

# **PRIVATE PLACEMENT MEMORANDUM**

**Blue Green Energy, Inc.**

*A Nevada Corporation*

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**Blue Green Energy, Inc.  
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**Date of Memorandum: Dec 15, 2025**

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THE SECURITIES OFFERED HEREBY HAVE NOT BEEN REGISTERED OR QUALIFIED UNDER THE SECURITIES ACT OF 1933, AS AMENDED (THE "SECURITIES ACT"), OR THE SECURITIES LAWS OF ANY STATE OR OTHER JURISDICTION. THE SECURITIES ARE BEING OFFERED AND SOLD PURSUANT TO EXEMPTIONS FROM REGISTRATION UNDER THE SECURITIES ACT AND APPLICABLE STATE SECURITIES LAWS.

THE SECURITIES HAVE BEEN ACQUIRED FOR INVESTMENT PURPOSES ONLY AND NOT WITH A VIEW TO, OR IN CONNECTION WITH, THE SALE OR DISTRIBUTION THEREOF. THE SECURITIES MAY NOT BE SOLD, TRANSFERRED, ASSIGNED, PLEDGED, OR OTHERWISE DISPOSED OF EXCEPT PURSUANT TO AN EFFECTIVE REGISTRATION STATEMENT OR AN APPLICABLE EXEMPTION FROM REGISTRATION UNDER THE SECURITIES ACT AND APPLICABLE STATE SECURITIES LAWS, AND ONLY UPON THE COMPANY'S RECEIPT OF AN OPINION OF COUNSEL REASONABLY SATISFACTORY TO THE COMPANY THAT SUCH TRANSFER IS EXEMPT FROM REGISTRATION AND PROSPECTUS DELIVERY REQUIREMENTS.

THE SECURITIES ARE SUBJECT TO RESTRICTIONS ON TRANSFER PURSUANT TO THE TERMS OF CERTAIN AGREEMENTS BETWEEN THE COMPANY AND THE HOLDERS THEREOF. COPIES OF SUCH AGREEMENTS ARE ON FILE WITH THE COMPANY AND MAY BE OBTAINED, WITHOUT CHARGE, FROM THE SECRETARY OF THE COMPANY UPON REQUEST.

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## **CONFIDENTIALITY NOTICE**

THIS PRIVATE PLACEMENT MEMORANDUM IS CONFIDENTIAL AND IS BEING FURNISHED SOLELY FOR THE PURPOSE OF EVALUATING AN INVESTMENT IN THE COMPANY. IT MAY NOT BE REPRODUCED OR DISTRIBUTED, IN WHOLE OR IN PART, TO ANY PERSON OTHER THAN THE RECIPIENT'S LEGAL, TAX, OR FINANCIAL ADVISORS WITHOUT THE PRIOR WRITTEN CONSENT OF THE COMPANY.

**Blue Green Energy, Inc.**  
**(A Nevada Corporation)**  
**Offering of Series A Common Stock**

Blue Green Energy, Inc., a Nevada corporation (the “Company”), is offering (the “Offering”) up to 1,000,000 shares of its Series A Common Stock (the “Shares”) at a purchase price of \$2.50 per Share, for aggregate gross proceeds of up to \$2,500,000.

The Shares are offered for cash, or such other consideration as may be acceptable to the Company in its sole discretion. The minimum investment is 20,000 Shares, representing an aggregate purchase price of \$50,000; however, the Company reserves the right, in its sole discretion, to accept subscriptions for a lesser number of Shares.

Prospective investors are urged to read this entire Private Placement Memorandum carefully, including, without limitation, the section entitled “Risk Factors,” before making an investment decision.

This Offering is being conducted pursuant to Rule 506(c) of Regulation D under the Securities Act of 1933, as amended (the “Securities Act”), and other applicable exemptions from registration and qualification requirements under federal and state securities laws.

Participation in this Offering is limited exclusively to “accredited investors,” as that term is defined in Rule 501(a) of Regulation D. The Company will take reasonable steps to verify each investor’s accredited investor status. Additional information regarding eligibility requirements is provided under the section entitled “Investor Eligibility.”

The Offering will remain open until the earlier of:

- (i) the sale of the maximum number of Shares offered hereby, or
- (ii) Dec 15, 2026,

unless the Offering is extended by the Company in its sole discretion (the “Offering Period”).

Proceeds from accepted subscriptions will be immediately available for use by the Company.

**An investment in the Shares involves a high degree of risk, including the possible loss of the entire investment. Prospective investors should carefully review the risk factors described in this Memorandum, beginning on page [15].**

**Neither the United States Securities and Exchange Commission (“SEC”) nor any state securities commission has approved or disapproved the Shares, passed upon the merits of the Offering, or confirmed the accuracy or adequacy of this Memorandum. The Shares are being offered pursuant to an exemption from registration; however, the SEC has not made an independent determination that the Offering qualifies for such exemption. Any representation to the contrary is unlawful.**

Offering Summary

Offering	Gross Proceeds	Estimated Offering Expenses <sup>1</sup>	Net Proceeds to Company
Per Share	\$2.50	\$0.125	\$2.375
Total (1,000,000 Shares)	\$2,500,000	\$125,000	\$2,375,000

<sup>1</sup> Offering expenses do not include professional fees related to this Offering, including legal, accounting, and audit-related costs.

**Date of Memorandum: Dec 15, 2025**

## **About This Memorandum**

This Private Placement Memorandum (the “Memorandum”) has been prepared solely in connection with the offering of securities described herein (the “Offering”) and is being furnished on a confidential basis to prospective investors for the purpose of evaluating an investment in the Company. The Company is offering to sell, and seeking offers to buy, securities only in jurisdictions where such offers and sales are permitted under applicable securities laws.

The information contained in this Memorandum is provided as of the date appearing on the cover page and is subject to change without notice. Neither the delivery of this Memorandum nor any sale of securities shall, under any circumstances, create an implication that the information contained herein is correct as of any date subsequent to such date. This Memorandum supersedes all prior written or oral information, discussions, or materials relating to any proposed offering of securities of the Company.

Certain documents referred to in this Memorandum, if not included as exhibits or annexes, are available for inspection by prospective investors upon request. Any summaries or descriptions of such documents contained herein are qualified in their entirety by reference to the complete documents.

This Memorandum is intended solely for the personal use of the prospective investor to whom it has been delivered and does not constitute an offer to sell or a solicitation of an offer to buy securities by any person other than the Company, nor does it constitute an offer to the public generally. This Memorandum and the information contained herein are confidential and proprietary to the Company and may not be reproduced, distributed, or disclosed, in whole or in part, to any other person except to the recipient’s legal, tax, or financial advisors for the purpose of evaluating the Offering.

By accepting delivery of this Memorandum, the recipient agrees to maintain the confidentiality of the information contained herein and to comply with the restrictions described above.

This Memorandum does not purport to contain all information that a prospective investor may consider material in making an investment decision. Prospective investors are encouraged to conduct their own independent investigation and analysis of the Company and the Offering and to ask such questions and request such additional information as they deem necessary before making an investment decision.

This Memorandum has been prepared in the English language. Any translation into another language is provided solely for convenience and shall not be considered an official version. In the event of any inconsistency or conflict between the English version and any translation, the English version shall control.

## **Forward-Looking Statements**

This Memorandum contains forward-looking statements, and the Company may also make forward-looking statements in discussions with prospective investors. Forward-looking statements include statements regarding the Company's future prospects, business strategy, operations, financial condition, liquidity, market opportunities, and other projections. Words such as "believes," "expects," "may," "will," "should," "projects," "contemplates," "anticipates," "forecasts," "intends," or similar expressions are intended to identify forward-looking statements.

These forward-looking statements are subject to significant risks, uncertainties, and assumptions that could cause actual results to differ materially from those expressed or implied by such statements. Factors that could cause such differences include, without limitation, those discussed in the section entitled "Risk Factors," as well as changes in economic conditions, competitive dynamics, regulatory requirements, interest rates, availability of capital, customer and vendor relationships, technological developments, industry practices, and other factors beyond the Company's control.

Because of these uncertainties, prospective investors should not place undue reliance on any forward-looking statements. Forward-looking statements speak only as of the date made, and the Company undertakes no obligation to update or revise any forward-looking statements, whether as a result of new information, future events, or otherwise. Such statements should not be regarded as representations or warranties of future performance by the Company.

### **FOR ALABAMA RESIDENTS ONLY:**

These Securities are offered pursuant to a claim of exemption under the Alabama Securities Act. A registration statement relating to these securities has not been filed with the Alabama Securities Commission. The Commission does not recommend or endorse the purchase of any securities, nor does it pass upon the accuracy or completeness of this private placement memorandum. Any representation to the contrary is a criminal offense.

### **FOR ALASKA RESIDENTS ONLY:**

The Securities offered have not been registered with the Administrator of Securities of the State of Alaska Provisions of 3 AAC 08.500—3 through AAC 08.506. The investor is advised that the Administrator has made only a cursory review of the registration statement and has not reviewed this document since the document is not required to be filed with the Administrator. The fact of the registration does not mean that the Administrator has passed in any way upon the merits, recommended, or approved the securities. Any representation to the contrary is a violation of A.S. 45.55.170.

### **FOR ARIZONA RESIDENTS ONLY:**

The Securities offered hereby have not been registered under the Securities Act of the State of Arizona (the "Arizona Act") and they therefore have the status of securities acquired in an exempt transaction under ARS section 44-1844 of the Arizona Act. The Securities cannot be

resold without registration under the Arizona Act or unless an exemption therefrom is available.

**FOR CALIFORNIA RESIDENTS ONLY:**

These Securities have not been registered under the Securities Act of 1933, as amended, or the California Corporations Code by reason of specific exemptions thereunder relating to the limited availability of the offering. These Securities cannot be sold, transferred, or otherwise disposed of to any person or entity unless subsequently registered under the Securities Act of 1933, as amended, or the California Corporations Code, if such registration is required.

**FOR COLORADO RESIDENTS ONLY:**

These Securities have not been registered under the Securities Act of 1933, as amended, or the Colorado Securities Act of 1981 by reason of specific exemption thereunder relating to the limited availability of this offering. These securities cannot be sold, transferred or otherwise disposed of to any person or entity unless subsequently registered under the Securities Act of 1933, as amended, or the Colorado Securities Act of 1981, if such registration is required.

**FOR CONNECTICUT RESIDENTS ONLY:**

These Securities have not been registered under Section 36-495 of the Connecticut Uniform Securities Act and, therefore, cannot be resold unless they are registered under such Act, or unless an exemption from registration is available.

**FOR DELAWARE RESIDENTS ONLY:**

The Securities have not been registered under the Delaware Securities Act. The Securities are subject to restrictions on transferability and sale. They cannot be sold or transferred except in a transaction which is exempt under such act or pursuant to an effective registration statement under such Act.

**FOR FLORIDA RESIDENTS ONLY:**

The Securities referred to herein will be sold to, and acquired by, the investor in a transaction exempt under §517.061 of the Florida Securities Act. The shares have not been registered under said Act in the State of Florida. Unless the securities are registered, they may not be reoffered for sale or resold in the state of Florida except in an exempt security or in an exempt transaction under said Act. If the investor is a citizen or resident of the State of Florida and the investor is not a bank, trust company, savings institution, insurance company, dealer, investment company as defined by the Investment Company Act, or pension or profit-sharing trust, the investor acknowledges that any sale of the shares to the investor is voidable by the investor either within three days after the first tender of consideration is made by the investor to the company, an agent of the company, or an escrow agent, or within three days after the availability of that privilege is communicated to the investor, whichever occurs later. Each person entitled to exercise such right to withdraw and who wishes to exercise such right must cause a written notice or telegram to be sent to the issuer or placement agent within the aforementioned three-day period.

