

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 20549

**FORM 10-Q/A**

Amendment No. 1

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

For the quarterly period ended July 31, 2017

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)*

**91-1580146**

*(IRS Employer  
Identification No.)*

**7520 N. Market St. Suite 10, Spokane, WA**

*(Address of principal executive offices)*

**99217**

*(Postal or Zip Code)*

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

**(509) 474-1040**

**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

Accelerated filer

Non-accelerated filer

Smaller reporting company

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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 issued and outstanding of each of the issuer's classes of common stock, as of the latest practicable date: 88,986,959 and 88,159,228 shares of common stock with no par value issued and outstanding, respectively, as of November 22, 2017.

## EXPLANATORY NOTE

The Company is filing this Amendment No. 1 on Form 10-Q/A to amend the Company's quarterly report on Form 10-Q for the quarterly period ended July 31, 2017 which was originally filed with the Securities and Exchange Commission on November 16, 2017. The disclosure preceding the interim consolidated financial statements on page F-1 of Part I, Item 1 has been removed.

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**PART I. FINANCIAL INFORMATION**

**Item 1. Financial Statements**

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

	<u>July 31, 2017</u>	<u>April 30, 2017</u>
	\$	\$
<b>ASSETS</b>		
Current Assets:		
Cash and cash equivalents	252,040	67,818
Prepaid expenses	37,527	8,987
Total current assets	<u>289,567</u>	<u>76,805</u>
Furniture and equipment, net	15,273	14,279
Total Assets	<u><u>304,840</u></u>	<u><u>91,084</u></u>
<b>LIABILITIES AND STOCKHOLDERS' DEFICIT</b>		
Current Liabilities:		
Accounts payable and accrued liabilities	261,767	219,966
Due to related parties	105,614	77,560
Total current liabilities	<u>367,381</u>	<u>297,526</u>
Long-term Liabilities:		
Convertible promissory notes, net of unamortized discount of \$324,548 and \$12,944, respectively	732,921	636,539
Convertible promissory notes – related parties, net of unamortized discount of \$29,432 and \$9,888, respectively	880,254	877,449
Total long-term liabilities	<u>1,613,175</u>	<u>1,513,988</u>
Total liabilities	<u>1,980,556</u>	<u>1,811,514</u>
Stockholders' Deficit:		
Common stock, 150,000,000 shares authorized, no par value, 85,515,297 and 84,850,475 shares issued, respectively		
84,687,566 and 84,022,744 shares outstanding, respectively	20,076,898	19,641,632
Accumulated deficit	(21,448,722)	(21,058,170)
Accumulated other comprehensive loss	(358,675)	(358,675)
Total REGI U.S., Inc. stockholders' deficit	<u>(1,730,499)</u>	<u>(1,775,213)</u>
Non-controlling interest	54,783	54,783
Total stockholders' deficit	<u>(1,675,716)</u>	<u>(1,720,430)</u>
Total Liabilities and Stockholders' Deficit	<u><u>304,840</u></u>	<u><u>91,084</u></u>

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

**REGI U.S., Inc.**  
**Consolidated Statements of Operations and Comprehensive Loss**  
(Unaudited)

	<b>Three Months Ended July 31, 2017</b>	<b>Three Months Ended July 31, 2016</b>
	<b>\$</b>	<b>\$</b>
Operating Expenses:		
General and administration	149,477	9,615
Research and development	186,825	-
Loss from operations	<u>(336,302)</u>	<u>(9,615)</u>
Other expense:		
Interest expense	(54,250)	-
Total other expense	<u>(54,250)</u>	<u>-</u>
Net loss before non-controlling interest	(390,552)	(9,615)
Net loss attributable to non-controlling interest	-	7
Net loss attributable to REGI U.S., Inc.	<u>(390,552)</u>	<u>(9,608)</u>
Loss per share – basic and diluted	<u>(0.00)</u>	<u>(0.00)</u>
Weighted average number of common shares outstanding – basic and diluted	<u>84,444,375</u>	<u>49,329,670</u>
Comprehensive loss:		
Net loss	(390,552)	(9,615)
Translation adjustments	-	7,942
Comprehensive loss	<u>(390,552)</u>	<u>(1,673)</u>
Comprehensive income attributable to non-controlling interest	-	(27,107)
Comprehensive loss attributable to REGI U.S., Inc.	<u>(390,552)</u>	<u>(28,780)</u>

