

REGI U.S., INC.

**PRIVATE PLACEMENT
TERM SHEET
10,000,000 Units @ US\$0.07 &
1 full warrant @ US\$0.15 for 1 year**

Issuer:	REGI U.S., INC. / dba / RadMax Technologies, Inc. (the "Company")	
Type of Transaction:	Private Placement pursuant to: Regulation D under Rule 506 under the Securities Act of 1933.	
Subscription:	Minimum of 50,000 units per investor, (\$3,500).	
Securities Offered:	Up to 10,000,000 units, each unit consisting of one treasury share of common Stock and one warrant. Each warrant enables the investor to purchase one additional share at US\$0.15 for one year.	
Purchase Price:	US\$0.07 per unit for an aggregate of US\$700,000.	
Commission:	4.0%	
Warrants:	One warrant shall entitle the holder to purchase one additional share of common stock at a price of US\$0.15 for one year. Units subscribed for shall be subject to Regulation D, Rule 506c of the Securities Act of 1933.	
	Financing to be used mainly for development of the RadMax Technologies two-phase expander and compressor, patents, lab upgrades, working capital, including salaries and consulting fees, and cost of offering.	
Hold Periods:	\$30,000	Patents
	\$400,000	Prototype development
	\$40,000	Legal, Audits and Public Filings, fees
	\$200,000	Working capital
Use of Proceeds:	<u>\$30,000</u>	Commissions and Offering placement
	US\$700,000	Total funds raised
Share Price:	Exchange:	OTC: QB "Venture Board"
	Trading	
	Symbol:	"RGUS"
	Avg. Volume	20,000+
	Recent Price:	US\$0.05 to US\$0.09

Closing Date: The Offering described in this Memorandum may terminate at any time. The Company, in its sole discretion, may extend the Offering to May 31st, 2019.

This Document is for informational purposes only and does not constitute an indication of interest by the proposed purchasers or any of their affiliates to enter into, discuss or negotiate any type of financing transaction or to purchase or sell any securities in any Company. Specifically, this document does not constitute an offer to sell or the solicitation of an offer to buy any securities where such offer, solicitation or sale would be unlawful prior to registration or qualification under applicable securities laws.

OFFERING MEMORANDUM

OFFERING MEMORANDUM

REGI U.S., Inc.

10,000,000 Units

Offering Price - US\$0.07 per Unit

REGI U.S., Inc. (the "*Company*") hereby offers for sale up to 10,000,000 units at US\$0.07 per unit (the "*Units*"). Each Unit consists of one share ("*Share*") of Common Stock of the Company (the "*Common Stock*") and one warrant (the "*Warrant*"). One warrant enables the investor to purchase one additional share at US\$0.15, for one year. (the Shares, the Warrants and the shares of Common Stock to be issued upon exercise of the Warrants, are hereinafter collectively referred to as the "*Securities*").

THE SECURITIES INVOLVE A HIGH DEGREE OF RISK AND SIGNIFICANT RESTRICTIONS ON RESALE. THE COMPANY IS AND MAY CONTINUE TO BE UNDERFINANCED. THE PROCEEDS FROM THIS OFFERING MAY BE INSUFFICIENT TO CARRY ON THE ONGOING OPERATIONS OF THE COMPANY AND THERE IS A POSSIBILITY THAT THE COMPANY WILL BE UNSUCCESSFUL. THE PURCHASE HEREOF SHOULD BE CONSIDERED ONLY BY PERSONS WHO CAN AFFORD TO SUSTAIN THE LOSS OF THEIR ENTIRE INVESTMENT. (See "*Risk Factors*" and "*Use of Proceeds*".)

	<i>Price to Public</i>	<i>Proceeds to Company</i> ^{RP}
Per Unit	US\$0.07	US\$0.067
Total Maximum	US\$700,000	US\$670,000

1. The Company has agreed to pay a commission up to 4.0% of the gross proceeds of the private placement to selling agent(s), which commission shall be payable by way of cash.
2. Certain expenses to be paid by the Company must be deducted from the proceeds. These expenses are estimated at a maximum of US\$30,000.

THESE SECURITIES HAVE NOT BEEN APPROVED OR DISAPPROVED BY THE SECURITIES AND EXCHANGE COMMISSION OR ANY STATE OR PROVINCIAL SECURITIES COMMISSION NOR HAVE ANY SUCH AUTHORITIES PASSED UPON THE ACCURACY OR ADEQUACY OF THIS OFFERING MEMORANDUM. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

THE UNITS AND THE SECURITIES HAVE NOT BEEN REGISTERED UNDER THE SECURITIES ACT OF 1933, AS AMENDED (THE "*1933 ACT*"), OR THE SECURITIES LAWS OF ANY STATE OR PROVINCE OR OTHER JURISDICTION AND ARE BEING OFFERED AND SOLD IN RELIANCE ON EXEMPTIONS FROM THE REGISTRATION REQUIREMENTS OF SAID ACT AND SUCH LAWS. THE UNITS AND THE SECURITIES MAY NOT BE TRANSFERRED OR RESOLD EXCEPT AS PERMITTED UNDER SUCH ACT OR SUCH LAWS PURSUANT TO REGISTRATION OR EXEMPTION THEREFROM.

REGI U.S., Inc.
7520 N. Market Street, Ste. 10
Spokane, WA 99217

The date of this Memorandum is March 25, 2019. In order to subscribe for the shares of common stock, each prospective investor is required to complete, execute and deliver the following documents:

- 1. One copy of the Subscription Agreement (attached as Exhibit A); and**
- 2. A personal check, cashier's check, money order or Direct deposit wire transfer, made payable to Regi U.S., Inc.**

This Offering is based upon up to 10,000,000 of units being sold. No one has guaranteed to purchase any of the units offered hereby and therefore no assurance can be given that \$700,000 or any amount will be realized from this Offering.

The Company intends to furnish its shareholders with annual reports containing audited financial statements that have been examined and reported upon with an opinion expressed by a registered public accounting firm and such other periodic reports (which may include unaudited financial statements) that the Company determines to be appropriate or as may otherwise be required by law.

EXPLANATORY NOTES AND NOTICES

This Explanatory Note and the accompanying Private Placement Memorandum and Exhibits (collectively, the "*Offering Documents*" prepared by REGI U.S., Inc. (the "*Company*" constitute an offer only to the person to whom these Offering Documents have been delivered and only if such person is: **an "accredited investor"** as that term is defined in Regulation D promulgated under the 1933 Act ("Regulation D", 506c), **or a person who is "not a resident of the United States"**. This investment is available only to those persons who are able to bear the economic risk of their investment. (See "*The Offering*" and "*Investor Suitability*".)

The Securities offered hereby have not been registered under the Securities Act or registered with, or approved or disapproved by, the Securities and Exchange Commission or any state securities commission, nor has the Securities and Exchange Commission or any state securities commission passed upon the accuracy or adequacy of this Memorandum. Any representation to the contrary is a criminal offense. Absent such registration, the Securities will not be publicly saleable for at least six months from the consummation of this Offering.

Each offeree, by accepting delivery of these Offering Documents, agrees to return these Offering Documents to the Company if the offeree does not agree to purchase any of the Units offered hereby and further agrees to hold the Company harmless against any claims, costs, expenses or damages it may suffer if the offeree breaches such agreement. Reproduction of these Offering Documents is prohibited. No representation or warranty, express or implied, is made as to the accuracy or completeness of the information contained in the Offering documents or in any documents furnished by the Company and nothing contained herein is or shall be relied upon as a promise or representation as to future performance or events. The Offering documents do not purport to contain all of the information that may be required to evaluate an investment in the Company and each recipient hereof should conduct his or her own independent analysis.

The Company hereby extends to each offeree the opportunity, prior to the consummation of a sale of any Units to such offeree, to ask questions of, and to receive answers from officers of the Company concerning this Offering and to obtain any additional information to the extent the Company possesses the same or can acquire it without unreasonable effort or expense in order to verify the accuracy of the information set forth herein. All such additional information, however, must be in writing and identified as such by the Company. No information other than that contained in the Offering Documents, or in documents furnished by the Company in response to specific requests, may be relied upon in connection with this Offering. Requests for additional information should be directed to the Company at the following address: **REGI U.S., Inc., 7520 N. Market Street, Ste. 10, Spokane, WA 99217.**

The Company makes no representation concerning the legal, financial or tax consequences of an investment in the Units to any particular offeree. Offerees should consult with their own professional advisors with respect to legal and financial, as well as federal, state and local tax consequences of an investment in the Units. Prospective investors should not construe the contents of this Memorandum as investment, legal, business or tax advice.

