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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 20549

**FORM 10-Q**

Quarterly Report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

For the quarterly period ended January 31, 2016

Transition Report pursuant to 13 or 15(d) of the Securities Exchange Act of 1934

For the transition period \_\_\_\_\_ to \_\_\_\_\_

Commission File Number **0-23920**

**REGI U.S., INC.**

*(Exact name of Small Business Issuer as specified in its charter)*

**Oregon**

*(State or other jurisdiction of  
incorporation or organization)*

**#240 – 11780 Hammersmith Way  
Richmond, BC, Canada**

*(Address of principal executive offices)*

*Issuer's telephone number, including area code:*

**91-1580146**

*(IRS Employer  
Identification No.)*

**V7A 5A9**

*(Postal or Zip Code)*

**(604) 278-5996**

**NA**

*(Former name, former address and former fiscal year, if changed since last report)*

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the *Securities Exchange Act of 1934* during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See definition of "accelerated filer and large accelerated filer" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Non-accelerated filer

Accelerated filer

Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes  No

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date: 32,779,298 shares of common stock with no par value outstanding as of April 28, 2016.

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PART I. FINANCIAL INFORMATION

Item 1. Financial Statements

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**REGI U.S., Inc.**  
**Consolidated Balance Sheets**  
**(Unaudited)**

	<b>January 31, 2016</b>	<b>April 30, 2015</b>
<b>ASSETS</b>		
Current Assets:		
Cash and cash equivalents	\$ 88	\$ 491
<b>Total Assets</b>	<b>\$ 88</b>	<b>\$ 491</b>
<b>LIABILITIES AND STOCKHOLDERS' DEFICIT</b>		
Current Liabilities:		
Accounts payable and accrued liabilities	\$ 188,763	\$ 185,230
Due to related parties	1,924,429	1,791,680
<b>Total Current Liabilities</b>	<b>2,113,192</b>	<b>1,976,910</b>
Stockholders' Deficit:		
Common stock, 100,000,000 shares authorized, no par value, 32,779,298 shares issued and outstanding	10,840,946	10,750,946
Accumulated deficit	(12,954,050)	(12,727,365)
<b>Total Stockholders' Deficit</b>	<b>(2,113,104)</b>	<b>(1,976,419)</b>
<b>Total Liabilities and Stockholders' Deficit</b>	<b>\$ 88</b>	<b>\$ 491</b>

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

**REGI U.S., Inc.**  
**Consolidated Statements of Expenses**  
**(Unaudited)**

	<b>Three Months Ended</b>		<b>Nine Months Ended</b>	
	<b>January 31,</b>		<b>January 31,</b>	
	<b>2016</b>	<b>2015</b>	<b>2016</b>	<b>2015</b>
<b>Operating Expenses:</b>				
General and administrative	\$ 44,550	\$ 67,234	\$ 178,150	\$ 283,328
Research and development	1,110	25,886	47,455	47,824
<b>Loss from Operations:</b>	<b>(45,660)</b>	<b>(93,120)</b>	<b>(225,605)</b>	<b>(331,152)</b>
<b>Other Income (Expense):</b>				
Interest expense	(360)	(360)	(1,080)	(1,080)
<b>Net loss</b>	<b>\$ (46,020)</b>	<b>\$ (93,480)</b>	<b>\$ (226,685)</b>	<b>\$ (332,232)</b>
<b>Net loss per share – basic and diluted</b>	<b>\$ (0.00)</b>	<b>\$ (0.00)</b>	<b>\$ (0.01)</b>	<b>\$ (0.01)</b>
<b>Weighted average shares outstanding – basic and diluted</b>	<b>32,779,298</b>	<b>32,779,298</b>	<b>32,779,298</b>	<b>32,774,393</b>