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

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

	<b>Three Months Ended July 31, 2017</b>	<b>Three Months Ended July 31, 2016</b>
	<b>\$</b>	<b>\$</b>
<b>Cash flows from operating activities</b>		
Net loss	(390,552)	(9,615)
Adjustments to reconcile loss to net cash used in operating activities:		
Amortization of debt discount	13,137	-
Depreciation expense	1,198	-
Shares issued for services	59,500	-
Service settled with promissory notes	37,986	-
Service settled with promissory notes – related party	37,500	-
Changes in non-cash working capital items:		
Taxes receivable	-	(26)
Prepaid expenses	(28,540)	-
Accounts payable and accrued liabilities	42,631	(23,404)
Due to related parties	28,054	25,201
<b>Net cash used operating activities</b>	<b>(199,086)</b>	<b>(7,844)</b>
<b>Cash flows from investing activities</b>		
Purchase of research equipment	(2,192)	-
<b>Net cash used in investing activities</b>	<b>(2,192)</b>	<b>-</b>
<b>Cash flows from financing activities</b>		
Issuance of common shares for option exercise	15,500	-
Issuance of convertible promissory notes	370,000	-
<b>Net cash provided by financing activities</b>	<b>385,500</b>	<b>-</b>
<b>Foreign exchange effect</b>	<b>-</b>	<b>7,942</b>
<b>Increase in cash</b>	<b>184,222</b>	<b>98</b>
<b>Cash and cash equivalents, beginning</b>	<b>67,818</b>	<b>43</b>
<b>Cash and cash equivalents, ending</b>	<b>252,040</b>	<b>141</b>
<b>Non-cash items</b>		
Discount on convertible promissory notes for beneficial conversion features	344,284	-
Shares issued for note conversion	15,982	-
<b>Supplemental Disclosures</b>		
Interest paid	-	-
Income taxes paid	-	-

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

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

**1. Nature of Business**

REGI U.S., Inc. (“we”, “our”, the “Company”, “REGI”) has been engaged in the business of developing and building improved axial vane-type rotary devices for civilian, commercial and government applications with the marketing and intellectual rights in the U.S. Effective February 17, 2017 REGI purchased the worldwide marketing and intellectual rights, other than in the U.S., from Reg Technologies, Inc. (“Reg Tech”), a British Columbia company. No revenue has been derived to date and REGI’s planned principal operations have not commenced.

REGI formed a wholly-owned subsidiary, Rad Max Technologies, Inc., on April 10, 2007 in the State of Washington.

Effective February 17, 2017 REGI purchased all of Reg Tech’s assets including all rights to the technology with the issuance of 51,757,119 shares of REGI’s common stock.

**Asset Purchase Agreement**

On September 16, 2016, REGI entered into an asset purchase agreement (the “APA”) with Reg Tech, a public company whose common stock was listed on TSX Venture Exchange to purchase all of the assets of Reg Tech, a company with a common director and CEO with REGI with the issuance of 46,173,916 unregistered common shares of our Company. The APA was amended on February 14, 2017 to increase the consideration shares to an aggregate of 51,757,119 unregistered common shares of our Company and to amend the list of the assets purchased. The shares are issued as of the date of this report. The Amended APA is attached as an exhibit to this report. The transaction was closed on February 17, 2017 upon TSX Venture Exchange approval.

The transaction is accounted for as a reverse merger recapitalization wherein Reg Tech is considered to be the accounting acquirer. The prior year results of operations and cash flows are those of Reg Tech for all periods presented.

Upon closing of the asset purchase agreement, all assets of Reg Tech except GST receivable were transferred from Reg Tech to REGI. In addition, upon closing of the APA, all assets, liabilities, and equity instruments of REGI were incorporated into the surviving company. The net adjustment to additional paid in capital for the asset purchase was a decrease of \$1,243,757. The net cash received from the reverse merger was \$10,753.

The following table summarizes the assets and liabilities of REGI U.S. on February 17, 2017:

Cash	\$	10,753
Prepaid		2,000
Furniture and equipment, net		15,477
Accounts payable and accrued liabilities		(217,043)
Due to related parties		(843,703)
Convertible promissory notes		(351,586)
Convertible promissory notes – related parties		(118,874)
Net assets	\$	<u>(1,502,976)</u>

The following table summarizes the assets and liabilities of Reg Tech on February 17, 2017 that were not assumed in the transaction:

Accounts payable and accrued liabilities	\$	(86,736)
Due to related parties		(172,483)
Net Liabilities	\$	<u>(259,219)</u>

## 2. Significant Accounting Policies

### Principles of consolidation

The accompanying unaudited interim consolidated financial statements of REGI have been prepared in accordance with accounting principles generally accepted in the United States of America, and should be read in conjunction with the audited financial statements and notes thereto for the year ended April 30, 2017 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 2017 as reported in the Form 10-K, have been omitted.