This investment is available only to those persons who are able to bear the economic risk of their investment. See "*the Offering*" and "*Investor Suitability*" and the Subscription Agreement accompanying this Memorandum with respect to certain representations and warranties which an investor will be required to make.

This Memorandum does not constitute an offer or solicitation by anyone in any state or other jurisdiction in which the person making such offer or solicitation is not qualified to do so or to any person to whom it is unlawful to make such offer or solicitation. No person has been authorized to give any information or to make any representations other than those contained in this Memorandum, and, if given or made, such information and representations must not be relied upon.

This Offering is made subject to withdrawal, cancellation, or modification by the Company without notice. The Company reserves the right to reject any subscription in whole or in part or to allot to any prospective investor less than the number of Units applied for by such investor.

In making an investment decision investors must rely on their own examination of the Issuer and the terms of the Offering, including the merits and risks involved. The section of this Private Placement Memorandum entitled "risk factors" commencing on page 12 should be carefully reviewed by each prospective investor. These Securities have not been recommended by any federal or state securities commission or regulatory authority. Furthermore, the foregoing authorities have not confirmed the accuracy or determined the adequacy of this document. Any representation to the contrary is a criminal offense.

These Securities are subject to restrictions on transferability and resale and may not be transferred or resold except as permitted under the Securities Act of 1933, as amended, (the "Securities Act") and the applicable state securities laws, pursuant to registration or exemption therefrom. Investors should be aware that they may be required to bear the financial risks of this investment for an indefinite period of time.

The Units being offered hereby, are being offered directly by the Company. The Offering of 10,000,000 Units are being offered on a "best efforts" basis. There is no requirement that any minimum amount be sold in the Offering. This Offering will expire on the earlier to occur of (i) May 31st, 2019, unless extended by the Company in its sole discretion (collectively, the "termination date"), or (ii) the sale of all of the Units offered hereby.

No Offering literature or advertising in any form shall be employed in the Offering of the Securities except for this Memorandum. No person is authorized to give any information or to make any representation not contained in this Memorandum. Any representation not contained herein may not be relied upon as having been authorized by the Company. Neither the delivery of this Memorandum nor the issuance of any Securities offered hereby shall create any implication that there has been no change in the information set forth herein or the affairs of the Company since the date hereof.

The Company reserves the right to withdraw or modify this Offering at any time prior to the initial closing of the Securities offered hereby.

PRIVATE PLACEMENT MEMORANDUM

REGI U.S., Inc.

up to 10,000,000 Units

Offering Price - US\$0.07 per Unit

THE SECURITIES OFFERED HEREBY INVOLVE A HIGH DEGREE OF RISK

This Confidential Placement Memorandum (the "Memorandum") contains certain forward-looking statements or statements which may be deemed or construed to be forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, if applicable, with respect to the financial condition and business of the Company. The words "estimate," "plan," "intend," "expect" and similar expressions are intended to identify forward-looking statements. These forward-looking statements involve, and are subject to, known and unknown risks (including the ones set forth herein), uncertainties and other factors which could cause the Company's actual results, performance (financial or operating) or achievements to differ from the future results, performance (financial or operating) or achievements expressed or implied by such forward-looking statements. Investors are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date hereof in order to comply with the terms of the safe harbor, the Company notes that a variety of factors could cause the Company's actual results to differ materially from the anticipated results or other expectations expressed in the Company's forward-looking statements. The risks and uncertainties that may affect the operations, performance, development, and results of the Company's business include those set forth under "Risk Factors" in this Memorandum.

MEMORANDUM SUMMARY

THIS SUMMARY IS QUALIFIED IN ITS ENTIRETY BY THE MORE DETAILED INFORMATION APPEARING ELSEWHERE IN THIS MEMORANDUM AND IN THE SECURITIES AND EXCHANGE COMMISSION FILINGS OF THE COMPANY. (SEE "ADDITIONAL INFORMATION".)

The Company

REGI U.S, Inc. was organized under the laws of the State of Oregon on July 27, 1992. In 2016, the Company was restructured as an engineering and product development company, operating under the name RadMax Technologies, Inc., a wholly owned subsidiary of Regi, U.S., Inc. Eighty thousand dollars (US\$80,000) in revenue has been derived to date from REGI's principal operations of research and product development.

The Offering

<i>Securities Offered:</i>	Up to 10,000,000 units, each unit consisting of one treasury share of common Stock and one warrant. Each warrant enables the investor to purchase one additional share at US\$0.15 for one year
<i>Common Shares Outstanding:</i>	105,743,080
<i>To be outstanding after the Offering:</i>	Up to 125,743,080 (If all the Units are sold and Warrants are exercised)
<i>Use of Proceeds:</i>	To pay the costs of this Offering, to provide funds to continuing the advanced design, build, and testing of its prototypes, rights and development costs, working capital and consulting fees.
<i>Terms of Offering:</i>	This Offering is being made by the Company. The Units will be sold by officers of the Company, none of whom will receive compensation for the sale of these Securities. The Company has agreed to pay commission up to a 4.0% of the gross proceeds of the private placement to selling agent(s), which commission shall be payable by way of cash.

The Units constituting the Minimum Offering are being offered on a "best efforts basis." The Company may refuse any subscription, in whole or in part. There is no assurance that any or all of the Units will be sold. The Offering will expire on the earlier to occur of (i) May 31st, 2019, unless extended by the Company in its sole discretion (collectively, the "Termination Date) or (ii) the sale of all the Units offered hereby.

Transfer Restrictions: The Units and the Securities have not been and will not be registered under the 1933 Act and are subject to certain restrictions on transfer. The Units are being issued under Reg D, rule 506c to the SEC regulations for Non-Registered securities.

Common Stock Traded: The Common Stock is traded on the OTC:QB Venture Board under the symbol RGUS.

Rule 506 and Investor Suitability

All securities purchased in this offering are "restricted securities" and may be resold by investors only in compliance with Rule 144 promulgated under the Securities Act, which generally provides that an owner of securities may not sell them until the securities have been held for a period of at least six (6) months. Therefore, the purchase of the Shares is suitable only for a person who (i) does not anticipate that he or she will be required to sell his or her Shares in the foreseeable future; and (ii) is a person of sufficient net worth to sustain a loss of his or her entire investment.

The Offering is available to (1) "Accredited Investors" as defined in Regulation D of the Securities Act, (2) Investors who are NON-US citizens. Investors who wish to subscribe to the Shares, after reviewing the information contained in the Memorandum, must complete and execute the Subscription Documents and post them with their checks (or separately wire transfer the subscription funds) to the order of Regi U.S., Inc. An investment in the Shares may be considered to be speculative, involves certain risks, and is suitable only for prospective purchasers who have sufficient financial means to bear such risks, who have substantial other assets to provide for current needs and future contingencies, and therefore have no need for immediate liquidity with respect to this investment, and who can withstand a possible total loss of this investment. See "RISK FACTORS." The Offering of the Shares is not being registered under the Securities Act and is not being qualified under any state securities laws, in reliance upon one or more exemptions from registration or qualification. These exemptions include, but are not necessarily limited to, a federal exemption under Rule 506c of Regulation D and applicable state exemptions.

Sales of Shares hereunder will be made to (1) "Accredited Investors" (as defined in Regulation D) and (2) Non US citizens.