**NOTICE TO GEORGIA OFFEREES:**

These Securities have not been registered under the Securities Act of 1933, as amended, or the Securities Act of any jurisdiction by reason of specific exemption thereunder relating to the limited availability of this offering. These Securities cannot be sold, transferred, or otherwise disposed of to any person or entity unless subsequently registered under the Securities Act of 1933, as amended, or applicable state securities law, if such registration is required.

**NOTICE TO HAWAII OFFEREES:**

Neither this memorandum nor the Securities described herein have been approved or disapproved by the Commissioner of Securities of the State of Hawaii, nor has the Commissioner passed upon the accuracy or adequacy of this memorandum.

**NOTICE TO ILLINOIS RESIDENTS ONLY:**

The Securities have not been approved or disapproved by the Secretary of State of Illinois, or the State of Illinois, nor has the Secretary of state of Illinois or the State of Illinois passed upon the accuracy or adequacy of this memorandum. Any representation to the contrary is a criminal offense.

**NOTICE TO INDIANA OFFEREES:**

These Securities have not been registered under Section 3 of Chapter 1 of the Indiana Securities Act. The Securities purchased may not be resold without registration under this Chapter or an exemption therefrom.

**NOTICE TO KANSAS OFFEREES:**

These Securities have not been registered under the Securities Act of 1933, as amended, or the securities act of any jurisdiction by reason of specific exemption thereunder related to the limited availability of the offering. These Securities cannot be sold, transferred, or otherwise disposed of to any person or entity unless subsequently registered under the Securities Act of 1933, as amended, or applicable state securities law, if such registration is required.

**FOR KENTUCKY RESIDENTS ONLY:**

The Securities presented in this memorandum and subscription documents are being sold pursuant to a claim of exemption from the registration or qualifications provisions of the federal and state securities laws and may not be sold or transferred without compliance with the registration or qualification provisions of applicable federal and state securities laws or applicable exemptions therefrom.

**FOR LOUISIANA RESIDENTS ONLY:**

The Securities of this offering have not been registered under the Louisiana Securities Law (the “Louisiana Act”), and therefore cannot be resold or transferred by the investor except in a transaction, which is exempt under the Louisiana Act or pursuant to an effective registration statement under the Louisiana Act.

**FOR MARYLAND RESIDENTS ONLY:**

The Securities referred herein will be sold to, and acquired by, the purchaser in a transaction exempt under Section 11- 602 (9) of the Maryland Securities Act. The Securities cannot be sold or transferred except under such Act or pursuant to an effective registration statement under such Act.

**FOR MASSACHUSETTS RESIDENTS ONLY:**

These Securities have not been registered under the Securities Act of 1933, as amended, or the Massachusetts Uniform Securities Act, by reason of specific exemptions thereunder relating to the limited availability of the offering. These Securities cannot be sold, transferred, or otherwise disposed of to any person or entity, unless subsequently registered under the Securities Act of 1933, as amended, or the Massachusetts Uniform Securities Act, if such registration is required.

Commonwealth accredited investors, who are natural persons, shall not invest more than 25% of the purchaser's net worth (excluding principal residence and its furnishings). The purchaser's net worth shall include the net worth of his/her spouse, if applicable.

**FOR MINNESOTA RESIDENTS ONLY:**

These Securities represented by this memorandum have not been registered under the Minnesota Securities Laws and may not be sold, transferred, or otherwise disposed of except to registration or exemption therefrom.

**FOR MICHIGAN RESIDENTS ONLY:**

These Securities have not been registered under the Michigan blue sky laws. These securities may not be resold without registration under Michigan blue sky law or under an exemption therefrom.

**NOTICE TO MISSISSIPPI OFFEREES:**

These Securities are offered pursuant to a claim of exemption under the Mississippi Securities Act. A registration statement relating to these Securities has not been filed with the Mississippi Secretary of State. The Secretary of State has not passed upon the value of these Securities and has not approved or disapproved this offering. The Secretary of State does not recommend the purchase of these or any other Securities. There is no established market for these

Securities and there may not be a market for these Securities in the future. The subscription price of these Securities has been determined by the company and is not an indication of the actual value of these Securities. The purchaser of these Securities must meet certain suitability standards and be in a position to bear an entire loss of his/her/its investment. These Securities may not be transferred for a period of one year, except in a transaction, which is exempt under the Mississippi Securities Act or any transaction in compliance with the Mississippi Securities Act.

**FOR MISSOURI RESIDENTS ONLY:**

These Securities have not been registered under the Securities Act of 1933, as amended, or the securities act of any jurisdiction by reason of specific exemption thereunder relating to the limited availability of the of the offering. These Securities cannot be sold, transferred or otherwise disposed of to any person or entity unless subsequently registered under the Securities Act of 1933, as amended, or applicable state securities laws, if such registration is required.

**FOR NEW JERSEY RESIDENTS ONLY:**

This private offering memorandum has not been filed with or reviewed by the New Jersey Bureau of Securities of the Department of Law and Public Safety of the State of New Jersey prior to its issuance and use. Neither the Attorney General of the State of New Jersey nor the Bureau of Securities have passed on, or endorsed the merits of this offering. Any representations to the contrary are unlawful.

**NOTICE TO NEW MEXICO OFFEREES:**

The Securities herein are offered pursuant to an exemption from the registration requirements of the Securities Act of New Mexico (the “New Mexico Act”). Accordingly, the New Mexico Securities Bureau has not reviewed the offering of these Securities and has not approved or disapproved this offering. The New Mexico Securities Bureau has not passed upon the value of the Securities or upon the adequacy or accuracy of information contained in this private offering memorandum.

The Securities have not been registered under the New Mexico Act, and therefore cannot be resold in New Mexico unless they are registered under the provisions of the New Mexico Act or unless an exemption from registration is made.

**NOTICE TO NEW YORK OFFEREES:**

This private placement memorandum has not been reviewed by the Attorney General prior to its issuance and use. The Attorney General of the State of New York has not passed on or endorsed the merits of this offering. Any representation to the contrary is unlawful.

This private placement memorandum does not contain an untrue statement of material fact or omit to state a material fact necessary to make the statements made in the light of the circumstances under which they were made, not misleading. It contains a fair summary of the material terms and documents purported to be summarized herein.

**NOTICE TO NORTH CAROLINA OFFEREES:**

The Securities are offered pursuant to a claim of exemption under the North Carolina Securities Act. The North Carolina Securities Commissioner neither recommends nor endorses the purchase of any securities, nor has the Administrator passed upon the accuracy of the information provided herein. Any representation to the contrary is a criminal offense.



**NOTICE TO OHIO OFFEREES:**

These Securities have not been registered under the Ohio Securities Act (the “Ohio Act”) and therefore cannot be resold or transferred by the investor except in a transaction which is exempt under the Ohio Act, or pursuant to an effective registration under the Ohio Act.

**NOTICE TO OKLAHOMA OFFEREES:**

The Securities represented by this certificate have not been registered under the Securities Act of 1933 or the Oklahoma Securities Act (the “Oklahoma Act”) and therefore cannot be resold or transferred by the investor except in a transaction which is exempt under the Oklahoma Act or pursuant to an effective registration under the Oklahoma Act.

**NOTICE FOR OREGON OFFEREES:**

The Securities offered have not been registered with the Corporation Commissioner of the State of Oregon under provisions of OAR 441-65-060 through 441-65-240. The investor is advised that the Commissioner has not reviewed this document since this document is not required to be filed with the Commissioner. The investor must rely on the investor’s own examination of the company creating the security and the terms of the offering, including the merits and risks involved in making an investment decision on these Securities.

**FOR PENNSYLVANIA RESIDENTS ONLY:**

Pursuant to section 207 (4) of the Pennsylvania Securities Act of 1972 (the “Pennsylvania Act”), as amended, each Pennsylvania resident who accepts an offer to purchase securities exempted from registration under section 203 (4) of the Pennsylvania Act, directly from an issuer or an affiliate of an issuer, shall have the right to withdraw his acceptance without incurring any liability to the seller or any other person within two business days from the date of receipt by the issuer of his/her/its written binding contract of purchase or, in the case of a transaction in which there is no written binding contract of purchase, within two business days after he/she/it makes the initial payment for the securities being offered; to accomplish his/her/its withdrawal, a subscriber only needs to send a letter or fax or telegram to the company at the address set forth in the text of this memorandum indicating his/her/its intention to withdraw. Such letter, fax, or telegram must be sent and postmarked prior to the end of the aforementioned second business day. If a letter is sent, it is prudent to send such letter by certified mail, return receipt requested, to ensure that it is received and also to evidence the time when it was mailed. If the request is made orally (in person or by telephone, a written confirmation that the request has been received should be requested.

**FOR RHODE ISLAND RESIDENTS ONLY:**

Although the Securities herein described have been exempted from registration pursuant to Title 7, Chapter 11 of the

Rhode Island General Laws, such exemption does not constitute approval, recommendation or endorsement by the Rhode Island Department of Business Regulation that the provided herein is true, complete, accurate or not misleading.

**FOR SOUTH CAROLINA RESIDENTS ONLY:**

These Securities are offered pursuant to a claim of exemption under the South Carolina Uniform Securities Act. A registration statement relating to these Securities has not been filed with the South Carolina Securities Commissioner. The Commissioner does not recommend, nor endorse, the purchase of any securities, nor does it pass upon the accuracy or completeness of this private placement memorandum. Any representation to contrary constitutes a criminal offense.

**FOR SOUTH DAKOTA RESIDENTS ONLY:**

These Securities are offered for sale in the State of South Dakota pursuant to an exemption from registration under the South Dakota Blue Sky Law, Chapter 47-31B, and with the Director of the Division of Securities of the Department of Commerce and Regulation of the State of South Dakota. The exemption does not constitute a finding that this memorandum is true, complete, and not misleading; nor has the Director of the Division of Securities passed in any way upon the merits of, recommended, or given approval to these Securities. Any representation to the contrary is a criminal offense.

These Securities have not been registered under Chapter 47-31B of the South Dakota securities laws and may not be sold, transferred or otherwise disposed of for value except pursuant to registration, exemption therefrom, or operation of law.

Each South Dakota resident purchasing securities who is not an accredited investor or who is solely an accredited investor by reason of his net worth, income or amount of investment, shall not make an investment in these securities in excess of 20% of his/her/its net worth (exclusive of primary residence, furnishings and automobiles).

**REQUESTED FOR TENNESSEE RESIDENTS ONLY:**

In making an investment decision, investors must rely on their examination of the issuer and terms and conditions of the offering, including the merits and risk factors.

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, 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 risk of this investment for an indefinite period of time.

**FOR TEXAS RESIDENTS ONLY:**

Each purchaser of Securities must bear the economic risk of an investment in such Securities for an indefinite period of time prior to any subsequent resale of such Securities, because the Securities have not been registered under the securities laws of Texas or the Securities Act of 1933 and may not be transferred or sold by a purchaser thereof, except in transactions that

are exempt from registration under the securities laws of Texas and the Securities Act of 1933 pursuant to an effective registration thereunder.

**FOR VIRGINIA RESIDENTS ONLY:**

Securities offered in this prospectus have not been registered under the Virginia Securities Act (the “Virginia Act”), and therefore cannot be resold or transferred by the investor, except in a transaction which is exempt under the Virginia Act, or pursuant to effective registration under the Virginia Act.

**FOR WASHINGTON RESIDENTS ONLY:**

The Administrator of Securities has not reviewed the offering or offering circular and these Securities have not been registered under the Securities act of Washington, Chapter 21.20 RCW, and, therefore cannot be resold unless they are registered under the Securities act of Washington, Chapter 21.20 RCW, or unless an exemption from registration is available.

**FOR WISCONSIN RESIDENTS ONLY:**

In making an investment decision, investors must rely on their own examination of the issuer and the terms and conditions, including the merits and risk factors involved. The 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, and applicable state securities laws, pursuant to registration or exemption therefrom. Investor should be aware that they may be required to bear the financial risks of this investment for an indefinite period of time.