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

**REGI U.S., Inc.**  
**Consolidated Statements of Cash Flows**  
(Unaudited)

	Nine Months Ended January 31 ,	
	2016	2015
Cash flows from operating activities:		
Net loss	\$ (226,685)	\$ (332,232)
Adjustments to reconcile loss to net cash used in operating activities:		
Donated services	90,000	90,000
Options and warrants issued for service	-	68,285
Changes in operating assets and liabilities:		
Due to related parties	1,080	1,080
Accounts payable and accrued liabilities	3,533	(56,914)
Net cash used in operating activities	(132,072)	(229,781)
Cash flows from financing activities		
Advances from related parties	131,669	216,506
Proceeds from the sale of common stock	-	12,197
Net cash provided by financing activities	131,669	228,703
Net change in cash and cash equivalents	(403)	(1,078)
Cash and cash equivalents, beginning of period	491	1,876
Cash and cash equivalents, end of period	\$ 88	\$ 798
Supplemental Disclosures:		
Interest paid	\$ -	\$ -
Income tax paid	\$ -	\$ -

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

**REGI U.S., Inc.**  
**Notes to Consolidated Financial Statements**  
**(Unaudited)**

**NOTE 1. BASIS OF PRESENTATION**

The accompanying unaudited interim financial statements of REGI U.S., Inc. ("REGI") have been prepared in accordance with accounting principles generally accepted in the United States of America and the rules of the Securities and Exchange Commission, and should be read in conjunction with the audited financial statements and notes thereto for the year ended April 30, 2015 filed on Form 10-K with the SEC. In the opinion of management, the accompanying unaudited interim consolidated financial statements reflect all adjustments, consisting of normal recurring adjustments, necessary to present fairly the financial position and the results of operations for the interim period presented herein. The results of operations for interim periods are not necessarily indicative of the results to be expected for the full year or for any future period. Notes to the unaudited consolidated financial statements which would substantially duplicate the disclosures contained in the audited consolidated financial statements for fiscal 2015 as reported in Form 10-K, have been omitted.

**NOTE 2. GOING CONCERN**

REGI incurred net loss of \$226,685 for the nine months ended January 31, 2016 and has a working capital deficit of \$2,113,104 and an accumulated deficit of \$12,954,050 at January 31, 2016. These factors raise substantial doubt about the ability of REGI to continue as a going concern. The consolidated financial statements do not include any adjustments that might result from the outcome of this uncertainty. As a result, REGI's unaudited consolidated financial statements as of January 31, 2016 and for the nine months then ended have been prepared on a going concern basis, which contemplates the realization of assets and the settlement of liabilities and commitments in the normal course of business.

REGI also receives interim support from affiliated companies and plans to raise additional capital through debt and/or equity financings. There continues to be insufficient funds to provide enough working capital to fund ongoing operations for the next twelve months. REGI may also raise additional funds through the exercise of warrants and stock options, if exercised. There is no assurance that any of these activities will be successful.

**NOTE 3. RELATED PARTIES**

Amounts due from related parties are unsecured, non-interest bearing and due on demand. Related parties consist of the President of REGI and companies controlled or significantly influenced by the President of REGI. As of January 31, 2016, there was \$1,924,429 due to related parties. As of April 30, 2015, there was \$1,791,680 due to related parties.

During the nine month period ended January 31, 2016, the President, CEO and director of REGI provided consulting services to REGI valued at \$67,500, which were accounted for as donated capital and charged to expense during the period. The same amount was recorded in the nine month period ended January 31, 2015.

During the nine month period ended January 31, 2016, the CFO, COO and director of REGI provided consulting services to REGI valued at \$22,500, which were accounted for as donated capital and charged to expense during the period. The same amount was recorded in the nine month period ended January 31, 2015.

During each of nine month periods ended January 31, 2016 and 2015, management fees of \$22,500 were accrued to a company having a common director.

During the year ended April 30, 2012, the Company issued a promissory note of \$24,000 for amounts previously accrued and owed to a company with common director with the Company. The promissory note bears interest rate of 6% per annum, is unsecured and due on demand. During the nine months ended January 31, 2016 and 2015, there was no change to the principal amount of the promissory note and interest expense of \$1,080 was recorded each year. The principal balance of the note is included as due to related parties in the consolidated balance sheet.