These financial statements include the accounts of the Company, its wholly owned subsidiary RadMax Technologies, Inc., and its 51% owned subsidiary Rand Energy Group Inc. ("Rand"), which ownership was purchased from Reg Tech effective February 17, 2017.

All significant inter-company balances and transactions have been eliminated upon consolidation.

### Investment in associates

Investments in which the Company has the ability to exert significant influence but does not have control are accounted for using the equity method whereby the original cost of the investment is adjusted annually for the Company's share of earnings, losses and dividends during the current year.

As part of the APA the Company purchased from Reg Tech and owns 26.1% of equity interest in Minewest Silver and Gold Inc. ("Minewest"), a British Columbia company. Minewest owns a 70% interest subject to a 10% Net Profits Interest in mining property in British Columbia. As at the date of the asset purchase and the date of this report, Minewest is inactive due to lack of funding. As a result, the assets were impaired and no transactions are recorded for Minewest during the year ended April 30, 2017 or the three months ended July 31, 2017.

### Property and equipment

Property and equipment are stated at cost, which includes the acquisition price and any direct costs to bring the asset into use at its intended location, less accumulated amortization.

Depreciation of property and equipment is calculated using the straight-line method to write off the cost, net of any estimated residual value, over their estimated useful lives of the assets as follows: Office equipment 5 years and electronic equipment 2 years. Depreciation of office equipment is included in general and administrative expenses; Depreciation of research equipment is included in research and development expense. During the three months ended July, 2017 depreciation of \$1,198 was recorded on the research equipment.

### **Recent accounting pronouncements**

The Company has implemented all new accounting pronouncements that are in effect and that may impact its financial statements. The Company does not believe that there are any other new accounting pronouncements that have been issued that might have a material impact on its financial position or results of operations.

### **3. Going Concern**

The Company incurred net losses of \$390,552 for the three months ended July 31, 2017 and has a working capital deficit of \$77,814 and an accumulated deficit of \$21,448,722 at July 31, 2017. These factors raise substantial doubt about the ability of the Company 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, the Company's consolidated financial statements as of July 31, 2017 and for the three months ended July 31, 2017 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.

The Company also receives interim support from related parties and plans to raise additional capital through debt and/or equity financings. There is no assurance that any of these activities will be successful. There continues to be insufficient funds to provide enough working capital to fund ongoing operations for the next twelve months.

### **4. Secured Convertible Promissory Notes**

As of July 31, 2017, REGI has outstanding senior secured convertible promissory notes (the "Convertible Notes") of \$880,254 (net of unamortized discount of \$29,432) issued to related parties and \$732,921 (net of unamortized discount of \$324,548) issued to non-related parties. As of April 30, 2017, REGI has outstanding senior secured convertible promissory notes (the "Convertible Notes") of \$877,449 (net of unamortized discount of \$9,888) issued to related parties and \$636,539 (net of unamortized discount of \$12,944) issued to non-related parties.

During the three months ended July 31, 2017, the Company issued convertible notes for cash proceeds of \$370,000, service debt provided by non-related parties of \$37,986, and service debt provided by related parties of \$37,500. The Convertible Notes are secured against all assets of the Company, repayable two years after the issuance, bearing simple interest rate of 10% during the term of the notes and simple interest rate of 20% after the due date. As of July 31, 2017, \$755,185, \$55,500, \$963,970, \$60,000 and \$132,500 of the promissory notes are convertible at any time on or after ninety days from the issuance date into the Company's common stocks at \$0.755, \$0.12, \$0.10, \$0.09 and \$0.08 per share respectively.

The Company analyzed the conversion option in the notes for derivative accounting treatment under ASC Topic 815, "Derivatives and Hedging," and determined that the instrument does not qualify for derivative accounting.

The Company determined that the conversion option was subject to a beneficial conversion feature and during the three months ended July 31, 2017 the Company recorded a total beneficial conversion feature of \$344,284, and amortization of the beneficial conversion feature of \$13,137 as interest expense.

