax assets because of the uncertainty regarding its realizability.

The Company's tax expense differs from the "expected" tax expense for Federal income tax purposes (computed by applying the United States Federal tax rate of 21% and State tax rate of 6% to income before taxes), as follows:

	For the Year Ended December 31, 2020	For the Year Ended December 31, 2019
Tax expense (benefit) at the statutory rate	\$ (124,000)	\$ (165,000)
State income taxes, net of federal income tax benefit	(35,000)	(47,000)
Change in valuation allowance	159,000	212,000
Total	\$ ---	\$ ---

The tax effects of the temporary differences between reportable consolidated financial statement income and taxable income are recognized as deferred tax assets and liabilities.

In assessing the realizability of deferred tax assets, management considers whether it is more likely than not that some portion or all of the deferred tax assets will not 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 become deductible. Management considers the scheduled reversal of deferred tax liabilities, projected future taxable income and tax planning strategies in making this assessment.

On December 22, 2017, the “Tax Cuts and Jobs Act” was signed into law. The tax reform has the following effects on the Company: (1) permanently reduces the maximum corporate income tax rate from 35% to 21% effective for tax years beginning after December 31, 2017, (2) allows temporary 100% expensing for certain business assets and property placed in service after September 27, 2018 and before January 1, 2023, (3) disallows NOL carrybacks but allows for the indefinite carryforward of those NOLs which applies to losses arising in tax years beginning after December 31, 2018 and, (4) limits NOL deductions for each year equal to the lesser of the available carryover or 80% of a taxpayer’s pre-NOL deduction taxable income. This applies to losses arising in tax years ending on or after December 31, 2017. As of December 31, 2020 and 2019, the Company has concluded that it is more likely than not that the Company will not realize the benefit of its deferred tax assets due to its history of losses. Accordingly, the net deferred tax assets have been fully reserved.

In accordance with Section 382 of the Internal Revenue Code of 1986, as amended, a change in equity ownership of greater than 50% within a three-year period results in an annual limitation on the Company’s ability to utilize its NOL carryforwards created during the tax periods prior to the change in ownership. The Company has determined that ownership changes have occurred and as a result, a portion of the Company’s NOL carryforwards are limited. Because the Company has incurred cumulative net operating losses since inception, all tax years remain open to examination by U.S. federal and state income tax authorities.

The Company applies ASC 740-10-25-5, *Income Taxes*, formerly FASB Interpretation No. 48, *Accounting for Uncertainty in Income Taxes*, as amended, on January 1, 2009. The difference between the tax benefit recognized in the financial statements and the tax benefit claimed in the tax return is referred to as an unrecognized tax benefit.

The Company’s net deferred tax asset as of December 31, 2020 and December 31, 2019 is as follows:

	December 31, 2020	December 31, 2019
Total deferred tax assets	\$ 739,000	\$ 579,000
Valuation allowance	(739,000)	(579,000)
Net deferred tax asset	\$ ---	\$ ---

NOTE 6: SHAREHOLDERS' EQUITY

Preferred Stock

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

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

At December 31, 2020 and December 31, 2019 there are 80,000 and 80,000 shares of Preferred Stock (non-convertible) issued and outstanding, respectively.

Common Stock

The Company has been authorized to issue 400,000,000 shares of common stock, \$0.001 par value. Each share of issued and outstanding common stock shall entitle the holder thereof to fully participate in all shareholder meetings, to cast one vote on each matter with respect to which shareholders have the right to vote, and to share ratably in all dividends and other distributions declared and paid with respect to common stock, as well as in the net assets of the corporation upon liquidation or dissolution. The following table represents the shares that were issued during the period ended December 31, 2020 and December 31, 2019.