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## SUMMARY OF THE OFFERING

This summary highlights certain information about the Company and the Offering but does not purport to be complete. This summary is qualified in its entirety by reference to the more detailed information appearing elsewhere in this Memorandum, including the exhibits and annexes hereto, and should be read in conjunction therewith.

<b>Company</b>	Blue Green Energy, Inc. (the “Company”), a Nevada corporation
<b>Company’s Business</b>	The Company is focused on the development of energy infrastructure intended to support hydrogen fuel cell electric vehicles (“FCEVs”) and, to a lesser extent, battery electric vehicles (“BEVs”). The Company’s business plan contemplates the development of hydrogen production facilities and a network of company-owned, licensed, or affiliated hydrogen fueling stations. The Company intends to utilize renewable energy inputs, such as solar power, to support hydrogen production through electrolysis. The scope, timing, and ultimate configuration of any facilities are subject to financing availability, permitting, regulatory approvals, market demand, and other factors. There can be no assurance that the Company’s planned facilities will be completed or operate as anticipated.
<b>Securities Offered</b>	1,000,000 shares of Series A Common Stock of the Company (the “Shares”)
<b>Offering Price</b>	\$2.50 per Share (aggregate gross proceeds of up to \$2,500,000, before offering expenses)
<b>Minimum Investment</b>	20,000 Shares (an aggregate purchase price of \$50,000); provided, however, that the Company reserves the right, in its sole discretion, to accept subscriptions for a lesser number of Shares
<b>Eligible Investors</b>	Only investors who are “accredited investors,” as defined in Rule 501(a) of Regulation D under the Securities Act of 1933, as amended (the “Securities Act”)
<b>Manner of Offering</b>	The Shares are being offered directly by the Company on a best-efforts basis. No underwriter, placement agent, or selling agent has been engaged. The Company reserves the right, in its sole discretion, to accept or reject any subscription for any reason or no reason.
<b>Offering Exemption</b>	The Offering is being conducted pursuant to Rule 506(c) of Regulation D under the Securities Act and applicable state securities law exemptions
<b>Subscription Agreement</b>	Investors will be required to execute a subscription agreement in substantially the form attached hereto as Exhibit A, pursuant to which each investor, among other things, represents and warrants that it is an accredited investor, is acquiring the Shares for investment purposes only, and has sufficient knowledge and experience to evaluate the merits and risks of the investment
<b>Use of Proceeds</b>	The net proceeds of the Offering are expected to be used primarily for property acquisition, permitting, early-stage development activities, professional fees, working capital, and general corporate purposes, as more fully described in the section entitled “Use of Proceeds”
<b>Risk Factors</b>	An investment in the Shares involves a high degree of risk, including the possible loss of the entire investment. Prospective investors should carefully review the section entitled “Risk Factors” and all other information contained in this Memorandum before investing
<b>Transfer Restrictions</b>	The Shares have not been registered under the Securities Act or any state securities laws and may not be transferred or resold except pursuant to an effective registration statement or an applicable exemption from registration

## **Forward-Looking Information**

This Memorandum contains forward-looking statements and illustrative financial and operational information, including pro forma information contained in the Appendices. Such information is provided solely for informational purposes, is based on management's current assumptions, and is subject to significant uncertainty. Actual results may differ materially. Prospective investors should review the sections entitled "Risk Factors" and "Pro Forma Financial Information and Forward-Looking Statements," as well as the Appendices, in their entirety.

## **Risk Factors**

An investment in the Company involves a high degree of risk and is suitable only for investors who can afford to lose their entire investment. In addition to the other information contained in this Memorandum, prospective investors should carefully consider the following risk factors before deciding whether to invest in the Shares.

The risks described below are not the only risks facing the Company. Additional risks and uncertainties not presently known to the Company, or that the Company currently considers immaterial, may also impair the Company's business, financial condition, operating results, or prospects. The risks described below are not presented in any order of priority.

Each prospective investor is strongly encouraged to consult with independent legal, tax, financial, and investment advisors before making an investment decision.

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## **Risks Relating to the Offering**

### **Reliance on Pro Forma and Illustrative Financial Information**

The Company has included pro forma financial information, illustrative scenarios, and related analyses in the Appendices to this Memorandum. Such information is based on assumptions regarding future events, many of which are outside the Company's control. The Company has limited operating history and has not achieved the scale described in the pro forma information. Actual results may differ materially, and investors should not rely on such information as a prediction of future performance, profitability, or liquidity.

### **The Shares Have Not Been Registered and Are Offered Pursuant to an Exemption**

The Shares offered hereby have not been registered under the Securities Act of 1933, as amended (the "Securities Act"), or under the securities laws of any state. The Offering is being made pursuant to an exemption from registration under Rule 506(c) of Regulation D.

As a result, investors will not benefit from the protections of registration, including review of the Offering by the Securities and Exchange Commission ("SEC") or any state securities regulator.

Prospective investors must evaluate the merits and risks of the Offering without the benefit of regulatory review, approval, or oversight of the terms of the Offering or the adequacy of disclosure.

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### **Dilution of Ownership Interests**

Investors purchasing Shares in this Offering will experience immediate dilution as a result of the issuance of additional Shares. Future equity financings, issuance of convertible securities, or issuance of equity compensation may result in additional dilution of existing stockholders' ownership interests.

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### **No Public Market for the Shares; Limited Liquidity**

There is currently no public market for the Shares, and no assurance can be given that a public market will ever develop. The Shares are subject to significant transfer restrictions under federal and state securities laws and the terms of the subscription agreement. Investors may be required to hold the Shares indefinitely and may never be able to sell or otherwise dispose of the Shares or recover any portion of their investment. Any potential liquidity event, including a public offering, merger, or sale of assets, is uncertain and not guaranteed.

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### **Risks Relating to the Company's Business**

#### **Limited Operating History**

The Company is a development-stage enterprise with a limited operating history. The Company has not yet generated revenues from its planned operations and has limited historical financial information upon which investors may evaluate the Company's performance or prospects.

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#### **Need for Additional Capital**

The Company expects to require additional capital to fund development, construction, expansion, and ongoing operations. There can be no assurance that additional financing will be available on acceptable terms, or at all. Failure to obtain additional capital could materially impair the Company's ability to execute its business plan and may result in the curtailment or abandonment of planned operations.

Additional financings may result in dilution to existing stockholders and could involve terms that are unfavorable to current investors.

## **No Assurance of Profitability, Dividends, or Return on Investment**

The Company has not declared or paid any dividends and does not anticipate paying dividends in the foreseeable future. No assurance can be given that the Company will achieve profitability or generate positive cash flow.

An investment in the Company involves the risk of losing all or a substantial portion of the investment. Prospective investors should not rely on any expectation of returns, liquidity, or income.

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## **Dependence on Key Personnel**

The Company's success is highly dependent upon the continued services of its founders and key personnel, including Scott Amaral and Jeff Weiland. The loss of either individual, or the Company's inability to attract and retain qualified personnel, could have a material adverse effect on the Company's business, financial condition, and prospects.

The Company does not currently maintain key-person insurance or formal succession plans.

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## **Execution and Growth Risks**

The Company's business plan involves development and expansion activities that require effective execution, capital availability, regulatory approvals, and market acceptance. The Company may not successfully implement its growth strategy or manage the operational, financial, and managerial demands associated with expansion.

Failure to execute planned development initiatives or insufficient demand for the Company's products and services could materially adversely affect the Company's business and financial condition.

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## **Operating Cost and Construction Risk**

The Company's projected operating and development costs are based on estimates and assumptions that may prove inaccurate. Increases in labor costs, construction costs, equipment prices, permitting delays, or other unforeseen expenses could materially increase capital requirements and negatively impact financial performance.

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## **Regulatory and Compliance Risks**

The Company is subject to extensive and evolving federal, state, and local laws and regulations. Changes in regulatory requirements, permitting processes, environmental laws, or enforcement practices could increase costs, delay development, restrict operations, or require changes to the Company's business plan.



Failure to comply with applicable laws and regulations could result in fines, penalties, litigation, or suspension of operations.

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### **Litigation Risk**

The Company may become subject to legal proceedings, claims, or disputes arising in the ordinary course of business. Litigation, whether meritorious or not, could result in significant costs, diversion of management attention, or adverse judgments that could materially affect the Company's financial condition and operations.

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### **Tax Risks**

The tax treatment of an investment in the Company is complex and may vary based on individual circumstances. No representations are made regarding the tax consequences of an investment. Changes in tax laws or interpretations could adversely affect investors. Prospective investors should consult their own tax advisors prior to investing.

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### **Management Discretion Over Use of Proceeds**

Management will have broad discretion in applying the net proceeds of this Offering within the scope of the Company's business. The failure of management to allocate proceeds effectively could have a material adverse effect on the Company's business and prospects.

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### **Control by Officers and Directors**

Following the completion of this Offering, the Company's officers, directors, and affiliates will continue to control a majority of the voting power of the Company's outstanding capital stock. As a result, these individuals will have the ability to control or significantly influence matters requiring stockholder approval, including the election of directors, approval of mergers or asset sales, and other significant corporate actions.

This concentration of control may limit the ability of minority investors to influence corporate decisions.

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### **General Investment Risk**

An investment in the Company is speculative and involves a high degree of risk, including the possible loss of the entire investment. Prospective investors should carefully consider all risk factors described herein and throughout this Memorandum before making an investment decision.

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## **Risks Relating to Hydrogen Technology and Regulation**

Hydrogen Infrastructure Is Subject to Evolving and Uncertain Regulatory Frameworks. The production, storage, transportation, and dispensing of hydrogen are subject to complex and evolving federal, state, and local regulations, including environmental, safety, zoning, fire code, building code, and permitting requirements. Regulatory frameworks applicable to hydrogen infrastructure are still developing in many jurisdictions and may change over time.

Uncertainty or changes in regulatory interpretation, permitting standards, or enforcement practices could result in increased compliance costs, delays in development, operational restrictions, or the inability to obtain or maintain required approvals. The Company cannot assure that future regulatory developments will be favorable or that existing regulatory pathways will remain available.

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### **Permitting and Safety Requirements for Hydrogen Facilities May Be More Stringent Than Anticipated**

Hydrogen production and fueling facilities involve flammable gases and high-pressure systems and are subject to heightened safety and fire code requirements. Permitting authorities may impose additional design, construction, monitoring, or operational requirements beyond those currently anticipated by the Company.

Compliance with such requirements may increase capital expenditures, delay construction timelines, limit site availability, or require modifications to facility design or operations. In certain jurisdictions, permitting authorities may deny approvals altogether.

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### **Hydrogen Technology Is Still Emerging at Commercial Scale**

While hydrogen production, electrolysis, storage, and fuel cell technologies have been demonstrated, large-scale commercial deployment remains limited. The Company's planned operations depend on the performance, reliability, and efficiency of hydrogen-related technologies that may not perform as expected when deployed at scale.

Equipment failures, underperformance, integration challenges, or technological limitations could result in increased operating costs, reduced production capacity, safety incidents, or extended downtime. The Company may also be required to upgrade or replace equipment sooner than anticipated.

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### **Dependence on Third-Party Technology Providers and Equipment Suppliers**

The Company expects to rely on third-party manufacturers and suppliers for electrolysis systems, hydrogen storage equipment, fueling infrastructure, and related components. The Company does not control the design, manufacturing, or long-term availability of such equipment.

Delays, cost increases, supply chain disruptions, warranty limitations, or performance issues affecting third-party equipment could materially adversely affect the Company's operations, development timeline, and financial condition.

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### **Hydrogen Production Costs and Efficiency May Differ from Expectations**

The economic viability of hydrogen production depends on a variety of factors, including electricity pricing, system efficiency, equipment performance, water availability, maintenance requirements, and operating conditions. Actual hydrogen production costs may exceed current estimates due to unforeseen technical or operational challenges.