REGI currently utilizes office space in a commercial business park building located in Richmond, British Columbia, Canada, a suburb of Vancouver, shared by several companies related by common officers and directors. REGI does not pay rent for this office space.

#### **NOTE 4. STOCKHOLDERS' EQUITY**

##### **a) Common Stock Options and Warrants**

REGI has a 2000 Stock Option Plan to issue up to 2,500,000 shares to certain key directors and employees.

All transactions in which goods or services are the consideration received for the issuance of equity instruments are accounted for based on the fair value of the consideration received or the fair value of the equity instrument issued, whichever is more reliably measurable. Equity instruments issued to employees and the cost of the services received as consideration are measured and recognized based on the fair value of the equity instruments issued.

All options granted by REGI under the 2000 plan have the following vesting schedule:

- i) Up to 25% of the option may be exercised at any time during the term of the option; such initial exercise is referred to as the "First Exercise".
- ii) The second 25% of the option may be exercised at any time after 90 days from the date of First Exercise; such second exercise is referred to as the "Second Exercise".
- iii) The third 25% of the option may be exercised at any time after 90 days from the date of Second Exercise; such third exercise is referred to as the "Third Exercise".
- iv) The fourth and final 25% of the option may be exercised at any time after 90 days from the date of the Third Exercise.
- v) The options expire 60 months from the date of grant.

On April 12, 2007, REGI adopted its 2007 Stock Option Plan to issue up to 2,000,000 shares to certain key directors and employees. Pursuant to the 2007 plan, REGI has granted stock options to certain directors and employees.

All options granted under the 2007 plan have the following vesting schedule:

- i) Up to 25% of the option may be exercised 90 days after the grant of the option.
- ii) The second 25% of the option may be exercised at any time after 1 year and 90 days after the grant of the option.
- iii) The third 25% of the option may be exercised at any time after 2 years and 90 days after the grant of the option.
- iv) The fourth and final 25% of the option may be exercised at any time after 3 years and 90 days after the grant of the option.
- v) The options expire 60 months from the date of grant.

During the nine month periods ended January 31, 2016 and 2015, the Company recorded aggregate stock-based compensation associated with options and warrants of \$Nil and \$68,285, respectively. At January 31, 2016, the Company had \$344,019 of total unrecognized compensation cost related to non-vested stock options and warrants, which will be recognized over future periods.

The fair value of each option and warrant grant or modification during the nine months ended January 31, 2015 was determined using the Black-Scholes option pricing model and the following assumptions. There was no option or warrant grant or modification during the nine months ended January 31, 2016.

	Nine Months Ended January 31,	
	2016	2015
Risk free interest rate	-	0.01% - 0.05%
Expected life	-	0.06-0.57
Annualized volatility	-	139.83% - 182.47%
Expected dividends	-	-

Option pricing models require the input of highly subjective assumptions including the expected price volatility. The subjective input assumptions can materially affect the fair value estimate.

A summary of REGI's stock option activity for the nine months ended January 31, 2016 is as follows:

	Nine Months Ended January 31, 2016	
	Options	Weighted Average Exercise Price
Outstanding at beginning of period	2,488,000	0.15
Granted	-	-
Exercised	-	-
Expired	(50,000)	0.10
Forfeited	-	-
Outstanding at end of period	2,438,000	0.15
Exercisable at end of period	609,500	\$ 0.15
Weighted average fair value of options granted		\$ -

At January 31, 2016, the range of exercise prices and the weighted average remaining contractual life of the outstanding options was \$0.10 to \$0.20 per share and 1.78 years, respectively. The intrinsic value of "in the money" exercisable options at January 31, 2016 was \$Nil.