Date of Transaction	Transaction type (e.g. new issuance, cancellation, shares returned to treasury)	Number of Shares Issued (or cancelled)	Class of Securities	Value of shares issued (\$/per share) at Issuance	Were the shares issued at a discount to market price at the time of issuance? (Yes/No)	Individual/ Entity Shares were issued to (entities must have individual with voting / investment control disclosed).	Reason for share issuance (e.g. for cash or debt conversion) OR Nature of Services Provided (if applicable)	Restricted or Unrestricted as of this filing?	Exemption or Registration Type?
7/9/2019	New issuance	556,000	Common	1.000	No	Parshar Patel, President	Services	Restricted	4(a)(2)
11/14/2019	New issuance	30,000	Common	1.00	Yes	AWei Hsiao Kuo	Cash	Restricted	4(a)(2)
11/18/2019	New issuance	10,000	Common	1.00	Yes	Kan Ze Yang	Cash	Restricted	4(a)(2)
11/29/2019	New issuance	10,000	Common	1.00	Yes	Fang Cheng Wei	Cash	Restricted	4(a)(2)
12/24/2019	New issuance	80,000	Common	1.00	Yes	Landmark Quest Inc. Terry Ho, President	Cash	Restricted	4(a)(2)
12/24/2019	New issuance	25,000,000	Common	0.001	Yes	Parsahar Patel, President	Services	Restricted	4(a)(2)
12/24/2019	New issuance	23,000,000	Common	0.001	Yes	New Opportunity Business Solutions, Inc. Brian Kistler, President	Services	Restricted	4(a)(2)
12/30/2019	New issuance	4,305,860	Common	0.0325	Yes	World Market Ventures, LLC Chad Curtis, Manager	Debt conversion	Restricted	4(a)(2)
5/12/2020	New issuance	75,000	Common	0.10	Yes	Barth Family Trust, Joseph Barth	Cash	Restricted	4(a)(2)
5/19/2020	New issuance	180,000	Common	0.10	Yes	Steven Seely	Cash	Restricted	4(a)(2)
5/21/2020	New issuance	200,000	Common	0.10	Yes	Kurt Johnson	Cash	Restricted	4(a)(2)
6/10/2020	New issuance	100,000	Common	0.10	Yes	Terry J Dobson	Cash	Restricted	4(a)(2)
6/16/2020	Cancellation	(23,000,000)	Common	0.001	Yes	New Opportunity Business Solutions, Inc. Brian Kistler, President	Services	Restricted	4(a)(2)
6/16/2020	Cancellation	(25,000,000)	Common	0.001	Yes	Parsahar Patel, President	Services	Restricted	4(a)(2)
6/16/2020	New issuance	19,000,000	Common	0.001	Yes	Parsahar Patel, President	Services	Restricted	4(a)(2)
6/16/2020	New issuance	17,000,000	Common	0.001	Yes	New Opportunity Business Solutions, Inc. Brian Kistler, President	Services	Restricted	4(a)(2)
7/21/2020	New issuance	1,230,769	Common	0.0325	Yes	World Market Ventures, LLC Chad Curtis, President	Debt Conversion	Restricted	4(a)(2)
7/27/2020	New issuance	300,000	Common	0.05	Yes	Terry J Dobson	Cash	Restricted	4(a)(2)
8/13/2020	New issuance	30,000	Common	0.10	No	Steven Seely	Cash	Restricted	4(a)(2)
9/24/2020	New issuance	4,400,000	Common	0.0045	Yes	World Market Ventures, LLC Chad Curtis, President	Debt Conversion	Restricted	4(a)(2)

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?
11/19/2020	New issuance	4,700,000	Common	0.0196	Yes	World Market Ventures, LLC Chad Curtis, President	Services	Unrestricted	Reg A
12/1/2020	New issuance	4,000,000	Common	0.0280	Yes	John Morgan	Services	Unrestricted	Reg A
12/11/2020	New issuance	5,000,000	Common	0.0005	Yes	RB Capital Partners, Inc., Brett Rosen, Managing Partner	Debt Conversion	Unrestricted	4(a)(2)

At December 31, 2020 and December 31, 2019, the company had 61,746,343 and 53,530,576 shares of common stock issued and outstanding, respectively.

WARRANTS AND OPTIONS

There are no warrants or options outstanding to acquire any additional shares of common stock of the Company as of December 31, 2020.

NOTE 7: RELATED PARTY TRANSACTIONS

EQUITY

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

On July 9, 2019, the Company issued 556,000 shares of its common stock to its President, Parashar Patel, a related party, pursuant to a board resolution. The shares were issued at FMV of \$1.00 as quoted on the OTC Markets on July 9, 2019.