If production costs are higher than anticipated, the Company's ability to competitively price hydrogen or achieve favorable margins could be adversely affected.

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### **Uncertainty Regarding Hydrogen Incentives and Tax Credits**

Certain hydrogen-related projects may be eligible for federal, state, or local incentives, grants, or tax credits, including those related to renewable energy or low-carbon fuel production. The availability, qualification requirements, duration, and monetary value of such incentives are subject to legislative, regulatory, and administrative uncertainty.

There can be no assurance that the Company will qualify for any such incentives, that incentives will remain available for the anticipated duration, or that incentive levels will be sufficient to support the Company's economic assumptions. Changes in law or policy could reduce or eliminate incentives entirely.

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### **Market Adoption of Hydrogen Vehicles May Be Slower Than Anticipated**

The Company's business model is dependent, in part, on the adoption of hydrogen fuel cell vehicles and hydrogen-powered commercial transportation. Market adoption depends on numerous factors beyond the Company's control, including vehicle availability, manufacturer support, fleet conversion decisions, competing technologies, fuel pricing, and public perception.

If adoption of hydrogen vehicles occurs more slowly than anticipated, demand for hydrogen fueling infrastructure may be insufficient to support the Company's planned operations or expansion.

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### **Competition from Alternative Technologies May Limit Hydrogen Adoption**

Hydrogen competes with other energy and transportation technologies, including battery electric vehicles, alternative fuels, and improvements to internal combustion engines. Advances in competing technologies, changes in regulatory support, or shifts in market preference could reduce demand for hydrogen infrastructure.

Such developments could adversely affect the Company's growth prospects, utilization rates, and financial performance.

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### **Environmental and Community Opposition Risk**

Hydrogen production and fueling projects may face opposition from local communities, environmental groups, or other stakeholders, particularly with respect to land use, water consumption, safety concerns, or environmental impact.

Public opposition could result in permitting delays, increased compliance costs, litigation, or reputational harm, any of which could materially adversely affect the Company's operations and development plans.

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## **The Company**

### **Mission**

Blue Green Energy, Inc. (the "Company") is focused on the development of hydrogen-related energy infrastructure intended to support the transition toward lower-emission transportation systems. The Company's mission is to design, develop, and operate hydrogen production and fueling facilities utilizing renewable energy sources, while seeking to create long-term value for investors and stakeholders.

The Company's strategy is based on the view that hydrogen may play a role in achieving emissions-reduction objectives in certain transportation sectors, particularly where battery electric solutions face technical or operational constraints. There can be no assurance that hydrogen will be widely adopted or that the Company's facilities will achieve commercial success.

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### **Business Overview**

The transportation and energy sectors are undergoing regulatory, technological, and market-driven changes aimed at reducing emissions. Certain vehicle manufacturers have introduced hydrogen-powered vehicles, including fuel cell electric vehicles ("FCEVs"), and hydrogen-powered commercial trucks are being evaluated or deployed in limited markets. However, hydrogen fueling infrastructure remains limited, particularly outside of select regions.

The Company believes that the availability of fueling infrastructure is a key constraint on broader adoption of hydrogen-powered transportation. Accordingly, the Company intends to focus on the development of hydrogen production and fueling facilities designed to serve

commercial fleets, heavy-duty trucking operations, and, to a lesser extent, passenger vehicles.

The Company plans to acquire property, plant, and equipment to develop Integrated facilities that combine renewable energy generation, hydrogen production, fueling, and related services. Initial site selection efforts are focused on transportation corridors in the western United States, including routes associated with freight movement originating from the ports of Southern California. These plans are subject to permitting, zoning, regulatory approvals, financing availability, and market conditions.

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## **Operational Focus**

While the Company intends to make hydrogen available to passenger vehicles where feasible, its initial operational emphasis is expected to be on commercial and heavy-duty vehicles. Hydrogen consumption by heavy-duty trucks is significantly higher than that of passenger vehicles, and commercial fleets may represent a more concentrated and predictable source of demand.

Hydrogen production volumes, utilization rates, and facility economics depend on numerous factors, including vehicle adoption rates, fuel pricing, operating efficiency, regulatory requirements, and competition. There can be no assurance that projected demand levels will be achieved.

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## **Planned Facility Concept**

The Company intends to develop self-contained hydrogen production facilities that utilize renewable electricity to produce hydrogen through electrolysis. The Company's initial facility concept contemplates:

- On-site renewable energy generation
- Electrolysis-based hydrogen production
- Hydrogen storage and dispensing infrastructure
- Limited battery electric vehicle charging services
- Ancillary services typically associated with travel centers

Facility size, equipment specifications, production capacity, and amenities may vary by location and are subject to engineering design, regulatory approvals, and capital availability.

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## **Phased Development Approach**

Due to the scale and complexity of the Company's planned facilities, development is expected to occur in phases. These phases are intended to allow for incremental deployment of capital and infrastructure, subject to financing and permitting outcomes.

## **Phase I – Site Acquisition and Permitting**

Phase I is intended to focus on property acquisition, zoning, environmental review, permitting, and early site preparation. During this phase, the Company may also deploy temporary or mobile fueling and charging equipment for testing, demonstration, or limited commercial use, subject to regulatory approval.

## **Phase II – Renewable Energy and Equipment Installation**

Phase II is expected to include installation of renewable energy assets, selection and procurement of hydrogen production equipment, and continued site development. Construction activities may be sequenced based on capital availability and operational priorities.

## **Phase III – Facility Construction and Commissioning**

Phase III is intended to include construction of permanent fueling and service facilities, commissioning of hydrogen production systems, and commencement of broader commercial operations.

There can be no assurance that any development phase will be completed on schedule or at all.

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## **Mobile Fueling and Charging Units**

In addition to permanent facilities, the Company may deploy mobile hydrogen fueling and charging units. These units are intended to provide operational flexibility, allow entry into new markets on a limited basis, and support interim demand while permanent infrastructure is developed. Mobile deployments are subject to equipment availability, regulatory approvals, and economic feasibility.

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## **Expansion Strategy**

Following successful development and operation of initial facilities, the Company may pursue expansion through a combination of company-owned facilities, partnerships with existing fuel station operators, and potential franchising arrangements. Any such expansion would be subject to additional financing, regulatory compliance, and market demand.

The Company's long-term strategy contemplates expansion into additional states and regions; however, there can be no assurance that expansion opportunities will materialize or that the Company will have the resources necessary to pursue them.

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## **Investment Offering**

### **Description of the Securities**

The Shares offered hereby consist of Series A Common Stock of the Company. Each Share represents an ownership interest in the Company and is subject to the rights, preferences, and limitations set forth in the Company's Certificate of Incorporation, Bylaws, and applicable law.

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### **Voting Rights**

Each holder of Series A Common Stock is entitled to one vote per Share on all matters submitted to a vote of the stockholders, except as otherwise provided by law or the Company's governing documents.

Holders of Series B Common Stock, if any, are entitled to cast ten (10) votes per share. Holders of preferred stock, if any, are entitled to vote on an as-converted basis according to the number of shares of common stock into which such preferred shares are convertible. Except as otherwise required by law or the Company's governing documents, holders of common and preferred stock vote together as a single class.

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### **Redemption Rights**

The Shares do not carry any mandatory redemption rights. A holder of Shares may submit a written request for redemption; however, the Company is under no obligation to honor any such request. Any redemption of Shares, if permitted, would be made solely at the discretion of the Company's Board of Directors, on such terms and conditions as the Board may determine, if at all.

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### **Transfer Restrictions**

The Shares have not been registered under the Securities Act or under the securities laws of any state or other jurisdiction and are being offered pursuant to exemptions from registration. As a result, the Shares are subject to significant restrictions on transferability. Holders of the Shares may not sell, assign, transfer, pledge, or otherwise dispose of the Shares unless such transfer is pursuant to an effective registration statement or an available exemption from registration under applicable securities laws. The Company is not obligated to register the Shares or facilitate any resale.

There is currently no public market for the Shares, and no assurance can be given that a public market will ever develop. Investors may be required to hold the Shares indefinitely and bear the economic risk of the investment for an extended period of time.

Pursuant to the subscription agreement, the Company will have a right of first refusal with respect to certain proposed transfers of the Shares prior to any registered public offering, subject to limited exceptions. In addition, if the Company conducts a registered public

offering, investors may be required to agree to customary lock-up restrictions, which could limit the ability to sell Shares for a specified period following such offering.

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## **Dividends**

The Company has never declared or paid cash dividends on any class or series of its capital stock. Any future dividends will be paid, if at all, solely at the discretion of the Company's Board of Directors, and will depend on the Company's financial condition, operating results, capital requirements, and other factors. The Company does not anticipate paying dividends in the foreseeable future.

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## **BUSINESS MODEL**

Blue Green Energy, Inc. ("Blue Green Energy" or the "Company") is an early-stage energy infrastructure company focused on developing, owning, and operating hydrogen production and fueling assets designed to support the emerging hydrogen fuel cell electric vehicle ("FCEV") and battery electric vehicle ("BEV") transportation markets in the United States, with an initial emphasis on heavy-duty trucking and commercial fleets.

The Company's strategy is centered on building vertically integrated hydrogen infrastructure that combines renewable power generation, hydrogen production, fueling, and related commercial services. Blue Green Energy's operations are currently organized into the following primary segments:

- Hydrogen Production Facilities ("H<sub>2</sub> Refineries")
- Blue Green Travel Centers
- Blue Green Fueling Stations
  - Company-owned locations
  - Franchised locations (planned)

## **Hydrogen Production**

Blue Green Energy intends to develop hydrogen production facilities powered primarily by renewable energy sources. The Company's initial planned facility is designed as a self-contained, renewable-powered hydrogen production site utilizing solar energy and electrolysis to produce hydrogen from water.

At present, most of the hydrogen produced in the United States is derived from natural gas through steam methane reforming. This process relies on fossil fuels and results in greenhouse gas emissions associated with methane and carbon dioxide. Blue Green Energy's planned production approach is intended to avoid reliance on natural gas by using renewable electricity to power electrolysis, subject to technical, regulatory, and economic feasibility.



The Company's initial solar installation is expected to provide up to approximately 30 megawatts (MW) of generating capacity. Electricity generated by the solar array will be used primarily to support hydrogen production and on-site operations. To the extent excess electricity is generated beyond operational needs, the Company may sell such excess power to the electrical grid, subject to interconnection agreements, regulatory approvals, and market conditions.

### **Travel Centers and Fueling Operations**

Adjacent to its planned hydrogen production facilities, Blue Green Energy intends to develop integrated travel centers and fueling stations designed to serve hydrogen-powered vehicles and battery electric vehicles. These facilities are intended to operate in a manner generally comparable to existing truck stops and travel centers, but without offering gasoline or diesel fuel.

Fueling services are expected to include:

- Hydrogen dispensing for fuel cell vehicles and trucks
- Rapid DC charging for battery electric vehicles, including charging supported by hydrogen fuel cell systems for on-site power generation

Hydrogen refueling times are expected to be comparable to conventional liquid fuel refueling, while battery electric vehicle charging times may vary depending on vehicle type, charging capacity, and operating conditions.

In addition to fueling and charging services, Blue Green Energy's travel centers are expected to incorporate ancillary commercial offerings commonly associated with travel centers, such as food and beverage services, rest and lounge areas, truck parking, and other amenities intended to support drivers and travelers. The specific mix of amenities may vary by location and will depend on market demand, site characteristics, and capital availability.

The Company's initial development focus includes establishing a corridor-oriented facility intended to support freight and passenger travel between Southern California and Las Vegas, Nevada. Future site selection will be subject to feasibility analysis, permitting, and capital availability.

### **Network Expansion and Franchising Strategy**

Following initial development and operational validation of its business model, Blue Green Energy intends to expand its footprint through a combination of company-owned and, potentially, franchised fueling locations. Expansion plans include both stationary and mobile fueling solutions, with a focus on leveraging existing infrastructure where feasible.