A summary of REGI's common stock warrant activity for the nine months ended January 31, 2016 is as follows:

	Nine Months Ended January 31, 2016	
	Warrants	Weighted Average Exercise Price
Outstanding at beginning of period	1,709,333	0.19
Issued	-	-
Exercised	-	-
Expired	(1,509,333)	0.19
Outstanding at end of period	200,000	0.25
Exercisable at end of period	200,000	\$ 0.25

At January 31, 2016, the exercise price and the weighted average remaining contractual life of the outstanding warrants was \$0.25 per share and 1.09 years, respectively. The intrinsic value of "in the money" exercisable warrants at January 31, 2016 was \$Nil.

#### NOTE 5. COMMITMENTS

Pursuant to a letter of understanding dated December 13, 1993 between REGI, Rand and Reg (collectively called the grantors) and West Virginia University Research Corporation ("WVURC"), the grantors have agreed that WVURC shall own 5% of all patented technology with regards to RC/DC Engine technology and will receive 5% of all net profits from sales, licenses, royalties or income derived from the patented technology. To date, no sales have been accrued and no royalties have been accrued or paid.

Pursuant to an agreement dated August 20, 1992, REGI acquired the U.S. rights to the original RC/DC Engine from Rand. REGI will pay Rand and the original owner a net profit royalty of 5% and 1%, respectively. To date no sales have been accrued and no royalties have been accrued or paid.

## Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

### Forward-Looking Statements

Certain statements contained in this Quarterly Report on Form 10-Q constitute "forward-looking statements." These statements, identified by words such as "plan," "anticipate," "believe," "estimate," "should," "expect" and similar expressions include our expectations and objectives regarding our future financial position, operating results and business strategy. These statements reflect the current views of management with respect to future events and are subject to risks, uncertainties and other factors that may cause our actual results, performance or achievements, or industry results, to be materially different from those described in the forward-looking statements. Such risks and uncertainties include those set forth in our 10-K for the fiscal year ended April 30, 2015. We do not intend to update the forward-looking information to reflect actual results or changes in the factors affecting such forward-looking information. We advise you to carefully review the reports and documents we file from time to time with the Securities and Exchange Commission (the "SEC"), particularly our Annual Reports on Form 10-K, our Quarterly Reports on Form 10-Q and our Current Reports on Form 8-K.

All dollar amounts in this Quarterly Report are in U.S. dollars unless otherwise stated.

### Nature of Business

We are a development stage company engaged in the business of developing and building an improved axial vane-type rotary engine known as the RadMax™ rotary technology (the "RadMax® Engine"), used in the design of lightweight and high efficiency engines, compressors and pumps. We have a project cost sharing agreement, whereby the development of the RadMax™ Engine will be funded equally by us and by Reg Technologies Inc. ("Reg Tech"), a public company listed for trading on the TSX Venture Exchange and on OTC.BB. Reg Tech holds approximately 10.17% of our issued and outstanding shares.

### Recent Development

On June 1, 2015 we announced that Paul Porter, our chief mechanical engineer, was preparing test facilities for the 375hp diesel engine. He would populate the engine with the new seals and prepare it for full spin testing. This phase of testing should be the final set of tests prior to placing the engine on a dynamometer. The dynamometer testing would allow us to document friction, fuel efficiency, net horsepower and emissions.

On September 1, 2015 we announced that the prototype was being assembled, and would be spin tested when assembly was complete. After spin testing, the engine would need to be tested on a dynamometer in order to begin the fine tuning of the combustion and determine the horsepower produced.

On October 2, 2015 we announce that several parties had expressed interest this year in working with REGI to develop prototypes that meet their future needs. Preliminary designs have begun to outline physical requirements for several sizes of prototype engines. The ranges of interest were from 165 horsepower down to 5 horsepower. The end use varied from propulsion for land air and sea to power generation for land air and sea. NDA's had been signed to allow REGI to share data with the appropriate parties, so they could begin estimates based on size and weight for their application. REGI had provided cost estimates for preparation and testing of the prototypes. The programs all include accelerated prototype development and production using state-of-the-art methods to minimize time and development costs. The information provided would be used to request budget money in the near future.