A prospective "Accredited Investor" only qualifies if the investor meets one of the following tests:

- (1) The investor is a natural person who is subscribing on behalf of himself or herself (or on behalf of a revocable trust of which subscriber is the grantor), whose net worth or joint net worth with his or her spouse exceeds US\$1,000,000;
- (2) The investor is a natural person who is subscribing on behalf of himself or herself (or on behalf of a revocable trust of which the subscriber is the grantor), whose individual income exceeds US\$200,000, or, in either case, whose income together with that of his or her spouse exceeded US\$300,000 in each of the two most recent years and who reasonably expects such income to exceed US\$200,000, in the case of individual

income, or US\$300,000, in the case of joint income, in the current year;

- (3) The investor is an employee benefit plan within the Employee Retirement Income Security Act of 1974 (“ERISA”): (a) where the investment decision is being made by a plan fiduciary, as defined in Section 3(21) thereof, which is a bank, a savings and loan association, an insurance company or a registered investment advisor; or (b) where the investment decision is made by a plan fiduciary who is not among those listed in clause (a) above, but the plan has total assets in excess of US\$5,000,000;
- (4) The investor is a self-directed employee benefit plan where the investment decisions are made solely by persons that are “Accredited Investors” and the investments are made only on behalf of those investors;
- (5) The investor is an irrevocable trust which has total assets in excess of US\$5,000,000, was not formed for the specific purpose of acquiring the Shares, whose purchase is directed by a “Sophisticated Person” as described in Rule 506(b)(2)(ii) of Regulation D (i) by reason of the business or financial experience of such person or (ii) by reason of the business or financial experience of the Purchaser Representative of such trust who is unaffiliated with and who is not, directly or indirectly, except as may otherwise be expressly disclosed, compensated by the Company or its affiliates, and who has the capacity to protect its own interests in connection with its purchase of the Shares;
- (6) The investor is (a) a bank as defined in Section 3(a)(2) of the Act, whether acting in its individual or fiduciary capacity, or (b) a savings and loan association or other institution as defined in Section 3(a)(5)(A) of the Act, whether acting in its individual or fiduciary capacity; (c) a broker or dealer registered pursuant to Section 15 of the Securities Exchange Act of 1934; (d) an insurance company as defined in Section 2(13) of the Act; (e) an investment company registered under the Investment Company Act of 1940; (f) a business development company, as defined in section 2(a)(48) of the Investment Company Act of 1940; (g) a Small Business Investment Company licensed by the U.S. Small Business Administration under Section 301(c) or (d) of the Small Business Investment Act of 1958; or (h) a private business development company, which meets the definition in Section 202(a)(22) of the Investment Advisers Act of 1940;
- (7) The investor is a plan established and maintained by a state, its political subdivisions or any agency or instrumentality of a state or its political subdivisions for the benefit of its employees, which plan has total assets in excess of US\$5,000,000;
- (8) The investor is an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, a corporation, a Massachusetts or similar business trust or a partnership, which has assets in excess of US\$5,000,000 and which was not organized for the purpose of investing in the Shares;
- (9) The investor is a director or executive officer of the Company;
- (10) The investor is an entity in which all the equity owners are “Accredited Investors”;
- (11) The investor is an individual retirement account (IRA), and the participant (i.e., the equity owner of the account) is an “Accredited Investor”.

Additionally, each investor will also be required to represent that the Shares are being acquired for the investor’s own account and not with a view to or for sale in connection with a distribution of the Shares.

BACKGROUND

THE COMPANY

General

REGI U.S., Inc. (REGI) was organized under the laws of the State of Oregon on July 27, 1992. The Company is a research and product development company operating under the name RadMax Technologies, Inc., a Washington corporation and wholly owned subsidiary. REGI U.S., Inc. and RadMax are referred to throughout this memorandum as “the Company”. The Company underwent a complete reorganization of its Business Plan, focus, operations and management in July 2016. The re-organized Company chose to bring forward from its previous operation’s assets made up of predominantly patent rights to the RadMax technology, its shareholders, and the shareholder’s equity. The Company is in the business of designing, developing and proving axial vane-type rotary power devices for civilian, commercial and government applications. We are focused on creating new, disruptive technologies that are more efficient, compact and cost-effective than those currently available. From our headquarters in Spokane, WA we are working with engineering consultants around North America to develop these devices. Our goal is to license and/or participate in joint ventures to manufacture RadMax products for specific applications. Examples of market segments that could benefit from our technology include (but are not limited to) transportation, aerospace, air conditioning and refrigeration, oil and gas production and distribution, power generation, marine, government and civilian markets.

The Company's principal offices are located at 7520 N. Market St., Ste. 10, Spokane, WA 99217. Its telephone number is (509) 474-1040. Its web site is; “radmaxtech.com”

RISK FACTORS

The Units being offered involve a high degree of risk and, therefore, should be considered extremely speculative. **THESE SECURITIES SHOULD NOT BE PURCHASED BY ANYONE WHO CANNOT AFFORD THE POSSIBLE LOSS OF THEIR ENTIRE INVESTMENT.** Prospective investors should read the entire Memorandum and carefully consider among the other factors described herein, the following risk factors related to the business of the Company and the Offering.

BUSINESS RISKS

1. **Limited Operating History.** The Company was incorporated on July 27, 1992 and until June, 2016 conducted only limited business with no marketable results. After a complete reorganization of the Company in 2016, significant progress has been made on an advanced business plan to proving the viability of its patented axial vane-type rotary power devices. If the Company plans prove to be unsuccessful the investors in this Offering may lose all or a substantial portion of their investment. (See "*Business of the Company*" contained within the Company's Form 10-K for the fiscal year ended April 30, 2018, filed with the Securities and Exchange Commission (the "*10-K*"), reference this path: (See "*Edgar-SEC-REGI-CIK/922330-10K-8/13/18*")
2. **Negative Shareholders' Equity.** The Company has a negative shareholder’s equity as of the date of this Memorandum. The Company's ability to continue as a going business will be dependent upon its ability to raise additional capital and/or generate revenues from operations. (See "*Management Discussion and Analysis - Liquidity*" in the 10-K)
3. **Need for Additional Capital.** The Company will receive US\$700,000 if all of the Units offered herein are sold. The Company intends to use the proceeds from the sale of the Units for working capital and for further

research and development work. The ultimate success of the Company will depend upon its ability to raise additional capital or to have other parties bear a portion of the required costs to further develop or exploit the potential market for its products. (See "*Management Discussion and Analysis - Liquidity*" in the 10-K)

4. **Product Acceptance.** The profitability and survival of the Company will depend upon its ability to develop technically and commercially feasible products which will be accepted by end users. The RadMax gas expander, which the Company is developing, must be technologically superior or at least equal to other comparable devices which competitors offer, and must have a competitive price/performance ratio to adequately penetrate its potential markets. If it is not able to achieve this condition, or if it does not remain technologically competitive, the Company may be unprofitable and investors could lose their entire investment. There can be no assurance that the Company or potential licensees will be able to achieve and maintain end user acceptance of its devices. (See "*Business-Products*" and "*Marketing*" in the 10-K)
5. **Competition.** The markets for RadMax-based technology are highly competitive on both a local and a national level. There are no assurances that established companies in the Mechanical Prime Movers industries, which may have greater financial, technical, and marketing resources than the Issuer does, will not choose to directly enter into the Issuer's niche market and compete with the Issuer's products and services. The Issuer's competitors may also have a larger installed base of users, longer operating histories or greater name recognition than the Issuer will. (See "*Business - Competition*" in the 10-K)
6. **Management and Conflicts of Interest.** Some directors of the Company may have other part-time positions or employment which is unrelated to the Company. Some directors will be available to participate in management decisions on a part-time or as-needed basis only. Management of the Company is restricted from devoting any time to other companies or projects which may compete directly or indirectly with the Company.
7. **Need for Additional Key Personnel.** The success of the Company's business will depend, in part, upon the ability to attract and retain qualified employees. The Company believes that it will be able to attract competent employees, but no assurance can be given that the Company will be successful in this regard. If the Company is unable to engage and retain the necessary personnel, its business would be materially and adversely affected. (See "*Business - Employees*" in the 10- K)
8. **Indemnification of Officers and Directors for Securities Liabilities.** The Bylaws of the Company provide that the Company may indemnify any Director, Officer, agent and/or employee as to those liabilities and on those terms and conditions as are specified in the Oregon Business Corporation Act. Further, the Company may purchase and maintain insurance on behalf of any such persons whether or not the Company would have the power to indemnify such person against the liability insured against. The foregoing could result in substantial expenditures by the Company and prevent any recovery from such Officers, Directors, agents and employees for losses incurred by the Company as a result of their actions. Further, the Company has been advised that in the opinion of the Securities and Exchange Commission, indemnification is against public policy as expressed in the 1933 Act and is therefore, unenforceable. (See "*Indemnification*")
9. **General Factors.** The Company's areas of business may be affected from time to time by such matters as changes in general economic conditions, changes in laws and regulations, taxes, tax laws, prices and costs, and other factors of a general nature which may have an adverse effect on the Company's business. (See "*Business*" in the 10-K)
10. **Cumulative Voting, Preemptive Rights and Control.** There are no preemptive rights in connection with the Shares of Common Stock. The investors purchasing Securities in this Offering may be diluted in their percentage ownership of the Company in the event additional shares are issued by the Company in the future. Cumulative voting in the election of directors is not permitted. Accordingly, the holders of a majority of the shares of Common Stock present in person or by proxy will be able to elect all of the Company's Board of Directors.