On December 24, 2019, the Company issued 25,000,000 shares of its common stock to its President, Parashar Patel, a related party, pursuant to a board resolution. The shares were issued at par and for the purpose of maintaining control.

On December 24, 2019, the Company issued 23,000,000 shares of its common stock to New Opportunity Business Solutions, Inc, a related party, pursuant to a board resolution. The shares were issued at par and for the purpose of services rendered.

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

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

NOTES PAYABLE

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

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, 2020. The Company also agreed to issue a minimum of 50,000 shares of its restricted common stock per month for the duration of the agreement.

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

NOTE 8. COMMITMENTS AND CONTINGENCIES

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

NOTE 9: SUBSEQUENT EVENTS

In accordance with ASC 855-10, the company has analyzed its operations subsequent to December 31, 2020, through the date these financial statements were issued (date of filing with the OTC Markets) and has determined that it does not have any material subsequent events to disclose in except for those transactions listed below.

On January 8, 2021, the Company issued 5,000,000 shares of its common stock to Bert Lavallee a non-related party, pursuant to a board resolution. The shares were issued for services rendered.

On February 9, 2021, the Company issued 2,500,000 shares of its common stock to World Market Ventures, LLC a non-related party, pursuant to a board resolution. The shares were issued for services rendered.

Item 5: Issuer's Business, Products and Services

A. Business Operation.

RGGI is using certain Know-how and Intellectual Property (IP) that it possesses and looks to acquire and develop components for material handling logistics. This includes its Artificial intelligence Robotics, Autonomous Mobile Robots (AMRs), Automatic Guided Vehicles (AGVs) and mobile technologies.

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

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

N/A

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

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

RGGI is using certain Know-how and Intellectual Property (IP) that it possesses and looks to acquire and develop components for material handling logistics and certain Automatic Guided Vehicles (AGV) and mobile technologies. Current management has years of professional engineering experience in this space and plans to remain focused and highly motivated to execute on its business strategy to develop certain Automatic Guided Transports including AGV / AGC and Mobile COBOT.

Item 6: Issuer's Facilities:

We are currently leasing space at 22800 Hall Road, Unit 510, Clinton Township, Michigan 48036.

Item 7: 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	Troy Michigan	19,556,000	Common	31.7%	
New Opportunity Business Solutions, Inc. Brian Kistler, President	Chief Compliance Officer and Director	Ossian, IN	17,000,000	Common	27.5%	

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	Troy Michigan	80,000	Preferred	100%	

Item 8: Legal/Disciplinary History

- A. Please identify whether any of the foregoing persons have, in the past 10 years, been the subject of:
1. A conviction in a criminal proceeding or named as a defendant in a pending criminal proceeding (excluding traffic violations and other minor offenses);

None

2. The entry of an order, judgment, or decree, not subsequently reversed, suspended or vacated, by a court of competent jurisdiction that permanently or temporarily enjoined, barred, suspended or otherwise limited such person's involvement in any type of business, securities, commodities, or banking activities;

None

3. A finding or judgment by a court of competent jurisdiction (in a civil action), the Securities and Exchange Commission, the Commodity Futures Trading Commission, or a state securities regulator of a violation of federal or state securities or commodities law, which finding or judgment has not been reversed, suspended, or vacated; or

None

4. The entry of an order by a self-regulatory organization that permanently or temporarily barred suspended or otherwise limited such person's involvement in any type of business or securities activities.

None

- B. Describe briefly any material pending legal proceedings, other than ordinary routine litigation incidental to the business, to which the issuer or any of its subsidiaries is a party or of which any of their property is the subject. Include the name of the court or agency in which the proceedings are pending, the date instituted, the principal parties thereto, a description of the factual basis alleged to underlie the proceed and the relief south. Include similar information as to any such proceedings know to be contemplated by governmental authorities.

None

Item 9: Third Party Providers

Other Service Providers

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

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

Item 10. Certifications

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

I, Parashar Patel, certify that:

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

This 29th day of March 2020,

/s/ Parashar Patel

Parashar Patel,
President
Resgreen Group International Inc.