On November 10, 2015 we announced that additional testing on the 375 horsepower diesel engine would be completed in Spokane, Washington. The engine was transported to Spokane Washington and was being prepared for spin testing at various RPMs with full lubrication and cooling in preparation for combustion testing.

### Going Concern

REGI incurred net loss of \$226,685 for the nine months ended January 31, 2016 and has a working capital deficit of \$2,113,104 and an accumulated deficit of \$12,954,050 at January 31, 2016. Further losses are expected until we enter into a licensing agreement with a manufacturer and reseller. These factors raise substantial doubt about the ability of the Company to continue as a going concern.

We may receive interim support from affiliated companies and plan to raise additional capital through debt and/or equity financings. We may also raise additional funds through the exercise of warrants and stock options, if exercised. However, there is no assurance that any of these activities will be successful.

Due to the uncertainty of our ability to generate sufficient revenues from our operating activities and/or to obtain the necessary financing to meet our obligations and repay our liabilities arising from normal business operations when they come due, in their report on our financial statements for the year ended April 30, 2015, our registered independent auditors included additional comments indicating concerns about our ability to continue as a going concern. Our financial statements contain additional note disclosures describing the circumstances that led to this disclosure by our registered independent auditors. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

## **Results of Operations for the Nine Months Ended January 31, 2016 Compared to the Nine Months Ended January 31, 2015**

We had a net loss of \$226,685 during the nine months ended January 31, 2016, a decrease from net loss of \$332,232 during the nine months ended January 31, 2015.

Research and development has been consistently at \$47,455 in the nine months ended January 31, 2016 and \$47,824 in the nine months ended January 31, 2015.

General and administrative expenses decreased to \$178,150 in the nine months ended January 31, 2016 from \$283,328 in 2015. Our non-cash, option and warrants based expenses decreased from \$68,285 in the nine months ended January 31, 2015 to \$Nil in the nine months ended January 31, 2016.

Other general and administrative expense comparisons are as follows:

- Professional fees including legal, accounting, audit and auditors' review expenses decreased to \$17,798 during the nine months ended January 31, 2016 from \$23,474 in the nine months ended January 31, 2015, as our transaction volume decreased from 2015 to 2016;
- Office and administrative expenses decreased from \$67,940 during the nine months ended January 31, 2015 to \$39,833 during the nine months ended January 31, 2016;
- Transfer agent and filing fees decreased from \$10,075 in 2015 decreased to \$8,019 in 2016, as we had fewer equity transactions in 2016;
- Consulting and management fees were consistent at \$112,500, of which \$90,000 was donated services for the nine months ended January 31, 2015 and 2016;
- Technology related travel expense of \$1,054 in 2015 decreased to \$Nil in 2016.

During the nine months ended January 31, 2015 and 2016, we recorded interest expense of \$1,080 on a promissory note issued to a related party.

We have not attained profitable operations and are dependent upon obtaining financing to pursue exploration activities. For these reasons our auditors believe that there is substantial doubt that we will be able to continue as a going concern.

## **Results of Operations for the Three Months Ended January 31, 2016 Compared to the Three Months Ended January 31, 2015**

Our net losses decreased from \$93,480 during the three months ended January 31, 2015, to net losses of \$46,020 during the three months ended January 31, 2016.

Research and development expenses decreased from \$25,886 during the three months ended January 31, 2015 to \$1,110 during the three months ended January 31, 2016, as we had limited funds in the current period.

General and administrative expenses decreased from \$67,234 in the three months ended January 31, 2015 to \$44,550 in the three months ended January 31, 2016.

General and administrative expense comparisons are as follows:

- Professional fees including legal, accounting, audit and auditors' review expenses decreased to \$5,000 during the three months ended January 31, 2016 from \$6,022 in the three months ended January 31, 2015, as our transaction volume decreased from 2015 to 2016;
- Office and administrative expenses decreased from \$21,033 during the three months ended January 31, 2015 to \$2,290 during the three months ended January 31, 2016;
- Transfer agent and filing fees decreased from \$1,625 in 2015 decreased to \$Nil in 2016;
- Consulting and management fees were consistent at \$37,500 for the three months ended January 31, 2015 and 2016;
- Technology related travel expense of \$1,054 in 2015 decreased to \$Nil in 2016.