OFFERING RISKS

1. **Limited Public Market for the Common Stock.** There is no public market for the Warrants and the Company does not anticipate that one will develop. At present, only a limited public market exists for the Common Stock on the OTC:QB Venture Board maintained by the National Association of Securities Dealers and there is no assurance that a more active trading market will develop, or, if developed, that it will be sustained. A purchaser of the Units may, therefore, find it difficult to resell the Securities should he or she desire to do so. Furthermore, it is unlikely that a lending institution will accept the Securities as pledged collateral for loans.
2. **Immediate Substantial Dilution.** Investors in this Offering may experience immediate substantial dilution in the book value of the Shares. During the period of April 30, 2018, thru the date of this Offering, management of the Company acquired their shares at an average cash cost of \$0.10 per share, more than the amount to be paid by investors in this Offering ("Dilution")
3. **Restrictions on Transferability.** A substantial number of the Company's presently outstanding shares of Common Stock, are "restricted" securities and, maybe sold in compliance with Rule 144 adopted under the 1933 Act or Regulation S if certain requirements are met. Assuming the sale of all 10,000,000 Units offered hereby and exercise of the Warrants, the Company will then have issued and outstanding approximately 125,743,080 shares of Common Stock.
4. **Rule 144, as it applies to Affiliates, states, "the number of equity securities that may be sold during any three-month period cannot exceed the greater of 1% of the outstanding shares of the same class being sold, or if the class is listed on a stock exchange, the greater of 1% or the average reported weekly trading volume during the four weeks preceding the filing of a notice of sale on Form 144".** Rule 144, as it applies to Non-Affiliated, states, "A person who has not been an affiliate of the Company (or persons whose shares are aggregated) who has owned restricted shares of Common Stock for at least six months is entitled to sell such shares under Rule 144 without regard to any of the limitations described above."

Therefore, in each three month period 1,257,430 shares of Common Stock could be sold under Rule 144 by each person having held the securities for at least six months. Investors should be aware of the possibility that sales under Rule 144 may, in the future, have depressing effect on the price of the Company's Common Stock.
4. **Estimates and Financial Statements.** The information in this Memorandum consists of and relies upon evaluation and estimates made by management. Even though management believes in good faith that such estimates are reasonable, based upon market studies and data provided by sources knowledgeable in the field, there can be no assurance that such estimates will ultimately be found to be accurate or even based upon accurate evaluations. Further, management has inherent conflicts of interest with respect to the success of this offering. The Company has not obtained any independent review or verification of the evaluations or estimates.
5. **No Foreseeable Dividends.** The Company has not paid dividends on its Common Stock and does not anticipate paying dividends on its Common Stock in the foreseeable future.
6. **Possible Volatility of Securities Prices.** The market price for the Company's Common Stock traded on the OTC:QB Venture board has been highly volatile since it began trading and will likely to continue to behave in this manner in the future. Factors such as the Company's operating results and other announcements by the Company regarding its development work and business operations may have a significant impact on the market price of the Company's securities. Additionally, market prices for securities of many smaller companies have experienced wide fluctuations not necessarily related to the operating performance of the companies themselves.
7. **Ability to Issue Shares Without Shareholder Approval.** A substantial portion of the 150,000,000

authorized shares of Common Stock of the Company will remain unissued even if all Units offered hereby are sold and the Warrants are exercised for shares of Common Stock. The Board of Directors has, however, the power to issue such shares without shareholder approval. The issuance of such shares could have a deterrent effect upon third parties attempting to take control of the Company. Although the Company presently has no other firm commitment or contract to issue any additional shares of Common Stock other than upon exercise of warrants, convertible notes to management in lieu of cash compensation or upon exercise of employee stock options, it fully intends to do so if necessary in order to acquire products, properties, capital, or for any other corporate purposes. Following this offering, any additional issuances by the Company of authorized but unissued shares of Common Stock

USE OF PROCEEDS

If all of the units offered hereby are sold, and there is no assurance that any will be sold, the Company will receive gross proceeds of US\$700,000. The proceeds will be used to pay offering costs, working capital, prototype development and other legal and consultative operating costs.

The proposed use of proceeds are listed as;

Patents	US\$30,000
Prototype development	US\$400,000
Legal, audits and public filings	US \$40,000
Working Capital	US\$200,000
Commissions and other offering costs	US\$30,000
TOTAL	US\$700,000

PRICE RANGE OF COMMON STOCK

The common stock is traded on the OTC:QB Venture Board under the symbol RGUS. During the past 52 weeks the common stock has traded at a low of \$0.01 per share and at a high of US\$.13 per share.

DILUTION

The net tangible book value of the Company at January 31st, 2019, was (US\$0.02) per share. "*Net tangible book value per share*" represents the amount of total tangible assets less total liabilities divided by the number of shares of Common Stock outstanding.

After giving effect to the sale of all of the 10,000,000 Units offered hereby at a price of US\$0.07 per share, the pro forma net tangible book value of the Company as of January 31st, 2019, after deducting Offering costs, would have been (US\$1,434,324) or (US\$0.014) per share, representing an immediate increase in net tangible book value of \$0.006 per share to present shareholders. This represents the difference between the offering price of the Units offered hereby and the proforma net tangible book value per share after giving effect to the sale of the 10,000,000 Units offered hereby (without regard to the exercise of Warrants). The following illustrates the per share dilution in this case.

:

Unit price	US\$0.07
Net Tangible book value before Offering:	US\$(0.02)
Increase attributable to new investment	US\$0.006
Performa net tangible book value after Offering	US\$(0.014)
Diluted price investment	US\$0.694

- (1) The data in the table does not give effect to the exercise of any outstanding options or Warrants nor to any transactions in the Company's Common Stock subsequent to March 25th, 2019
- (2) After deduction of US\$30,000 estimated offering expenses to be paid by the Company.
- (3) Determine by dividing the number of shares of Common Stock outstanding into the tangible net worth of the Company. Tangible net worth is defined as tangible net assets minus liabilities.

DESCRIPTION OF SECURITIES

General

Units, at US\$0.07 per Unit, consisting of one treasury share of common stock and one warrant. One warrants enables the investor to purchase one additional share at US\$0.15 until one year from initial purchase.

Common Stock

The authorized Common Stock of the Company consists of 150,000,000 shares of Common Stock, no par value per share. The Company has no present plans to issue additional shares of Common Stock except as may be issued pursuant to this Offering, the normal course of business, the exercise of warrants and existing employee stock options.

The holders of shares of Common Stock are entitled to dividends, out of funds legally available therefore, when and as declared by the Board of Directors of the Company (the "*Board of Directors*"). The Board of Directors has never declared a dividend and does not anticipate declaring a dividend in the future. Each outstanding share of Common Stock entitles the holder thereof to one vote per share on all matters and cumulative voting is not provided for in connection with the election of the Board of Directors. The holders of the shares of Common Stock have no preemptive or subscription rights.

The Securities shall be "*restricted*" securities and shall not have any registration rights. Any sale of the Securities must be pursuant to an exemption from registration under Reg D the 1933 Act including Rule 506c. See also rule 144 for trading with Restricted shares.

In order to fully effect its intended plan of operation, the Company will likely need to raise additional capital in the future beyond any amount currently on hand and which may become available as a result of this Offering.

BUSINESS

The Company's Form 10-K for the fiscal year ended April 30, 2018. Filed with the Securities and Exchange Commission, it provides detail summaries of the Company's business, management, certain transactions, management remuneration, and principal shareholders. The Company's Un-Audited January 31st, 2019 Quarterly is also available for review on the EDGAR SEC reporting site or by request of the Company.