### **5. Related Parties**

Amounts due to related parties are unsecured, non-interest bearing and due on demand. Related parties consist of the directors and officers and a former director of REGI and companies controlled or significantly influenced by these parties. As of July 31, 2017, there was \$105,614 due to related parties. As of April 30, 2017, there was \$77,560 due to related parties.

## 6. Stockholders' Equity

### a) Common Stock

On January 6, 2017, the Company's annual and special meeting of stockholders approved the amendment to the Company's articles that increased the authorized common shares from 100,000,000 to 150,000,000.

During the three months ended July 31, 2017 related party convertible promissory notes of \$15,152 and accrued interest of \$830 were converted into a total of 159,822 shares of REGI's common stock at \$0.10 per share.

During the three months ended July 31, 2017 the Company issued 155,000 shares of its common stock for options exercised at \$0.10 per share. Among the 155,000 shares of common stock, 55,000 shares were issued to a related party.

During the three months ended July 31, 2017 the Company issued 350,000 shares of its common stock for services provided by the directors, officers and consultants of the Company with the total value recorded at \$59,500 based on the market trading price of the issuance date.

### *Treasury Shares*

At July 31, 2017 and April 30, 2017, Rand Energy owned 827,731 shares of the Company's common stock which have been deducted from the total shares outstanding.

### b) Common Stock Options and Warrants

On August 12, 2016, REGI granted an aggregate of 3,700,000 common stock options for services. These options vest upon grant, expire on July 20, 2021 and are exercisable at the following prices:

<b>Options</b>	<b>Exercise price</b>
900,000	\$ 0.10
600,000	\$ 0.20
550,000	\$ 0.35
450,000	\$ 0.50
350,000	\$ 0.75
350,000	\$ 1.00
250,000	\$ 1.25
250,000	\$ 1.50
<b>3,700,000</b>	

On January 1, 2017, REGI granted an aggregate of 3,500,000 common stock options for services. These options vest upon grant, expire on January 1, 2022 and are exercisable at the following prices:

<b>Options</b>	<b>Exercise price</b>
2,500,000	\$ 0.10
300,000	\$ 0.20
300,000	\$ 0.35
300,000	\$ 0.50
100,000	\$ 0.75
<b>3,500,000</b>	

A summary of REGI's stock option activities for the three months ended July 31, 2017 and the year ended April 30, 2017 are as follows:

	Three Months Ended July 31, 2017		Year Ended April 30, 2017	
	Options	Weighted Average Exercise Price	Options	Weighted Average Exercise Price
Outstanding at beginning of period	9,138,000	\$ 0.31	1,938,000	\$ 0.15
Granted	-	-	7,200,000	0.36
Exercised	(155,000)	0.10	-	-
Expired	(803,000)	0.10	-	-
Outstanding at end of period	<u>8,180,000</u>	<u>0.35</u>	<u>9,138,000</u>	<u>0.31</u>
Exercisable at end of period	<u>7,445,000</u>	<u>\$ 0.35</u>	<u>7,684,500</u>	<u>\$ 0.34</u>

The weighted average remaining contractual life of the options was 3.77 and 3.61 years at July 31, 2017 and April 30, 2017 respectively.

At July 31, 2017 and April 30, 2017, the Company had \$Nil and \$28,740 of total unrecognized compensation cost related to non-vested stock options and warrants, respectively. The intrinsic value of "in the money" exercisable options at July 31, 2017 and April 30, 2017 was \$255,000 and \$145,580, respectively.

**7. 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.

**8. Subsequent Events**

Subsequent to July 31, 2017, convertible loans of \$512,366 were issued. The convertible notes are secured against all assets of the Company, repayable two years after the issuance, bearing simple interest rate of 10% during the term of the notes and simple interest rate of 20% after the due date. The promissory notes are convertible at any time on or after ninety days from the issuance date into the Company’s common stocks at \$0.10 per share.

Subsequent to July 31, 2017, 55,892 and 243,501 shares of the Company’s common stock were issued for convertible promissory notes at \$0.08 and \$0.10 per share, respectively, and \$8,652 was repaid for convertible loan redemption.

On November 2, 2017 the Company issued 3,172,269 shares of its common stock to Rand Energy. These shares together with the 827,721 shares of common stock initially owned by Rand Energy and recorded as the Company’s treasury shares, were transferred to the 49% shareholders of Rand Energy, as consideration for purchase of all of their 49% interest in Rand Energy, resulting in the Company owing 100% equity interest of Rand Energy.