The Company anticipates that future franchising opportunities, if pursued, would allow third parties to operate locations under the Blue Green Energy brand while utilizing the Company's

hydrogen supply, operating standards, and business framework. Any franchising activities would be subject to additional regulatory requirements, market conditions, and operational readiness.

## **Strategic Positioning**

Blue Green Energy's business model is based on the premise that transportation energy infrastructure will continue to evolve as emissions regulations, vehicle technology, and market preferences change. The Company seeks to position itself as a participant in this transition by developing hydrogen-focused infrastructure assets intended to support zero-emission vehicle adoption. There can be no assurance that the Company's planned facilities will be completed as anticipated, that hydrogen adoption will occur at projected levels, or that the Company will achieve profitability.

## **PLAN OF OPERATIONS**

The following describes the Company's planned operational activities and anticipated development phases. The timing and scope of these activities are dependent upon the Company's ability to obtain sufficient financing, secure required permits and approvals, and successfully execute contractual arrangements. There can be no assurance that the Company will be able to raise the necessary capital on acceptable terms, or at all, and failure to do so would materially affect the Company's ability to execute the plan described below.

### **Phase I – Organizational Formation and Initial Positioning (Completed)**

The Company has completed its initial organizational phase, funded by approximately \$1,250,000 in seed capital, which was used to support company formation and early-stage preparation activities. These activities included legal, accounting, auditing, and staffing efforts necessary to position the Company for subsequent capital raises and operational development.

During this phase, the Company also initiated applications for applicable state and federal grant programs, solicited preliminary bids for equipment and machinery, and began establishing strategic relationships with industry participants relevant to hydrogen production, renewable energy, and transportation infrastructure.

Status: Completed.

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### **Phase II – Pilot Development and Initial Infrastructure (Current Phase)**

The Company is currently in Phase II, which is focused on raising additional capital and advancing site acquisition, permitting, and early-stage infrastructure deployment.

The Company intends to raise up to \$7,500,000 in aggregate capital at an offering price of \$2.50 per share, representing the sale of up to 3,000,000 shares of common stock, through a combination of private offerings and crowdfunding offerings, subject to regulatory qualification and applicable securities laws. The Company anticipates launching the

crowdfunding component following qualification of the applicable offering statement; however, timing remains subject to regulatory review and market conditions.

Professional service providers, including brokers, legal counsel, auditors, and accountants, have been engaged to support these efforts.

Capital raised during this phase is expected to be used primarily to:

- Secure property for the Company's initial pilot travel center and solar facility
- Commence permitting and entitlement processes
- Deploy temporary and mobile fueling and charging infrastructure, including portable structures and mobile hydrogen fueling units
- Initiate architectural and site planning
- Solicit bids and select contractors and trade partners
- Continue development of strategic partnerships and commercial relationships

The Company intends to deploy temporary and mobile infrastructure to support early operations along the Interstate 15 corridor between Southern California and Las Vegas, Nevada, and may deploy one or more mobile hydrogen fueling units in the Las Vegas market. These interim deployments are intended to support early operational testing and market presence while permanent facilities are developed.

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### **Phase III – Permanent Infrastructure Construction and Expansion**

Subject to successful completion of Phase II milestones and receipt of required permits and approvals, the Company intends to proceed to Phase III, which contemplates a larger private capital raise.

In this phase, the Company expects to offer up to 6,000,000 shares of common stock at \$5.00 per share, for gross proceeds of up to \$30,000,000. Proceeds are intended to support the construction and development of permanent infrastructure assets, including renewable energy generation and hydrogen production facilities.

Planned activities during this phase include:

- Installation of renewable energy assets, including up to 20 megawatts of solar generation capacity
- Site preparation and property improvements
- Construction-related infrastructure, including fencing, storage, and office facilities
- Final selection and contracting of construction and equipment vendors
- Continued deployment planning for mobile fueling units in Nevada and other target markets

The Company anticipates that certain capital requirements in this phase may be partially offset through government grants, incentives, or strategic partnerships; however, there can be no assurance that such funding sources will be available or obtained.

This phase is currently expected to span approximately six to nine months, subject to financing, permitting, and construction timelines.

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### **Phase IV – Facility Completion and Pre-Public Readiness**

Phase IV is expected to represent the Company’s final round of private financing prior to a potential public offering, subject to market conditions and strategic considerations.

In this phase, the Company anticipates offering up to 10,000,000 shares of common stock at \$7.50 per share, for gross proceeds of up to \$75,000,000. Proceeds are expected to be used primarily to:

- Complete the buildout of renewable energy generation assets
- Complete construction of hydrogen production facilities and the permanent travel center
- Finalize operational readiness and commissioning of facilities

Following completion of this phase, the Company may evaluate strategic alternatives, including preparation for a potential initial public offering; however, no decision has been made, and there can be no assurance that any public offering will occur.

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### **Forward-Looking Considerations**

The timelines, capital requirements, and operational milestones described above are estimates and are subject to significant uncertainties, including financing availability, regulatory approvals, construction costs, market adoption of hydrogen technologies, and broader economic conditions. Actual results may differ materially from those anticipated.

### **Operational Modeling and Phased Development**

Certain operational and financial information included in the Appendices reflects management’s current expectations regarding phased development, capacity expansion, and operational scale. Such information is illustrative only and does not constitute a commitment to execute any specific phase, timeline, or expansion plan.

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## **CAPITALIZATION**

As of the date of this Memorandum, the Company had 8,250,050 shares of Series A Common Stock outstanding and 5,000,000 shares of Series B Common Stock issued and outstanding. Series B Common Stock is super-voting and carries ten (10) votes for every one (1) share.

### **Officers, Directors, and Beneficial Owners**

The following table sets forth the shares of the Company beneficially owned by its officers, directors, and shareholders who owned greater than ten percent (10%) of the total

outstanding shares of Common and Preferred Stock of the Company, prior to this \$2.50 offering round.

#### Capitalization Prior to This \$2.50 Round

Shareholder	Number of Shares Held	Percentage of Shares Held
Robert S. Amaral	3,500,000	42.24%
Jeffrey A. Weiland	3,500,000	42.24%
Seed Investors	1,250,000	15.15%
Total	8,250,000	100.00%

#### Capitalization (post-offering)

##### Post-Offering Capitalization (Assuming Sale of 3,000,000 Shares)

Assuming the sale of 1,000,000 shares of Series A Common Stock in this Regulation D offering and 2,000,000 shares of Series A Common Stock in a concurrent Regulation CF offering, the Company would have 11,250,050 shares of Series A Common Stock outstanding immediately following the completion of both offerings, excluding any future issuances.

The Company would continue to have 5,000,000 shares of Series B Common Stock outstanding, which carry ten (10) votes per share.

#### Capitalization After This \$2.50 Offering and Regulation CF Round

Shareholder / Investor Group	Number of Shares Held	Percentage of Shares Held
Robert S. Amaral	3,500,000	31.11%
Jeffrey A. Weiland	3,500,000	31.11%
Seed Investors	1,250,000	11.11%
Regulation D Investors	1,000,000	8.89%
Regulation CF Investors	2,000,000	17.78%
Total Series A Outstanding	11,250,050	100.00%

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#### Voting Control Disclosure

Following the completion of the offerings, holders of Series B Common Stock, which carry ten (10) votes per share, will continue to retain voting control of the Company despite dilution of economic ownership resulting from the issuance of additional Series A Common Stock.

## **Management**

### **Executive Officers**

#### **Robert Scott Amaral – Founder and Director**

Robert Scott Amaral (“Mr. Amaral”), who uses his middle name Scott, has over 20 years of experience in capital markets, including structuring private placements, raising capital in Regulation D offerings, and supporting companies through public market transactions, including reverse mergers and self-filings. Earlier in his career, Mr. Amaral was a Series 3 licensed commodities broker and a partner in a management consulting firm.

Mr. Amaral received a Master of Business Administration (MBA) from Southern Oregon University in 1997. He is responsible for the Company’s financial strategy, capital formation activities, investor relations, and overall corporate finance functions. Strategic planning and day-to-day management of the Company are shared responsibilities among the founders.

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#### **Jeffrey A. Weiland – Founder and Director**

Jeffrey A. Weiland (“Mr. Weiland”) has more than 28 years of experience in management, sales and marketing, and product development. Mr. Weiland served in the United States Marine Corps from 1985 to 1993 and was deployed during Operation Desert Storm.

Mr. Weiland earned a Bachelor of Science in Business Management from the University of Phoenix in 1997. He is responsible for operational planning, implementation of development initiatives, permitting coordination, and oversight of brand and operational execution. His role includes organizing project development activities and coordinating with external consultants and service providers.

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### **Board of Directors**

At present, the Company does not maintain an independent board of directors. The Board consists of the Company’s founders, Mr. Amaral and Mr. Weiland. The Company anticipates that, as additional capital is raised and strategic relationships are established, future investors or strategic partners may seek representation on the Board; however, no such arrangements are currently in place.

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### **Advisory Board**

The Company intends to engage advisors to assist with specific aspects of its business, including project management, permitting, licensing, infrastructure development, distribution, and potential franchising activities. While no advisory agreements have been executed as of the date of this Memorandum, the Company has identified prospective advisors and expects that any such arrangements would be compensated through a combination of cash and equity, subject to negotiation and approval.

Any advisory compensation is reflected within the Company's projected use of proceeds and capitalization planning under consulting and professional services categories.

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## **Business Overview and Strategic Context**

Blue Green Energy, Inc. is focused on developing infrastructure to support the adoption of alternative transportation fuels, including hydrogen. Regulatory initiatives, emissions targets, and manufacturer investment in zero-emission vehicle technologies suggest a continued transition toward alternative fuels over an extended time horizon. The Company believes hydrogen fuel cell technology may play a role in certain transportation segments, particularly in commercial and heavy-duty applications where battery electric solutions face technical and operational challenges.

Battery electric vehicles rely on electrical grid capacity and face limitations related to charging time, battery weight, and lifecycle considerations, particularly for Class 8 trucking applications. Hydrogen fuel cell vehicles offer an alternative approach for certain use cases; however, adoption is currently constrained by limited fueling infrastructure.

The Company's strategy is focused on addressing this infrastructure constraint through the development of hydrogen production and fueling assets along key transportation corridors. Initial development efforts are intended to support hydrogen vehicle adoption in markets where hydrogen vehicles are already in operation and where fleet and commercial demand may develop.

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## **Planned Facilities and Operations**

Blue Green Energy intends to develop hydrogen production facilities powered by renewable energy, including a planned solar installation designed to support electrolysis-based hydrogen production. The Company's initial site selection efforts are focused on locations between Southern California and Las Vegas, Nevada, subject to permitting, land acquisition, and financing.

The Company plans to integrate hydrogen fueling, rapid DC charging, and travel-center-style amenities into its facilities to support commercial fleets and travelers. Facility design and services will be tailored to operational requirements and market demand, and offerings may vary by location.

Projected hydrogen production capacity, facility costs, and revenue estimates are subject to significant uncertainty and depend on a number of factors, including construction costs, operating efficiency, market demand, energy pricing, and regulatory approvals. No assurance can be given that anticipated production levels or revenues will be achieved.

## Offering Summary

To fund its near-term development activities, the Company is offering up to 3,000,000 shares of common stock at \$2.50 per share, with a minimum investment of \$50,000, for gross proceeds of up to \$7,500,000, inclusive of concurrent offerings. This offering is being conducted pursuant to Rule 506(c) of Regulation D and is available to accredited investors only. All shares are offered on a best-efforts basis, and the Company reserves the right to reject any subscription in whole or in part.

The Company also anticipates conducting a concurrent crowdfunding offering, subject to regulatory qualification. Proceeds from these offerings are expected to be used primarily for property acquisition, permitting, early infrastructure deployment, and related development activities, as more fully described in the “Use of Proceeds” section.