Offices

The Company's headquarters and executive offices are located at 7520 N. Market Street, St. #10 Spokane, WA 99217, and the telephone number is (509) 474-1040.

Employees

Since July 2016, we have hired a Chief Executive Officer, a President, Chief Technology Officer, a Director of Business Development, Chief Financial Officer, along with Engineers, Technical prototype development technicians and administrative associates. We also plan on hiring additional Engineers, mechanical designers and other technical support employees. (See "*Appendix A – Management and Key Employee Biographies*")

Conflicts of Interest

Some consultants have other part time/full time employment. (See "*Management - Officers and Directors of the Company*" in the 10-K)

INDEMNIFICATION

The Company's Amended Articles of incorporation provide that the Company's directors and officers will be indemnified to the fullest extent permitted by the Oregon Corporation Code. However, such indemnification shall not apply to acts of intentional misconduct, a knowing violation of law, or any transaction where an officer or director personally received a benefit in money, property, or services to which to the director was not legally entitled.

The Company has been advised that in the opinion of the Securities and Exchange Commission indemnification is against public policy as expressed in the 1933 Act and is, therefore, unenforceable. (See "*Risk Factors - Indemnification of Officers and Directors for Securities Liabilities*"¹⁾)

SIGNIFICANT RECENT DEVELOPMENTS

Regi sees a positive forward movement of its organizational direction while it continues to make significant progress in the development of the RadMax technology towards commercialization as evidenced in the following public announcements:

Spokane, Washington, July 02, 2018, Regi U.S., Inc. ("REGI" or "RGUS" or "the Company") RGUS (OTCMKTS), The Board of Directors, Regi U.S., Inc. and its wholly owned subsidiary, RadMax Technologies, Inc., are pleased to announce the achievement of a major milestone in the development of the RadMax sliding axial vane gas expander. Continued development and testing of the gas expander prototypes have demonstrated overall efficiencies greater than 70 percent, a significant technical milestone. Future development and testing is expected to further increase efficiencies, into the mid-80 percent range by utilizing more advanced bearings, coatings, and other friction reducing technologies. Testing has also shown that the device's power curve as similar to other positive displacement engines, and is characterized by a broad peak with high torque. Having reached this baseline milestone, product development is now shifting to designing proof-of-concept expanders for custom applications. Targeted applications for the RadMax TPX (expander) and TPXG (expander/generator) include, replacement of existing "non-power generating" expansion and pressure regulation valves in air conditioning, refrigeration and natural gas distribution systems. Use of the RadMax TPXG in these applications captures this lost energy, and generates electricity that can be used to power parasitic devices or be sold back into the power grid. RadMax Technologies is currently communicating with government agencies and industry leading companies in each of these large markets, to identify opportunities to reduce the environmental footprint of their existing products, and encourage the use of the RadMax technology in future products. If RadMax technology devices were fully implemented in all relevant air conditioning and refrigeration applications, 50 – 150 billion kWh of electricity worth \$5 - \$15 billion and up to 150 million metric tons of CO₂ fossil fuel related emissions could be saved annually in the U.S.

Spokane, Washington, September 17, 2018, Regi U.S., Inc. ("REGI" or "RGUS" or "the Company") RGUS (OTCMKTS), The Board of Directors, Regi U.S., Inc. and its wholly owned subsidiary, RadMax Technologies, Inc. (RadMax), are pleased to be working with a Department of Energy national laboratory. RadMax is supporting the Pacific Northwest National Laboratory (PNNL), in Richland, WA to develop and demonstrate a new, reduced cost energy system. PNNL's patent-pending Harmonic Adsorption Recuperative Power (HARP) system implements a new non-condensing thermodynamic cycle projected to be 40% more efficient than commercially available organic Rankine cycle (ORC) systems, when paired with a suitable low temperature heat source. RadMax will design and build an axial-vane, rotary gas expander that will operate in the 1-to-2 kW range. The RadMax device will be used to expand the high-pressure refrigerant generated by the HARP system to drive an electrical generator. With no need for fluid condensation, less heat is rejected to the environment and the HARP system can produce power even under high ambient temperature conditions where conventional ORC systems shutdown. PNNL's research project is funded by DOE's Geothermal Technologies Office. It is the first of several projects currently being jointly pursued by RadMax Technologies and PNNL.

Spokane, Washington, September 24, 2018, Regi U.S., Inc. ("REGI" or "RGUS" or "the Company") RGUS (OTCMKTS), The Board of Directors, Regi U.S., Inc. and its wholly owned subsidiary, RadMax Technologies, Inc. (RadMax), are pleased to announce the receipt of a donated, state-of-the-art air conditioning / chiller system from Carrier Corporation. The system will be used as the test platform for the development and testing of RadMax's innovative two phase expander generator (TPXG). Paul Porter, RadMax Chief Technology

Officer, states “This new equipment will greatly accelerate our product development timeline by giving us the ability to test and compare our devices against incumbent technologies in-house. We are very appreciative of Carrier’s assistance in defining and delivering the state of the art equipment, as well as their willingness to guide and review the results from our on-going development programs. This will allow us to better align our devices to best address real world opportunities in the areas of operational efficiency and energy conservation.” The RadMax TPXG is being developed to replace non-energy capturing throttling valves currently used in conventional air conditioning and refrigeration systems. Our objective is to improve the systems coefficient of performance (COP) by 5 to 15 percent depending upon the refrigerant being used. The TPXG is a positive displacement device capable of capturing a portion of the compression energy normally lost by incumbent throttling valves and converting it into electricity, which in turn is used to decrease the systems electrical demand on the grid.

Spokane, Washington, October 22, 2018, Regi U.S., Inc. (“REGI” or “RGUS” or “the Company”) RGUS (OTCMKTS), The Board of Directors, Regi U.S., Inc. and its wholly owned subsidiary, RadMax Technologies, Inc. (RadMax), are pleased to announce the achievement of a major milestone in the development of its prototype gas expander. Durability testing of the third generation RadMax gas expander is underway to determine its expected life span, lubrication requirements and to help establish maintenance and overhaul schedules. The testing program mimics aerospace procedures that call for the breakdown, inspection and wear measurement of the expander’s components at 100, 500 and 1,000 hours of continuous running intervals. The testing program has reached the 500-hour mark of continuous running with no measurable wear or decrease in performance. Durability testing is continuing under an increased pressure and load until the 1,000-hour mark is reached. This will trigger the breakdown and final inspection of all expander components and will include wear measurements of all applicable components and surfaces. Paul Porter, RadMax Chief Technology Officer, states “Expander disassembly and inspection at 100 and 500-hour intervals showed no visual or measurable component wear with all measurements still within manufacturing tolerances. This is very encouraging. The expander design is proving to be very robust and there is no reason to believe that it will not easily meet the 40,000 hours before overhaul, design goal”. The RadMax gas expander is being developed to replace pressure regulation and other throttling type valves currently used in air conditioning / refrigeration, natural gas, steam and other pressurized gas applications. A positive displacement device, the RadMax gas expander is capable of capturing a portion of the original gas compression energy normally lost by the throttling process and converts it into torque, which in turn can be used to generate electricity or power other shaft driven devices.

Spokane, Washington, January 10, 2019--REGI U.S., Inc. (“REGI” or “RGUS” or “the Company”) OTCQB: RGUS, The Board of Directors, Regi U.S., Inc. and it’s wholly owned subsidiary, RadMax Technologies, Inc. (RadMax) announced the review of 2018 accomplishments and outlook for 2019 at year end gathering.

Michael Urso, CEO, congratulated and thanked RadMax employees for a successful 2018 at a recent employee luncheon, and also discussed how the Company plans to build on those accomplishments in 2019.

Highlighted 2018 accomplishments included:

The efficiency, sealing and durability milestones achieved as part of the development and testing program for RadMax’s positive displacement gas expanders;

The company’s expanding intellectual property;

And most importantly, the sale of the first commercial expander to the Pacific Northwest National Laboratory (PNNL) scheduled for delivery in early 2019.