## **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, 2017. 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 an early stage company engaged in the business of developing and building improved axial vane-type rotary devices for civilian, commercial and government applications. We own the worldwide intellectual and marketing rights to the RadMax® technology. Our vision is to develop advanced devices that reduce carbon footprint, reduce device size, weight and parts count, and increase fuel and manufacturing efficiencies. We intend to develop and market these devices in cooperation with industry and government partners. We are focused on creating new, disruptive technologies that are more efficient, compact and cost-effective than those currently available.

On July 27th, 2016, we undertook our reorganization, naming our wholly owned subsidiary, RadMax Technologies, Inc. ("RadMax") as the Company's DBA for marketing and technology image.

### **Recent Development**

Effective February 17, 2017 we purchased all assets of Reg Technologies Inc. ("Reg Tech"), a British Columbia public company, with the issuance of 51,757,119 shares of our common stock, increasing our ownership in the intellectual and marketing rights to the RadMax® technology from US only to worldwide. Reg Tech then distributed all these shares to its shareholders of record as dividends. This consolidation of ownership to the technology better enables our focused research and development efforts.

The asset purchase also resulted in our ownership of 51% of the issued and outstanding common shares of Rand Energy Group Inc. ("Rand Energy"), a British Columbia Company and 26% of the issued and outstanding common shares of Minewest Silver and Gold Inc. ("Minewest"), also a British Columbia company.

Rand Energy previously owned and transferred its intellectual and marketing rights to the original RadMax technology to Reg Tech. Effective November 2, 2017, we issued 3,172,269 shares of our common stock to Rand Energy. These shares together with the 827,721 shares of our common stock initially owned by Rand Energy and recorded as the Company's treasury shares, were transferred to the 49% shareholders of Rand Energy, as consideration for purchasing all of their 49% interest in Rand Energy, resulting in the Company owing 100% equity interest of Rand Energy. This agreement with the 49% shareholder of Rand Energy settles any and all potential claims between the companies.

Minewest is engaged in the business of acquisition and exploration of mineral properties. Minewest owns a 70% interest subject to a 10% Net Profits Interest in mining property in British Columbia. As at the date the asset purchase and the date of this report, Minewest is inactive due to lack of funding.

### **Going Concern**

We incurred net losses of \$390,552 for the three months ended July 31, 2017 and had a working capital deficit of \$77,814 and an accumulated deficit of \$21,448,722 at July 31, 2017. Further losses are expected until we enter into licensing agreements of our technologies. These factors raise substantial doubt about the ability of the Company to continue as a going concern.

We may receive interim support from related parties and plan to raise additional capital through debt and/or equity financings. We may also raise additional funds when our outstanding options are exercised. However, there is no assurance that any of these activities will be realized.

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, 2017, 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 Three Months Ended July 31, 2017 Compared to the Three Months Ended July 31, 2016**

The asset purchase from Reg Tech is accounted for as a reverse merger recapitalization wherein Reg Tech is considered to be the accounting acquirer. The prior year results of operations and cash flows are those of Reg Tech.

We had a net loss of \$390,552 during the three months ended July 31, 2017, increased from net loss of \$9,615 during the three months ended July 31, 2016 when we had very limited cash available for maintenance of our public compliance requirements.

We incurred research and development expenses of \$186,825 in the three months ended July 31, 2017, and no such expenses in the three months ended July 31, 2016.

During the three months ended July 31, 2017 we incurred interest expense of \$53,890 on outstanding secured convertible promissory notes and \$360 on a promissory note. We did not incur interest expense in the three months ended July 31, 2016.

Total general and administrative expenses increased from \$9,615 in the three months ended July 31, 2016 to \$149,477 in the three months ended July 31, 2017, as we had more funds available and expanded our operations in the current period.

### **Liquidity and Capital Resources**

During the three months ended July 31, 2017, we financed our operations mainly with proceeds of \$370,000 from issuance of secured convertible promissory notes and \$15,500 from option exercises.

At July 31, 2017 total amount owed to related parties is \$105,614 or 28.75% of total current liabilities as of July 31, 2017. This funding was necessary to meet our research and development targets and place us in a position to attain profit. These balances owed to related parties are non-interest bearing, unsecured and repayable on demand.