The Company anticipates additional future financing rounds at higher valuation levels; however, the timing, size, pricing, and availability of such rounds are subject to market conditions and Company performance. There can be no assurance that additional capital will be raised on favorable terms, or at all.

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### Forward-Looking Considerations

Statements regarding future operations, infrastructure development, hydrogen adoption, capital raises, and potential market opportunities are forward-looking in nature and involve significant risks and uncertainties. Actual results may differ materially from those described herein.

### FINANCING PLAN

The Company anticipates funding its development and operations through a combination of staged equity financings and, where available, supplemental non-dilutive capital sources. The completion, timing, size, and pricing of any future financing transactions are subject to market conditions, regulatory requirements, Company performance, and investor demand. There can be no assurance that any future financing will be completed on the terms described herein, or at all.

This Private Placement Memorandum relates to the Company’s current offering conducted pursuant to Rule 506(c) of Regulation D, which is available exclusively to accredited investors. Subsequent financings, if undertaken, may be conducted pursuant to different exemptions or registration pathways, including Regulation A or other available structures, subject to applicable securities laws and regulatory qualification.

Proceeds from the current offering are intended to position the Company for continued development activities, including property acquisition, permitting, early-stage infrastructure deployment, and preparation for potential future capital raises and grant applications.

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## Anticipated Equity Financing Stages

The Company currently anticipates the following staged financing approach; however, management reserves the right to modify, delay, accelerate, or restructure any financing based on operational progress, capital availability, or strategic considerations.

Phase	Anticipated Gross Proceeds	Indicative Price per Share	Primary Intended Use of Proceeds
<b>Phase I (Completed)</b>	\$1,250,000	\$1.00	Organizational expenses, working capital, professional services, regulatory filings
<b>Phase II (Current)</b>	Up to \$7,500,000	\$2.50	Property acquisition, permitting, design, early buildout, temporary/mobile infrastructure
<b>Phase III (Planned)</b>	Up to \$30,000,000	\$5.00	Renewable energy installation, site preparation, construction readiness
<b>Phase IV (Planned)</b>	Up to \$75,000,000	\$7.50	Facility completion, commissioning, operational launch

Any reference to anticipated pricing, valuation levels, or financing stages is provided solely for planning and illustrative purposes and does not constitute an offer, commitment, or assurance that such financings will occur.

## Projected Capital Uses (Aggregate Estimates)

The Company has prepared preliminary estimates for major capital expenditures associated with its planned facilities. These estimates are subject to change based on site selection, construction costs, engineering requirements, regulatory approvals, and market conditions.

Category	Estimated Cost
Property Acquisition	\$5,000,000
Permitting and Entitlements	\$500,000
Architectural and Engineering	\$750,000
Renewable Energy Installation (Solar)	\$30,000,000
Electrolysis Equipment	\$20,000,000
Hydrogen Facility and Travel Center Buildout	\$7,500,000
EV Charging Equipment, Hydrogen Pumps, Storage	\$10,000,000
Furniture, Fixtures, and Interior Improvements	\$4,000,000
Site and Property Improvements	\$2,500,000

These figures represent management estimates only and may differ materially from actual costs incurred.

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### **Supplemental, Strategic, and Non-Dilutive Capital**

In addition to equity financings, the Company intends to pursue supplemental funding sources where available. These may include state and federal grant programs, incentives, or other non-dilutive funding opportunities related to renewable energy, hydrogen production, and transportation infrastructure.

The Company expects to evaluate grant and incentive programs administered by various governmental entities, including programs within the State of California that support clean energy and emissions-reduction initiatives. While the Company believes such programs may be available to qualifying projects, no applications have been approved, and there can be no assurance that the Company will receive any grant funding or incentives.

The Company is a Nevada corporation and intends to continue maintaining operations and facilities in Nevada. In addition, the Company owns a California subsidiary, which may be used to pursue development activities, permitting, and participation in California-based clean energy programs, subject to eligibility requirements and regulatory approval.

The Company may also evaluate strategic investments or commercial arrangements with industry participants, including vehicle and equipment manufacturers; however, no commitments, agreements, or assurances currently exist with respect to any such investments or partnerships.

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### **Capital Sufficiency and Flexibility**

Although the Company has outlined multiple anticipated financing phases, management may adjust the sequencing, scale, or scope of development activities based on capital availability, operating results, grant funding outcomes, and strategic considerations. Certain phases may be delayed, scaled back, or restructured if sufficient financing is not obtained.

The Company does not assume that all projected capital requirements will be satisfied through equity financings alone and intends to remain flexible in evaluating alternative funding structures as development progresses.

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## USE OF PROCEEDS

### Use of Proceeds and Illustrative Modeling

The allocation of proceeds described in this section reflects the Company's current intentions and expectations. Certain assumptions regarding capital deployment, facility construction, and expansion phases are further illustrated in Appendix A through Appendix D. Such information is provided for informational purposes only and does not constitute a commitment to deploy proceeds in any specific manner or timeframe.

The Company estimates that gross proceeds of up to \$7,500,000 from this Offering will be used primarily to support property acquisition, permitting, early-stage development activities, and general corporate purposes. The allocation set forth below represents management's current estimates and may be adjusted by the Board of Directors in response to operational requirements, market conditions, or other factors deemed to be in the best interests of the Company.

If the Company raises less than the maximum offering amount, proceeds will be allocated in approximately the same proportions described below, with priority given to property acquisition, permitting, and working capital.

### Estimated Allocation of Proceeds (Current Offering)

Category	Estimated Amount	Percentage
Property Acquisition	\$5,000,000	66.7%
Permitting and Entitlements	\$500,000	6.7%
Marketing and Investor Outreach	\$750,000	10.0%
Legal Expenses	\$75,000	1.0%
Accounting and Auditing	\$75,000	1.0%
Brokerage Fees	\$225,000	3.0%
Transaction and Processing Fees	\$100,000	1.3%
Facilities and Office Costs	\$132,000	1.8%
Consulting and Professional Services	\$250,000	3.3%
Working Capital	\$393,000	5.2%
<b>Total</b>	<b>\$7,500,000</b>	<b>100.0%</b>

The legal and accounting expenses reflected above include costs associated with regulatory compliance, financial reporting, and preparation for concurrent or future offerings. Certain audit and broker-dealer engagement fees have been incurred prior to the date of this Memorandum and are reflected accordingly.

Transaction fees include estimated payment processing, wire, and ACH fees. Marketing and outreach expenditures are intended to support permitted advertising activities related to future crowdfunding offerings, subject to regulatory compliance.

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### **Future Capital Deployment (Illustrative Only)**

The Company anticipates that additional capital may be required to complete construction and commissioning of its planned facilities. While no assurance can be given that future financing will be completed, management has developed preliminary estimates for potential capital deployment in later phases for planning purposes only.

#### **Illustrative Allocation – Phase III (Planned)**

*(Up to \$30,000,000, subject to financing)*

Primary uses may include renewable energy installations, site preparation, architectural and engineering services, professional fees, and working capital necessary to advance construction readiness.

#### **Illustrative Allocation – Phase IV (Planned)**

*(Up to \$75,000,000, subject to financing)*

Primary uses may include completion of renewable energy assets, hydrogen production equipment, facility construction, mobile fueling units, furnishings and fixtures, and additional working capital.

These estimates are preliminary and subject to material change based on final site selection, construction costs, regulatory requirements, and financing outcomes.

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### **Financial Outlook and Forward-Looking Information**

Management has prepared internal operating models to evaluate the potential scale of future operations; however, the Company does not rely on detailed financial projections in this Memorandum due to the inherent uncertainty associated with early-stage infrastructure development.

Any references to potential production capacity, revenue levels, tax credits, or future valuation metrics are forward-looking in nature, are based on assumptions that may not be realized, and should not be interpreted as guarantees or predictions of actual performance. The Company has not completed facilities, commenced commercial operations, or generated operating revenues as of the date of this Memorandum.

Accordingly, the Company does not provide forecasts of net income, profitability, rates of return, enterprise value, or investor outcomes in this Memorandum. Prospective investors should evaluate this Offering based on the Company's business plan, management experience, and the substantial risks described in the "Risk Factors" section.

## **No Assurance of Returns or Liquidity**

This Offering involves a speculative investment in an early-stage company. There can be no assurance that the Company will achieve its development objectives, obtain additional financing, generate revenues, or provide liquidity to investors. Any discussion of potential future growth or industry trends should not be construed as indicative of the Company's future performance.

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## **Summary**

The Company believes that the United States and other global markets are transitioning toward a broader mix of alternative fuel sources, including hydrogen, as part of longer-term efforts to reduce emissions. While petroleum-based fuels are expected to remain in use for an extended period, vehicle manufacturers are already commercializing hydrogen-powered passenger and commercial vehicles, and governments are evaluating infrastructure investments intended to support their adoption. The timing, scope, and pace of this transition remain uncertain and are subject to regulatory, technological, economic, and market-driven factors.

Battery electric vehicles and hydrogen fuel cell vehicles represent different approaches to vehicle electrification. Battery electric vehicles rely on grid-based charging infrastructure and large battery systems, while hydrogen fuel cell vehicles require dedicated hydrogen production and fueling infrastructure. For certain applications, including heavy-duty and long-haul trucking, hydrogen fuel cell vehicles are being evaluated by manufacturers and fleet operators as a potential alternative due to refueling times, vehicle range, and payload considerations. However, the commercial adoption of hydrogen vehicles is currently constrained by the limited availability of hydrogen fueling infrastructure.

Blue Green Energy, Inc. intends to address this constraint by developing hydrogen production and fueling facilities designed to support commercial transportation corridors. The Company's current development focus is a proposed facility located between Los Angeles, California and Las Vegas, Nevada. The contemplated facility is expected to integrate renewable power generation, hydrogen production via electrolysis, on-site hydrogen dispensing, and related services. The scope, capacity, cost, and operational performance of any such facility are subject to financing availability, permitting, regulatory approvals, construction timelines, equipment availability, and other risks described elsewhere in this Memorandum.

The Company has identified multiple potential locations for initial development and anticipates designing its facilities to accommodate both hydrogen fueling and electric vehicle charging, together with traveler amenities commonly found at highway travel centers. There can be no assurance that any specific location will be acquired, permitted,

constructed, or operated as currently contemplated, or that such facilities will achieve anticipated utilization levels or financial performance.

To fund early-stage development activities, including property acquisition and permitting, the Company is offering shares of its Series A Common Stock pursuant to Rule 506(c) of Regulation D under the Securities Act of 1933, as amended, to accredited investors only, on a best-efforts basis. The Company may pursue additional capital raises in the future, including offerings conducted under different regulatory exemptions or registration pathways. The timing, terms, and success of any future financings cannot be assured and may result in dilution to existing investors.

An investment in the Company involves a high degree of risk and is suitable only for investors who can bear the economic risk of a total loss of their investment. Prospective investors should carefully review this Memorandum in its entirety, including the sections entitled **“Risk Factors,” “Use of Proceeds,”** and **“Investment Offering,”** and should consult with their own legal, tax, and financial advisors before making an investment decision.

## **INVESTOR ELIGIBILITY**

Only investors who are “accredited investors”, as defined in Rule 501(a) under the Securities Act, are permitted to purchase Shares in this Offering. Pursuant to Rule 501(a), “accredited investors” include persons who meet any of the following criteria:

- a) An executive officer or manager of the Company.
- b) An investor who is a natural person who had individual income in excess of \$200,000 in each of the two most recent years (exclusive of any income attributable to a spouse), or who had joint income with the investor’s spouse in excess of \$300,000 in each of those years, and who reasonably expects to reach the same income level in the current year.
- c) An investor who is a natural person whose net worth at the time of purchase of the Shares, or joint net worth with the investor’s spouse, excluding the value of a primary residence, exceeds \$1,000,000.
- d) An investor that is a self-directed IRA or other self-directed employee benefit plan within the meaning of ERISA, with investment decisions made solely by persons who are accredited investors.
- e) An investor that is a trust with total assets in excess of \$5,000,000, not formed for the specific purpose of acquiring the Shares, whose purchase is directed by a sophisticated person who has such knowledge and experience in financial and business matters that he/she is capable of evaluating the merits and risks of an investment in the Shares.