The RadMax positive displacement gas expander has the unique advantage of being able to operate in both gas and gas-liquid states, and is projected to extract 10 – 20% of the available pressure-volume energy normally lost in traditional throttling operations. The RadMax gas expander is being developed to replace incumbent pressure regulation and other throttling valves used in air conditioning/refrigeration, natural gas, steam and other pressurized gas applications.

Recent testing of our fourth-generation gas expanders has demonstrated predicted torque and power generation values at all tested speeds, while achieving overall efficiencies greater than 70%. This is a significant step toward achieving our goal of over 85% efficiency in next generation devices. Additionally, current durability testing is showing no measurable component wear after 500 hours of continuous operation, indicating that the device is well on the way to meeting the 40,000 hours before overhaul goal.

RadMax is supporting the Department of Energy’s (DOE) Pacific Northwest National Laboratory (PNNL) in their development and demonstration of an innovative, reduced cost energy system that will utilize a refrigerant

based RadMax gas expander capable of delivering approximately two (2) kW of electrical power from their laboratory scale demonstration system. PNNL's patent-pending Harmonic Adsorption Recuperative Power (HARP) system implements a new non-condensing thermodynamic cycle projected to be 40% more efficient than commercially available organic Rankine cycle (ORC) systems, when paired with a suitable low temperature heat source. This research project is funded by DOE's Geothermal Technologies Office. It is the first of several projects currently being jointly pursued by RadMax Technologies and PNNL.

Additionally, the Carrier Corporation has donated a state-of-the-art 10-ton air conditioning/chiller system to be used as the test platform for the development and testing of RadMax two-phase refrigerant expander generators. Our objective is to improve the systems coefficient of performance (COP) by 5 to 15%. If fully implemented in all relevant air conditioning and refrigeration applications, 50 – 150 billion kWh of electricity worth \$5 - \$15 billion and up to 150 million metric tons of CO₂ fossil fuel related emissions could be saved annually in the U.S. alone. We are very appreciative of Carrier's assistance in defining and delivering the state-of-the-art equipment, as well as their willingness to review and interpret the results from our on-going development programs.

Looking forward to 2019, RadMax is actively communicating with government agencies, leading air conditioning/refrigeration, natural gas distribution, and Oil & Gas companies to become commercialization partners. Our objective is to identify application opportunities and develop products that reduce the environmental footprint of existing products. Specific areas under discussion include specific manufactures air conditioning systems testing, demonstration projects for natural gas pipeline power generation, syngas power generation, and industrial plant process power generation.

Spokane, Washington--January 17, 2019--REGI U.S., Inc. ("REGI" or "RGUS" or "the Company") (OTCQB: [\(RGUS\)](#), The Board of Directors, Regi U.S., Inc. and its wholly owned subsidiary, RadMax Technologies, Inc. (RadMax), announced today the collaboration with EEMS International (EEMS), Guatemala City, Guatemala and Trans African Energy Pty Ltd. (TAE), Nairobi, Kenya to improve the overall efficiency of innovative heat pump units being developed specifically for African markets.

RadMax and EEMS are evaluating the use of RadMax's Two-Phase Expander Generator (TPXG) in EEMS heat pump systems to confirm its ability to reduce operating costs by increasing overall system efficiency by 5 - 15%. The RadMax TPXG is able to capture energy normally lost as compressed gases pass through the expansion valves used in traditional vapor-compression heat pump systems. This energy is then converted to electricity which is used to reduce the overall energy consumption of the system.

EEMS and TAE are advocating for the development of "greener" and more efficient energy sources for the African continent. Upon successful completion of testing, TAE will enter into negotiations to become the exclusive distributor of the higher efficiency EEMS / RadMax heat pump systems for African markets. These high efficiency, low energy consuming systems are targeted for the agricultural zones of the fast-growing economies of the Eastern Africa Region (EAR). Electricity from the grid in these areas is not always available making these systems highly desirable for heating, cooling and drying applications.

Laboratory testing will begin in early 2019 at RadMax's testing facilities in Spokane, WA using equipment supplier by EEMS. Field testing is expected to commence in mid-2019 and continue through the end of the year at TAE selected locations in Africa. Upon successful completion of field testing, RadMax and EEMS intend to commercialize EEMS products in Africa through TAE. Additional collaboration between the parties will focus on the development of larger geothermal energy producing projects for the region.

About EEMS International

Established in 1984, EEMS International is a privately owned geothermal energy consulting Company in Guatemala. EEMS is creating designs for improved energy recovery and increased efficiency of geothermal development projects, and is designing improved efficiency industrial heat pump systems for African markets. EEMS has global experience having worked on projects in Asian, European, North / South American and African markets.

About Trans African Energy, Pty Ltd. (TAE)

Trans African Energy is a power and energy solutions provider in the East African Region, based in Upper Hills Nairobi, Kenya delivering renewable hydro and geothermal and strategic energy to the power industry utilities of the Region. Its Director Mr. E. Njorge has long-term and distinguished experience in African utilities development, financing and working with international governance institutions.

Spokane, Washington—January 24, 2019--REGI U.S., Inc. ("REGI" or "RGUS" or "the RadMax Technologies, Inc. (RadMax), are pleased to announce today the collaboration with the Northern Illinois University College of Engineering and Engineering Technology (NIU-CEET) for the 3D metal printing of a fully functional RadMax expander.

During the collaboration, NIU will produce 3D metal printed components to be used in the construction of a fully functional RadMax refrigerant gas expander prototype. This device will then be compared to those manufactured via traditional methods in the areas of production speed, cost, weight, parts count, strength, performance and overall efficiency. The objective is to understand the capabilities and potential role of 3D printing in RadMax's long-term manufacturing strategy.

Paul Porter, RadMax's Chief Technology Officer, stated, "The ability to 3D print complete devices and associated components offers the opportunity to increase production speed, reduce weight and parts count while maintaining strength and overall performance for end users. The capability to 3D print will also shorten product development timelines by dramatically reducing the time and cost of manufacturing and testing new concepts and designs in current and future RadMax devices."

Under the direction of Dr. Federico Sciammarella, Associate Professor and Interim Chair, Mechanical Engineering, NIU is learning industries additive manufacturing requirements and growing its portfolio in 3D metal printing. Aside from his research in process monitoring in metal 3D printing, Dr. Sciammarella is also planning to transfer this experience into the classroom.

According to Dr. Sciammarella, "Understanding Industry's requirements for rapid prototyping help us prepare future graduates in this discipline assuring a trained employee pool as the technology evolves. This collaboration is in perfect alignment with our mission as a department and college and fits to what we do best, which is creating functional engineers that are ready for the future. We are very thankful for forward-thinking companies like RadMax for providing us the opportunity to show our value.

The collaborative project is the idea of RadMax's military and aerospace applications consultant, James Metzger, who has been promoting with the military, the additive manufacturing concept as a way to reduce parts inventory and enhance field readiness of military equipment.

Mr. Metzger stated, "This collaboration will lead to new and innovative products not possible with traditional manufacturing that are stronger, lighter and more reliable."

NIU worked with the preliminary expander design and has already resulted in parts consolidation to facilitate printing, and understanding digital information transferred for integration. The initial collaboration is expected to run through 2019 and result in the production of a fully functional gas expander as well as the redesign of various components to reduce costs and increase performance.

The RadMax gas expander is being developed to replace pressure regulation and other throttling type valves currently used in air conditioning / refrigeration, natural gas, steam and other pressurized gas applications. A positive displacement device, the RadMax gas expander is capable of capturing a portion of the original gas compression energy normally lost by the throttling process and convert it into torque, which in turn can be used to generate electricity or power other shaft driven devices.

About NIU

Northern Illinois University is a student-centered, nationally recognized public research university, with expertise that benefits its region and spans the globe in a wide variety of fields, including the sciences, humanities, arts, business, engineering, education, health and law. Through its main campus in DeKalb, Illinois, and education centers for students and working professionals in Chicago, Hoffman Estates, Naperville, Oregon and Rockford, NIU offers more than 100 courses of study while serving a diverse and international student body.