During the three months ended January 31, 2015 and the three months ended January 31, 2016, we recorded interest expense of \$360 on a promissory note issued to a related party.

We have not attained profitable operations and are dependent upon obtaining financing to pursue exploration activities. For these reasons our auditors believe that there is substantial doubt that we will be able to continue as a going concern.

## **Liquidity and Capital Resources**

During the nine months ended January 31, 2016, we financed our operations mainly through advances from related parties of \$131,669.

At January 31, 2016 total amount owing to related parties is \$1,924,429 or 91.07% of total liabilities as of January 31, 2016. This funding was necessary with a downturn in the financial market to complete the RadMax™ Engine and place us in a position to attain profit. The balances owing to related parties are non-interest bearing, unsecured and repayable on demand. Our affiliated companies have indicated that they will not be demanding repayment of these funds during the next fiscal year.

We also plan to raise additional capital through debt and/or equity financings. We cannot provide any assurance that additional funding will be available to finance our operations on acceptable terms in order to enable us to complete our plan of operations. There are no assurances that we will be able to achieve further sales of our common stock or any other form of additional financing. If we are unable to achieve the financing necessary to continue our plan of operations, then we will not be able to continue the development of our RadMax™ Engine and our business will fail.

#### **Off-Balance Sheet Arrangements**

We have no off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on our financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that is material to our stockholders.

### **Critical Accounting Policies**

We have identified certain accounting policies that are most important to the portrayal of our current financial condition and results of operations. Our significant accounting policies are disclosed in Note 1 of the consolidated financial statements for the nine months ended January 31, 2016, attached hereto.

### **Contractual Obligations**

We do not currently have any contractual obligations requiring any payment obligation from us.

### **Item 3. Quantitative and Qualitative Disclosures about Market Risk**

We are a smaller reporting company as defined by Rule 12b-2 of the *Securities Exchange Act of 1934* and are not required to provide the information under this item.

### **Item 4. Controls and Procedures**

#### *(a) Evaluation of disclosure controls and procedures*

Based upon an evaluation of the effectiveness of our disclosure controls and procedures performed by our management, with participation of our Chief Executive Officer and our Chief Financial Officer as of the end of the period covered by this report, our Chief Executive Officer and our Chief Financial Officer concluded that our disclosure controls and procedures were not effective due to inadequate segregation of duties.

As used herein, “*disclosure controls and procedures*” mean controls and other procedures of our company that are designed to ensure that information required to be disclosed by us in the reports that we file or submit under the Securities Exchange Act is recorded, processed, summarized and reported, within the time periods specified in the Commission’s rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by us in the reports that we file or submit under the Securities Exchange Act is accumulated and communicated to our management, including our principal executive and principal financial officers, or persons performing similar functions, as appropriate to allow timely decisions regarding required disclosure.

We are taking steps to enhance and improve the design of our disclosure controls. During the period covered by this interim report, we have not been able to remediate the material weaknesses identified above. To remediate such weaknesses, we need to appoint additional qualified personnel to address inadequate segregation of duties, and adopt sufficient written policies and procedures for accounting and financial reporting. These remediation efforts are largely dependent upon securing additional financing to cover the costs of implementing the changes required. If we are unsuccessful in securing such funds, remediation efforts may be adversely affected.

#### *(b) Changes in Internal Control over Financial Reporting*

There were no changes in our internal control over financial reporting during the nine months ended January 31, 2016 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

## PART II- OTHER INFORMATION

### Item 1. Legal Proceedings

We are not a party to any pending legal proceeding. Management is not aware of any threatened litigation, claims or assessments.

### Item 1A. Risk Factors

We are a smaller reporting company as defined by Rule 12b-2 of the Exchange Act and are not required to provide the information required under this item.

### Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

None during the period from May 1, 2015 to the date of this report.

### Item 3. Defaults Upon Senior Securities

None.

### Item 4. Mine Safety Disclosures

Not applicable.

### Item 5. Other Information

None.

### Item 6. Exhibits

#### (a) Exhibit(s)

31.1	Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 302 of the <i>Sarbanes-Oxley Act of 2002</i> *
31.2	Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 302 of the <i>Sarbanes-Oxley Act of 2002</i> *
32.1	Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the <i>Sarbanes-Oxley Act of 2002</i> *
32.2	Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the <i>Sarbanes-Oxley Act of 2002</i> *
101.INS	XBRL Instance Document**
101.SCH	XBRL Taxonomy Extension Schema Document**
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document**
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document**
101.LAB	XBRL Taxonomy Extension Label Linkbase Document**
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document**

\* Filed herewith.

\*\* In accordance with Regulation S-T, the XBRL-formatted interactive data files that comprise Exhibit 101 in this Quarterly Report on Form 10-Q shall be deemed “furnished” and not “filed”.

**SIGNATURES**

Pursuant to the requirements of the *Securities Exchange Act of 1934*, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

April 29, 2016

**REGI U.S., INC.**

*/s/ John G. Robertson*

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**John G. Robertson**,  
President and Chief Executive Officer

**CERTIFICATION OF CHIEF EXECUTIVE OFFICER PURSUANT TO  
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, **John G. Robertson**, Chief Executive Officer of **REGI U.S., Inc.**, certify that:

1. I have reviewed this quarterly report on Form 10-Q of **REGI U.S., Inc.**;
2. Based on my knowledge, this report does not contain any untrue statement of 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 quarterly report;
3. Based on my knowledge, the financial statements, and other financial information included in this quarterly report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - (a) designed such disclosure controls and procedures, or caused such disclosure control and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation;
  - (d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - (a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process summarize and report financial information; and
  - (b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting

Date: April 29, 2016

By: /s/ John G. Robertson

John G. Robertson  
Chief Executive Officer

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**CERTIFICATION OF CHIEF FINANCIAL OFFICER PURSUANT TO  
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, **Susanne Robertson**, Chief Financial Officer of **REGI U.S., Inc.**, certify that:

1. I have reviewed this quarterly report on Form 10-Q of **REGI U.S., Inc.**;
2. Based on my knowledge, this report does not contain any untrue statement of 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 quarterly report;
3. Based on my knowledge, the financial statements, and other financial information included in this quarterly report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - (a) designed such disclosure controls and procedures, or caused such disclosure control and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation;
  - (d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - (a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process summarize and report financial information; and
  - (b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting

Date: April 29, 2016

By: /s/ Susanne Robertson

Susanne Robertson  
Chief Financial Officer

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**CERTIFICATION PURSUANT TO  
18 U.S.C. SECTION 1350  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Quarterly Report of **REGI U.S., Inc.** (the “*Company*”) on Form 10-Q for the period ended January 31, 2016 as filed with the Securities and Exchange Commission on the date hereof (the “*Report*”), the undersigned, in the capacities and on the dates indicated below, hereby certifies pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the *Sarbanes-Oxley Act of 2002*, that to his knowledge:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the *Securities Exchange Act of 1934*; and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: April 29, 2016

By: /s/ John G. Robertson

John G. Robertson  
President and Chief Executive Officer

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**CERTIFICATION PURSUANT TO  
18 U.S.C. SECTION 1350  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Quarterly Report of **REGI U.S., Inc.** (the “*Company*”) on Form 10-Q for the period ended January 31, 2016 as filed with the Securities and Exchange Commission on the date hereof (the “*Report*”), the undersigned, in the capacities and on the dates indicated below, hereby certifies pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the *Sarbanes-Oxley Act of 2002*, that to his knowledge:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the *Securities Exchange Act of 1934*; and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: April 29, 2016

By: /s/ Susanne Robertson

Susanne Robertson  
Chief Financial Officer

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