- f) An investor that is an exempt organization under Section 501(c)(3) of the Internal Revenue Code, a corporation, business trust or partnership not formed for the specific purpose of acquiring the Shares, in each case with total assets in excess of \$5,000,000.
- g) An investor that is a bank or savings and loan association, a registered broker-dealer, insurance company, registered investment company, private business development company or small business development company.
- h) An employee benefit plan under ERISA if the investment decisions are made by a plan fiduciary which is a bank, savings and loan association, insurance company or registered investment advisor.
- i) An investor that is a partnership, corporation or other entity all of whose equity owners are accredited investors.
- j) An investor who otherwise qualifies as an accredited investor under Rule 501 of Regulation D.

Prior to the Company's acceptance of an investor's subscription, the investor must execute and deliver to the Company a subscription agreement in the form attached hereto as Exhibit A, with such modifications thereto as may be required by the Company in its sole discretion and provide to the Company any supporting documentation required thereby. Among other things, the subscription agreement will require the investor to represent that it is an "accredited investor" as defined in Rule 501(a) under the Securities Act. The investor will need third party verification of accredited investor status.

### How to Subscribe

Prospective investors who wish to subscribe for Shares must complete the following steps:

#### **1. Review Offering Materials**

Carefully review this Private Placement Memorandum, including all exhibits and annexes hereto, before making any investment decision.

#### **2. Complete Subscription Documents**

Complete, execute, and deliver the following documents:

**Series A Common Stock Purchase Agreement**, attached hereto as Exhibit A, with such modifications as may be required or accepted by the Company in its sole discretion; and **Investor Suitability Questionnaire**, attached hereto as Exhibit B, together with any additional information or documentation reasonably requested by the Company.

**Note:** If the investor is an entity, the Series A Common Stock Purchase Agreement must be executed by an individual duly authorized to bind the investor.

#### **3. Submit Subscription Materials**

Completed subscription documents should be delivered to the Company by mail or electronically as follows:

**Blue Green Energy, Inc.**

Attn: Scott Amaral  
4478 Wagon Trail Avenue  
Las Vegas, Nevada 89118  
Email: [Amaral@BGenergyinc.com](mailto:Amaral@BGenergyinc.com)

**4. Acceptance of Subscription**

Subscriptions are offered on a best-efforts basis. No subscription will be deemed accepted, and no investor shall have any rights as a shareholder, unless and until the Series A Common Stock Purchase Agreement has been countersigned by the Company and returned to the investor.

The Company reserves the right, in its sole discretion, to accept or reject any subscription, in whole or in part, for any reason or no reason, without liability to the prospective investor. If a subscription is rejected or accepted for a lesser number of Shares than requested, the Company will notify the investor and promptly refund any funds received in excess of the accepted amount, without interest.

**5. Funding of Subscription**

Upon acceptance of a subscription, payment for the accepted Shares must be received by the Company within five (5) business days, unless otherwise agreed by the Company in writing.

If an investor does not receive confirmation of receipt of submitted subscription materials within three (3) business days, the investor may contact the Company using the contact information above to confirm receipt.

**6. Payment Instructions**

Subscription payments may be made by check or wire transfer, as follows:

**Checks:**

Payable to: **Blue Green Energy, Inc.**

**Wire Transfer Instructions:**

Beneficiary Bank: JPMorgan Chase Bank, N.A.

Routing Number: 021000021

Account Number: 979491955

Beneficiary Name: Blue Green Energy, Inc.

Beneficiary Address: 4478 Wagon Trail Avenue, Las Vegas, NV 89118

Telephone: (702) 361-3188

**7. Additional Requirements**

The Company may, in its sole discretion, require additional documentation or information from any prospective investor in order to verify eligibility, comply with applicable securities laws, or complete the subscription process.



## APPENDIX A — PRO FORMA FINANCIAL INFORMATION & PHASED DEVELOPMENT STRATEGY

### Purpose of This Appendix

This Appendix is provided solely to assist prospective investors in understanding the Company’s contemplated operational scale, phased development strategy, and illustrative financial characteristics of its business plan. All information contained herein is forward-looking, unaudited, hypothetical, and illustrative only, and is subject in its entirety to the disclosures set forth in the section entitled “Pro Forma Financial Information and Forward-Looking Statements.”

### Five-Phase Development and Growth Strategy

The Company’s business plan contemplates a staged deployment of capital designed to align construction, hydrogen production capacity, and ancillary revenue streams with anticipated demand growth and operational execution.

- Phase 1 — Pilot Facility (Initial Operations): One pilot facility producing approximately 8,000 kilograms of hydrogen per day, with non-hydrogen revenue streams operating at approximately 50% utilization.
- Phase 2 — Pilot Facility Expansion: Expansion of the pilot facility to approximately 16,000 kilograms of hydrogen per day and ramp of non-hydrogen revenue streams to approximately 100% utilization.
- Phase 3 — Initial Network Expansion: Continued operation of the expanded pilot facility and commissioning of four additional facilities, each initially designed to produce approximately 8,000 kilograms of hydrogen per day.
- Phase 4 — Network Capacity Expansion: Expansion of hydrogen production capacity at additional facilities to approximately 16,000 kilograms per day, with continued ramp of non-hydrogen revenue streams.
- Phase 5 — Stabilized Network Operations: Five total facilities operating at full hydrogen production capacity and full utilization of non-hydrogen revenue streams.

Phase	Facilities Online	Hydrogen Capacity	Non-H <sub>2</sub> Utilization	Total Revenue (\$M)
Phase 1	1 (Pilot)	8,000 kg/day (Pilot)	50% (Pilot)	70.48
Phase 2	1 (Pilot)	16,000 kg/day (Pilot)	100% (Pilot)	138.46
Phase 3	5 (Pilot + 4)	Pilot 16k / New 8k	Pilot 100% / New 50%	420.38
Phase 4	5 (Pilot + 4)	Pilot 16k / New 16k	Pilot 100% / New 50%	642.30
Phase 5	5 (Pilot + 4)	All 16,000 kg/day	100% (All)	692.30

## APPENDIX B — DETAILED FINANCIAL TABLES & CHARTS (ILLUSTRATIVE)

This Appendix contains detailed pro forma tables and charts for illustrative purposes only. The information is forward-looking and subject to the disclosures in the Memorandum.

### Pro Forma Income Statement (Illustrative)

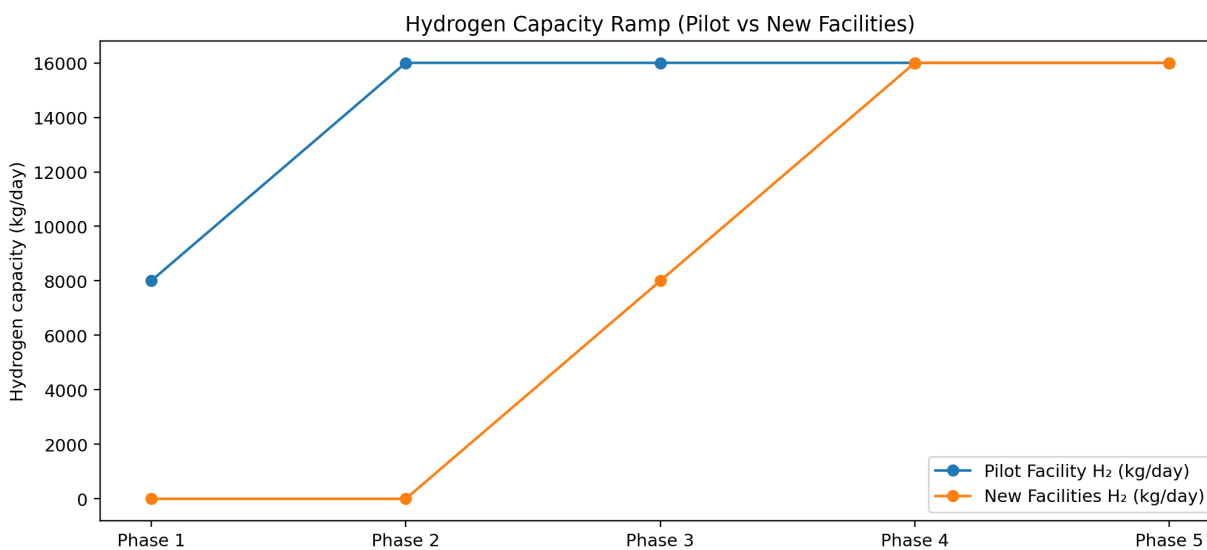
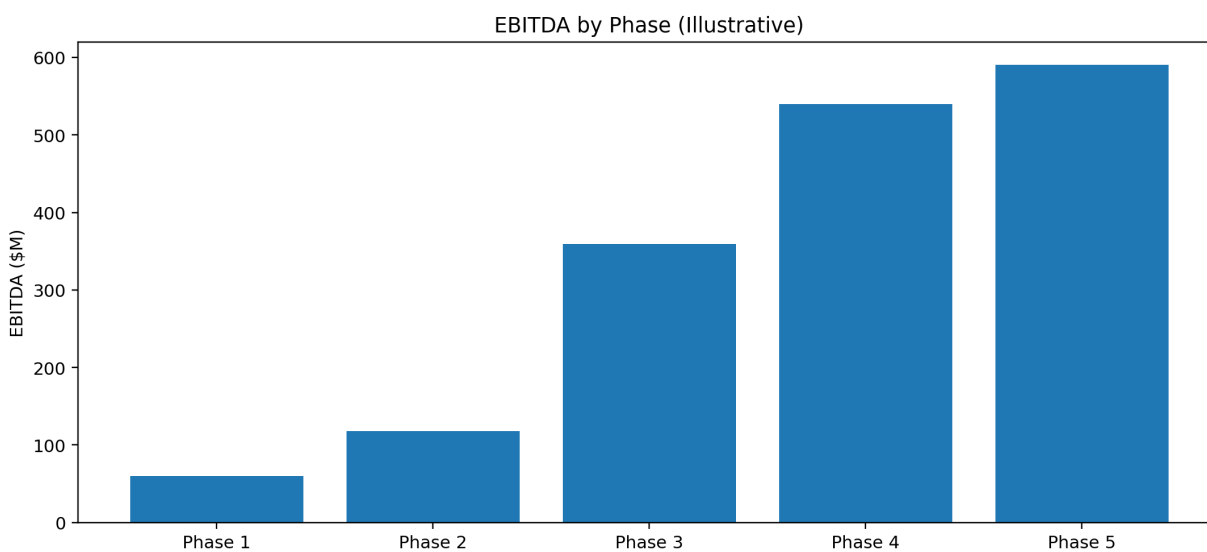
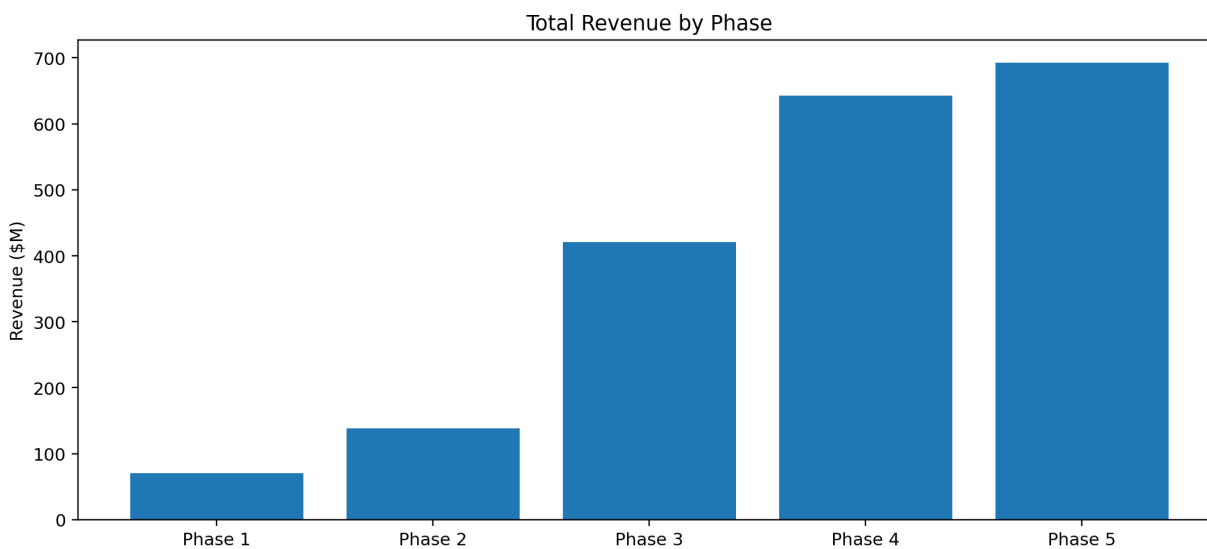
Item	Amount (USD)
Hydrogen revenue	\$467,200,000
Non-hydrogen revenue	\$125,000,000
Total operating revenue	\$592,200,000
Section 45V PTC	\$87,600,000
Solar ITC	\$12,500,000
Total revenue (incl. incentives)	\$692,300,000
Hydrogen production cost (COGS)	(\$102,200,000)
Gross profit	\$590,100,000
Corporate SG&A	(\$35,000,000)
Insurance & compliance	(\$10,000,000)
Public company costs	(\$5,000,000)
Total operating expenses	(\$50,000,000)
EBITDA	\$540,100,000
Depreciation (illustrative)	(\$40,000,000)
Operating income (EBIT)	\$500,100,000
Income taxes (illustrative, 21%)	(\$105,021,000)
Net income (illustrative)	\$395,079,000