Spokane, Washington—February 25, 2019--REGI U.S., Inc. ("REGI" or "RGUS" or "the Company") (OTCQB: RGUS), The Board of Directors, Regi U.S., Inc. and its wholly owned subsidiary, RadMax Technologies, Inc. (RadMax), announced today continued successful prototype gas expander testing. Ongoing performance and durability testing are underway at the Company's Spokane laboratory where testing parameters have been expanded to include high pressures as well as the integration of an electric generator. The prototype gas expanders have been designed for use in natural gas and refrigerant applications. Electric power is being produced by a two (2) kW expander-generator unit that is producing electricity at the predicted level. Please view link: <http://radmaxtech.com/document/news/2019/2019-02-22-1948.mp4>.

Over the next several weeks RadMax refrigerant expander-generator units will be tested in commercial air conditioning units to compare their performance against the incumbent, non-energy producing expansion valve technology.

Successful test results have accelerated the design of a larger capacity RadMax expander-generator targeted for pilot scale, proof of concept projects for natural gas and other compressed gas applications. RadMax is actively pursuing demonstration projects with industrial partners in domestic and international markets.

The production of electrical power by the RadMax expander-generator allows its industrial partners to recapture some of the energy, otherwise lost in the compression and transportation of these gases. Millions of kilowatts of power are lost every day as high pressure gases are let down for use in a wide variety of industrial and residential

applications. RadMax is focused and committed to developing energy saving products for these types of applications.

Growth Plans

We intend to pursue the development of our RadMax technology by partnering on DOE grant proposals that benefit from the unique attributes of our rotary, axial vane technology which maximizes efficiency, saves energy and / or reduce costs. RadMax will accomplish this by partnering with, or being a co-awardee on, DOE projects awarded to PNNL. If successful, these awards will allow us to fund our product development objective of designing, building, and delivering a “proof-of-concept” device for evaluation by OEM’s, investment partners, and the DOE / PNNL. This “proof of concept” device as proposed to PNNL for inclusion into their innovative, solar powered, sea water desalination system and geothermal powered Harmonic Absorption Recuperative Power (HARP) systems which are capable of purifying brackish ground water and / or generating electricity dependent on market demand and economics. This strategy allows RadMax to fund development through proof of concept while maintaining control of the company, and our intellectual property. It also allows us to maximize shareholder value, and our leverage with potential partners, buyers and customers. Initially, we plan to manufacture devices based on the specifications provided by our partners. Once proven, the production of these devices will transfer to a contract manufacturer. The long-term objective is to license and / or sell the technology to these partners as they have the market presence and financial resources to maximize its potential. We have no current plans to become actively involved in either manufacturing or marketing any device which may ultimately develop to the point of becoming a commercial product.

Our short-term objective is to design, build, and deliver RadMax Expanders, Compressors, and Generators for a variety of DOE / PNNL projects involving the refrigeration, HARP and / or Organic Rankin cycle technologies. These well-established technologies open the door to a wide range of markets and applications from air conditioning, coolers, refrigeration, desalination / water purification systems, as well as low temperature, low pressure solar, geothermal, and waste energy driven, power generation systems. Upon successful testing, the prototypes will then be introduced to early adopter OEM’s that want to strengthen their market position, offer the most energy efficient products, and open the door to new markets that competitors can’t easily supply with incumbent technologies.

Based on successful “proof-of-concept” testing of the RadMax prototypes in the DOE / PNNL grant projects, we expect to have significant interest from Industry OEM’s and investment groups for the introduction and testing of RadMax technology in targeted industries and applications. We believe this will pave the way for joint product development projects, joint ventures, license agreements, and ultimately the sale of IP and / or the Company. However, there is no assurance that the tests will be successful or that we will ever achieve these objectives.

Please Note: The aforementioned strategy has successfully opened the door to numerous industry applications and potential joint development agreements. These agreements have been framed in individual Memorandum of Understanding (MOU) agreements that define the objective of each collaboration, what success looks like, how the companies plan to achieve it, what each party is responsible for and contributes to the collaboration and finally defines how the collaboration is to be funded.

Current Business Objectives

- Demonstrate sufficient progress and value with recent prototype devices to entice partnerships with the DOE/PNNL as well as refrigeration, natural gas or other OEM industry partner.
- Design, construct and perform proof-of-concept testing on prototype gas expanders that demonstrates their ability to efficiently extract energy, normally lost through the depressurization of compressed refrigerants, natural gas, CO₂ and steam. This energy can then be used to generate power.
- Deliver a purchased refrigerant based RadMax expander to the PNNL for their innovative, patented, low quality heat source HARP alternative energy demonstration project.

- Promote and further develop with the PNNL a demonstration prototype of their innovative, patented organic Rankine cycle (ORC) low cost water desalination technology which utilizes a RadMax expander / generator. RadMax is actively working with several industries that have expressed interest in evaluating this technology as a solution for their water management problems. Actively seek and obtain two projects with industry collaborators to fund, design, deliver and field test gas expanders for refrigerant, natural gas and steam applications resulting in RadMax's first product sales to our industry partners.
- Continue collaborating with Northern Illinois University on their 3D printer project which would produce two (2) metal printed expanders for use / testing at our Spokane shop. This production method would be compared to traditional manufacturing method on cost, time and overall performance.
- Secure sufficient funding to support the ongoing operation of the company over the next 18 months. Funding options include private placement, DOE grants, independently funded product sales, licensing, sale of stock (equity), debt or sale of industry segment, or application specific IP rights.
- Define the people, financial and equipment resources required to achieve the objectives and goals outlined in this document.
- Continue to protect, expand and leverage RadMax's patent portfolio that broadly protects critical IP and facilitates the successful execution of our corporate vision.

PLACEMENT

None of the Securities offered hereby have been registered under the 1933 Act or under any state securities laws (the "*State Acts*") in reliance upon exemption from registration provided for in Section 3(b), 4(2) and 4(6) of the 1933 Act, and Regulation D and Regulation S and in reliance on applicable exemptions from registration afforded certain private placements under State Acts. No general solicitation will be made in connection with issuance of the Securities being offered, and subscription for the Securities will be accepted only from qualified accredited investors, as hereinafter described. The Offering will also be made to non-residents of the United States, in accordance with Regulation S and applicable foreign law.

INVESTOR SUITABILITY

Except for a limited number of investors as provided for in Regulation D, no Securities will be sold to a prospective investor unless such investor would be considered an "*accredited investor*" pursuant to the provisions of Rule 501(a) of Regulation D or, in the event a prospective investor is not a resident of the United States, is appropriately qualified under applicable foreign law. Additionally, each investor will be required to represent that, in connection with evaluating the merits and risks of an investment in the Company, the investor and its advisors have such knowledge and experience in financial and business matters that they are capable of evaluating the merits and risks of an investment in the Company and of making an informed investment decision. The Company reserves the right, in its sole discretion, to reject any potential investor and to limit the amount of the investment in Securities by any purchaser.

The definition of an "*accredited investor*" includes the following:

- An individual having a net worth or a combined net worth with a spouse at the time of purchase in excess of US\$1,000,000.
- An individual whose net income was in excess of US\$200,000 in each of the two most recent years, or whose joint income with a spouse was in excess of US\$300,000 in each of those years, and who reasonably expects his net income to reach such level in the current year.
- A corporation, partnership, Massachusetts or similar business trust, or organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (tax exempt organization), not formed for the

specific purpose of acquiring the Securities, having total assets in excess of US\$5,000,000.

- A bank, savings and loan association or other similar institution (as defined in Sections 3(a)(2) and 3(a)(5)(A) of the 1933 Act).
- An insurance company (as defined in Section 213 of the 1933 Act).
- An investment company registered under the Investment Company Act of 1940 (the "*Investment Company Act*").
- A business development company (as defined in Section 2(a) (48) of the Investment Company Act) or a private business development company (as defined in Section 202(a) (22) of the Investment Advisers Act of 1940).
- A Small Business Investment Company licensed by the U.S. Small Business Administration under Sections 301(c) or (d) of the Small Business Investment Act of 1958.
- A broker or dealer registered pursuant to Section 15 of the Securities Exchange Act of 1934, as amended.
- A plan established and maintained by a state, its political subdivisions, or any agency or instrumentality of a state or its political subdivisions for the benefit of its employees, which plan has total assets in excess of US\$5,000,000.
- An employee benefit plan within the meaning of the Employee Retirement Income Security Act of 1974 ("*ERISA*"), if the investment decision is made by a "*plan fiduciary*", as defined in section 3 (21) of ERISA, which is either a bank, savings and loan association, insurance company or registered investment adviser.
- An employee benefit plan within the meaning of ERISA having total assets in excess of US\$5,000,000.
- A self-directed employee benefit plan within the meaning of ERISA, with investment decisions made solely by persons who are accredited investors as defined in Rule 501(a) of Regulation D.
- A trust with total assets in excess of US\$5,000,000 not formed for the specific purpose of acquiring the Securities offered hereby, whose purchase is directed by a sophisticated person (i.e., a person who has such knowledge and experience in financial and business matters that he is capable of evaluating the merits and risks of an investment in the Securities).
- Any entity in which all of the equity owners are accredited investors.