We 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 technologies 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 three months ended July 31, 2017, 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 quarter ended July 31, 2017 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

From May 1, 2017 to the date of this report, the Company issued convertible promissory notes for cash proceeds of \$770,849 and service debt of \$187,003. The convertible notes are secured against all assets of the Company, repayable two years after the issuance, bearing simple interest rate of 10% during the term of the notes and simple interest rate of 20% after the due date. \$40,000 and \$917,852 of these promissory notes are convertible at any time on or after ninety days from the issuance date into the Company's common stocks at \$0.12 and \$0.10 per share respectively.

From May 1, 2017 to the date of this report, 55,892 and 403,323 shares of the Company's common stock were issued for convertible promissory notes at \$0.08 and \$0.10 per share, respectively; 155,000 shares of common stock were issued for options exercised at \$0.10 per share; and 350,000 shares of common stock were issued for services provided by the directors, officers and consultants of the Company.

On November 2, 2017 the Company issued 3,172,269 shares of its common stock to Rand Energy, which shares were transferred to the 49% shareholders of Rand Energy as part of the consideration for purchase of all of their 49% interest in Rand Energy.

### 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)

3.6	<a href="#">Articles of Amendment Increasing Authorized Capital to 150,000,000*</a>
31.1	<a href="#">Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 *</a>
31.2	<a href="#">Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 *</a>
32.1	<a href="#">Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 *</a>
32.2	<a href="#">Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 *</a>
32.3	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.

November 22, 2017

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

*/s/ Paul Chute*

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**Paul Chute**

President and Chief Executive Officer



Articles of Amendment - Business/Professional Corporation

Secretary of State - Corporation Division - 255 Capitol St. NE, Suite 101 - Salem, OR 97310-1327 - http://www.FilingInOregon.com - Phone: (800) 988-2200

FILED

JAN 25 2017

REGISTRY NUMBER: 307187-87

In accordance with Oregon Revised Statute 192.410-192.480, the information on this application is public record. We must release this information to all parties upon request and it will be posted on our website.

OREGON SECRETARY OF STATE Office use only

Please Type or Print Legibly in Black Ink. Attach Additional Sheet if Necessary.

1. ENTITY NAME: REGI U.S., INC.

2. THE FOLLOWING AMENDMENT(S) TO THE ARTICLES OF INCORPORATION IS MADE HEREBY: State the article number(s) and set forth the article(s) as it is amended in rear. (Attach a separate sheet if necessary.)

The Capital Stock shall consist of 150,000,000 shares of common stock, with no par value, all of which stock shall be entitled to voting power.

3. THE AMENDMENT WAS ADOPTED ON: January 6, 2017

(If more than one amendment was adopted, identify the date of adoption of each amendment.)

4. PLEASE CHECK THE APPROPRIATE STATEMENT:

Shareholder action was required to adopt the amendment(s).

The vote was as follows:

Class or series of shares	Number of shares outstanding	Number of votes entitled to be cast	Number of votes cast FOR	Number of votes cast AGAINST
Common	32,779,298	32,779,298	22,659,313	1,934,832

Shareholder action was not required to adopt the amendment(s). The amendment(s) was adopted by the board of directors without shareholder action.

The corporation has not issued any shares of stock. Shareholder action was not required to adopt the amendment(s). The amendment(s) was adopted by the incorporators or by the board of directors.

5. EXECUTION: By my signature, I declare as an authorized signer, that this filing has been examined by me and is, to the best of my knowledge and belief, true, correct, and complete. Making false statements in this document is against the law and may be penalized by fines, imprisonment or both.

Signature:

Printed Name:

Paul W. Chute

Title:

President

CONTACT NAME: (To resolve questions with this filing)

Paul W. Chute

PHONE NUMBER: (include area code)

360-999-8929

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REGI U.S., INC.

30718787-17651227 AMDART

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

I, **Paul Chute**, Chief Executive Officer of **REGI U.S., Inc.**, certify that:

1. I have reviewed this quarterly report on Form 10-Q/A 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: November 22, 2017

By: /s/ Paul Chute

Paul Chute  
Chief Executive Officer

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

I, **Victoria Huang**, Chief Financial Officer of **REGI U.S., Inc.**, certify that:

1. I have reviewed this quarterly report on Form 10-Q/A 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: November 22, 2017

By: /s/ Victoria Huang

Victoria Huang  
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/A for the period ended July 31, 2017 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: November 22, 2017

By: /s/ Paul Chute

Paul Chute  
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/A for the period ended July 31, 2017 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: November 22, 2017

By: /s/ Victoria Huang

Victoria Huang  
Chief Financial Officer

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