U.S. Investors will be required to represent in writing that they meet the requirements outlined above by completing and returning to the Company the Subscription Agreement. Non-US Investors will be required to represent in writing that they are qualified to invest in the Securities by completing and returning to the Company the NON-US Citizen Subscription Agreement.

In addition, each investor will be required to represent that he is acquiring Securities for investment purposes only, with no intention of reselling or further distributing such Securities, and that the Securities will not be transferred or otherwise resold by it except in compliance with the 1933 Act, and any applicable State Acts. The Company reserves the right to modify the suitability requirements for potential investors in order for the Offering to comply with the requirements of all applicable State Acts.

SUBSCRIPTION DOCUMENTS

In order to subscribe, a qualified investor should execute and return to the Company the documents listed below, which have been delivered with this Memorandum.

- (1) One copy of the Subscription Agreement, which contains certain representations, covenants, warranties, and undertakings, all of which should be carefully considered by the Subscriber before execution;
- (2) A personal check, Certified Bank Check, Money Order or Direct Wire Transfer, payable to the Company.

Upon the receipt of a check and an executed Subscription Agreement, the purchaser will be sent a copy of the executed Subscription Agreement signed by the Company, together with a certificate for the Securities purchased.

ADDITIONAL INFORMATION

Each prospective investor will be furnished or given access to any additional information reasonably available or obtainable which may be needed to verify or supplement any information contained herein and in the Exhibits hereto or to assist the investor in making an informed decision. Upon request, prospective investors will have an opportunity to meet with and ask questions of the Company. The Form 10-K for the fiscal year ended April 30, 2018 and the Un-Audited January 31st, 2019 Quarterly, which was filed with the Securities and Exchange Commission is being delivered with this Memorandum. Persons desiring any additional information, copies of documents or a meeting with the Company may contact the Company at:

REGI U.S., Inc.
7520 N. Market Street, Suite #10,
Spokane, WA 99217

Attn:
Paul W Chute, (509) 474-1040 Office ex. #3, Message
(707) 246-7294 Direct

APPENDIX A – MANAGEMENT AND KEY EMPLOYEE BIOGRAPHIES

Paul W Chute, Chief Executive Officer, age 70. Paul has over 45 years of executive experience building or restructuring over 25 private and public companies. He specializes in Governance, Business Plans, Financing, Corporate Structure, Systems and Operational Functionality. A strong believer in team management, Paul believes in cooperative processing with accountability. He previously served as CEO, of Regi U.S., Inc., and the associated companies Reg Technologies, Rand Energy Group, Inc. and Minewest Inc., from its June 2016 restructuring until April, 2018. Mr. Chute has also served as CEO, CFO and Board Chairman for multiple companies including Acadia National Health Systems, and Western Maine Health Care, and has served on multiple affiliated companies, civic boards and organizations. He earned his MBA in Business Management from Husson University and a BS in Accounting from the University of Maine. Mr. Chute also held advanced certifications as a Diplomat of the American College of Health Care Executives and a Fellow in the Health Care Financial Management Association, from which both he is retired.

Paul L. Porter, President, Chief Engineer and Technology Officer, 63. Paul has been a hands-on engineer and manager for over 30 years. Founder and former president of Jetseal, Inc., a manufacturing firm specializing in cutting-edge seal design and other aerospace technologies. Paul now serves as Managing Partner at P.A. Industries, in addition to serving as Chief Engineer and Technology Officer for Regi U. S., Inc., on developing the RadMax technology. He has an MBA from McNeese University and BS in Mechanical Engineering from Brigham Young University.

Michael Urso, Vice President, Operations, 62. Mike is a Senior Executive with over 25 years of experience in the areas of Innovation, Business Development, Marketing, Operations Management, and Sales with companies ranging from startups to large \$50 billion global corporations.

Mike is a skilled leader with an impressive track record of transforming companies with commodity based, or incremental innovation strategies into innovation leaders. He also has extensive experience mentoring startup companies in successfully moving many from concept to commercialization. Prior to his current position, Urso served as the Vice President of Product Innovation for Saint-Gobain's North American Gypsum business. While in this position he moved Saint Gobain from a position of innovation follower to being the innovation leader in the North American gypsum industry.

During his career Mike has also held leadership positions as Senior Principal Consultant, Sirti, a Washington State funded, high tech business incubator with a successful track record of launching new companies or guiding successful exits; Vice President of Marketing, Potlatch Corporation, Wood Products and Resource Management Divisions; Global New Business Development Manager and Global Composite Materials Project Manager, Dow Chemical Company, Emulsion Polymers Division; Operations Manager, Dow Chemical, Chemical and Metals Divisions; North American Marketing Manager, Dow Chemical, Emulsion Polymers Division; and Canadian Marketing Manager, Dow Chemical, Emulsion Polymers Division.

Mike received a BSc degree from the University of Calgary, Alberta, Canada, and a MBA degree from Northwood University's DeVos Graduate School of Management, Midland, Michigan. He is also a co-inventor on four patents

Lynn Petersen, Director Business Development, 68, An accomplished marketer and new product strategist, Lynn has over 30 years of leadership experience in technical sales, marketing, customer service, and business development management. He has worked with clients in the mining, industrial chemical, electronics, aerospace, and capital equipment industries. Lynn has a Master's of Science in Economics & Agricultural Engineering and a BS in Mechanized Agriculture from South Dakota State University.

Michel Garcia, PhD, Sr. Research Engineer, 37, Michel has over 15 years of research, modeling, testing, and design experience for various aerospace and mechanical systems in both academic and private industry environments. Michel received his PhD degree in Aerospace Engineering from Carleton University, Ottawa, ON. His thesis focused on liquid-vapor phase change heat transfer where surface tension effects are significant. Michel's experience also includes working as a Post-doctoral Research Associate at the University of Calgary Gas

Dynamics Laboratory, a Research and Test Engineer at Atlantis Research Labs, Inc. in Regina, SK working on natural gas incinerator development, and as a Rotary Engine Development Engineer at Liquid Piston Inc. in Bloomfield, CT.

Key Engineers under Consulting Contract

Dr. Massimo "Max" Capobianchi, Dr. Capobianchi is Professor of Mechanical Engineering at Gonzaga University and the department chair. His professional experience includes 10 years as a practicing mechanical engineer in industry and more than 20 years in academia. He has worked as a mechanical design engineer in the electronics field. He earned his BE, MS in Mechanical Engineering, and PhD in Mechanical Engineering from State University of New York.

Ron L. Prowse, Ron is a retired oil and gas engineer who has worked internationally for Mobil then ExxonMobil. He has alternated between engineering and operations positions both offshore and onshore in Canada, Nigeria, Indonesia, Scotland, the U.S. and Equatorial Guinea. Ron began his career in research and is named on two patents. He holds a MS in Metallurgical Engineering from the University of Alberta.

James J. Metzger, James is a US Army Contractor working as a Materials Engineer and Project Manager for aircraft modifications and Systems Engineering. Previously, he worked for Conoco/DuPont as an R&D Compliance Engineer and an Environmental Engineer. He has an MS in Petroleum Engineering and BS in Biochemistry from Tulane University.

Darin Redinger, Sr. Mechanical Engineer. Darin has been a mechanical engineer in various capacities for nearly 30 years. Working for both large companies and small, Darin has a wide-range of experience in the energy field. His efforts have helped improve performance and longevity of nuclear fuels in-reactor, as well as further the development of Sterling cycle-based power generators. He has a MS and BS in Mechanical Engineering from Washington State University.