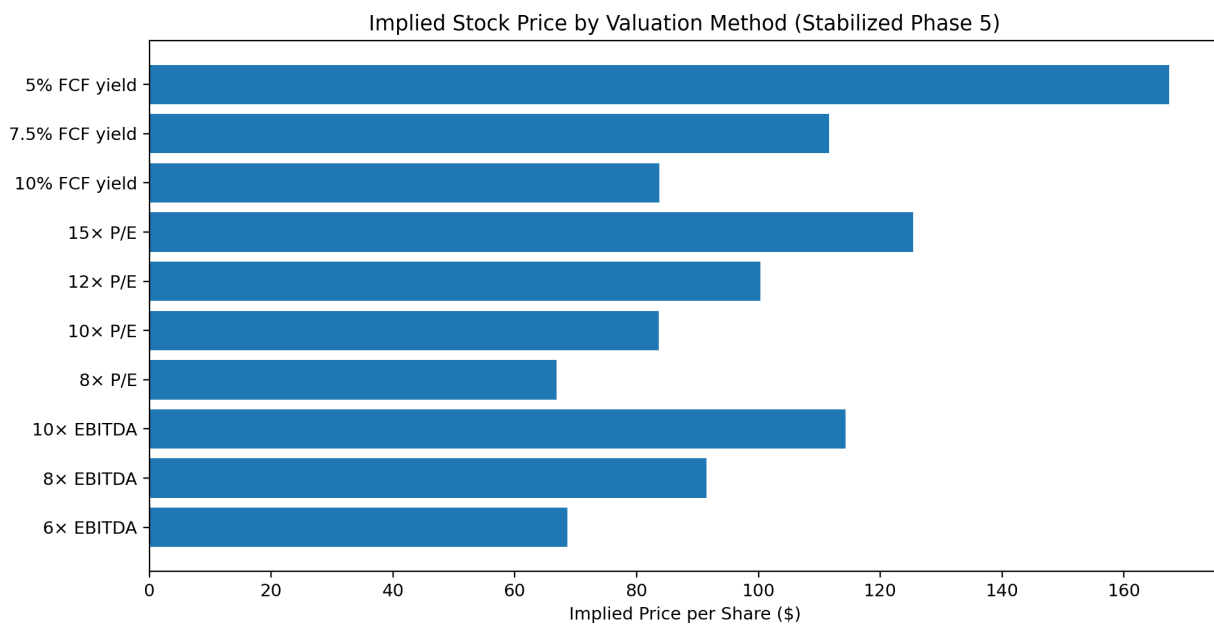
### Pro Forma Cash Flow Statement (Illustrative)

Cash Flow Item	Amount (USD)
Net income (illustrative)	\$395,079,000
Add: Depreciation & amortization	\$40,000,000
Net cash provided by operating activities	\$435,079,000
Capex: Pilot construction	(\$110,000,000)
Capex: Pilot expansion	(\$50,000,000)
Capex: 4 new facilities	(\$440,000,000)
Capex: Expand 4 facilities	(\$200,000,000)
Net cash used in investing activities	(\$800,000,000)
IPO proceeds (20M shares × \$25)	\$500,000,000
Net cash provided by financing activities	\$500,000,000
Net change in cash (cumulative)	\$135,079,000

### Sensitivity Analysis (Illustrative)

Hydrogen Price	Revenue (approx.)	EBITDA (approx.)
\$14/kg	\$622M	~\$520M
\$16/kg (Base)	\$692M	~\$540M
\$18/kg	\$762M	~\$610M
45V Scenario	EBITDA Impact	Resulting EBITDA (approx.)
Full credit (\$3/kg)	Base	\$540M
50% reduction	-\$43.8M	~\$496M
Removed	-\$87.6M	~\$452M





## APPENDIX C — ILLUSTRATIVE VALUATION REFERENCE FRAMEWORK (NON-RELIANCE)

This Appendix is provided solely for informational purposes. It is not a prediction of future valuation, does not represent a target or expected stock price, and should not be relied upon as an indication of investment returns or liquidity outcomes.

Valuation Method	Implied Equity Value	Implied Price / Share
6× EBITDA	\$3.24B	\$68.60
8× EBITDA (Base)	\$4.32B	\$91.40
10× EBITDA	\$5.40B	\$114.30
8× P/E	—	\$66.96
10× P/E	—	\$83.70
12× P/E	—	\$100.44
15× P/E	—	\$125.55
10% FCF yield	\$3.96B	\$83.90
7.5% FCF yield	\$5.27B	\$111.60
5% FCF yield	\$7.91B	\$167.50

## **APPENDIX D — TECHNICAL & OPERATING ASSUMPTIONS (ILLUSTRATIVE)**

- Facility cost to construct: \$110,000,000 per facility (pilot and each additional facility).
- Pilot hydrogen capacity: 8,000 kg/day initially; expanded to 16,000 kg/day via incremental solar and electrolyzer capacity.
- Pilot expansion capex: \$50,000,000 (includes additional solar and electrolyzer capacity).
- Hydrogen production cost: \$3.50/kg; retail price: \$16.00/kg.
- Operating days: 365 per year.
- Non-hydrogen revenue at full utilization: \$25,000,000 per year; Phase 1 assumes 50% utilization (\$12,500,000).
- Section 45V production tax credit assumption: \$3.00 per kg for qualifying zero-emission hydrogen (subject to compliance).
- Solar-related ITC assumption: \$2,500,000 per facility (illustrative).
- IPO scenario (illustrative): 20,000,000 shares at \$25.00 per share raising \$500,000,000.
- Illustrative post-IPO shares outstanding: 47,250,000 (27.25M + 20.00M).

## **APPENDIX E — SUPPLEMENTAL INVESTOR MATERIALS (PROVIDED FOR CONVENIENCE ONLY)**

Materials in this Appendix are provided for convenience only and are not intended to modify or supersede the disclosures in this Memorandum. In the event of any inconsistency between supplemental materials and this Memorandum, the terms of this Memorandum shall control.

- Investor package / financial & valuation summary (distributed separately).
- Charts and graphical exhibits used in investor communications (as reproduced herein where applicable).
- Operational visuals and facility renderings (distributed separately, if any).

## **EXHIBIT A**

### **SERIES A COMMON STOCK PURCHASE AGREEMENT**

This Series A Common Stock Purchase Agreement (this “Agreement”) is entered into as of \_\_\_\_\_, 2026 (the “Effective Date”), by and between Blue Green Energy, Inc., a Nevada corporation (the “Company”), and the undersigned purchaser identified below (the “Purchaser”).

The Company and the Purchaser hereby agree as follows:

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#### **1. PURCHASE AND SALE**

##### **1.1 Agreement to Purchase**

Subject to the terms and conditions of this Agreement, the Company agrees to issue and sell to Purchaser, and Purchaser agrees to purchase from the Company, the number of shares of the Company’s Series A Common Stock, par value \$0.001 per share (the “Shares”), at a purchase price of \$2.50 per Share, for an aggregate purchase price equal to the number of Shares multiplied by the per-share price (the “Purchase Price”).

The Shares are offered pursuant to an offering conducted in reliance on Rule 506(c) of Regulation D under the Securities Act of 1933, as amended (the “Securities Act”).

##### **1.2 Closing; Acceptance**

The closing of the purchase and sale of the Shares (the “Closing”) shall occur on such date as determined by the Company upon acceptance of this Agreement (the “Closing Date”). No subscription shall be deemed accepted, and Purchaser shall have no rights as a shareholder, unless and until this Agreement has been countersigned by the Company.

Upon acceptance, the Company shall issue the Shares to Purchaser by book-entry or certificate, at the Company’s election, against receipt of the Purchase Price by wire transfer, check, or other method acceptable to the Company.

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#### **2. REPRESENTATIONS AND WARRANTIES OF THE COMPANY**

The Company represents and warrants to Purchaser that:

2.1 Organization and Good Standing. The Company is a corporation duly organized, validly existing, and in good standing under the laws of the State of Nevada.

2.2 Authority. The execution and delivery of this Agreement and the issuance of the Shares have been duly authorized by all necessary corporate action.

2.3 Securities Law Compliance. Assuming the accuracy of Purchaser’s representations, the offer and sale of the Shares are exempt from registration under the Securities Act and applicable state securities laws.

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### **3. REPRESENTATIONS AND WARRANTIES OF THE PURCHASER**

Purchaser represents and warrants to the Company as follows:

#### **3.1 Authority**

Purchaser has full legal capacity and authority to execute this Agreement. If Purchaser is an entity, the undersigned has full authority to bind Purchaser.

#### **3.2 Investment Intent**

Purchaser is acquiring the Shares for investment purposes only, for Purchaser's own account, and not with a view to resale or distribution in violation of applicable securities laws.

#### **3.3 Information and Sophistication**

Purchaser has received and carefully reviewed the Company's Private Placement Memorandum (the "Memorandum"), has had the opportunity to ask questions, and has such knowledge and experience in financial and business matters as to evaluate the merits and risks of the investment.

#### **3.4 Risk Acknowledgment**

Purchaser understands that the investment involves a high degree of risk, including the possible loss of the entire investment, and that the Shares are illiquid and may have to be held indefinitely.

#### **3.5 Accredited Investor Status (Rule 506(c))**

Purchaser is an "accredited investor" as defined in Rule 501(a) of Regulation D and has identified in Exhibit B the specific basis upon which such status is claimed.

Purchaser acknowledges that the Offering is conducted pursuant to Rule 506(c) and agrees that the Company may take reasonable steps to verify accredited investor status, including reliance on Purchaser representations, documentation, or third-party verification, as permitted by law.

#### **3.6 Transfer Restrictions**

Purchaser understands that the Shares are restricted securities, have not been registered, and may not be transferred except pursuant to registration or an available exemption.

#### **3.7 Tax Matters**

Purchaser has consulted independent tax advisors and is not relying on the Company for tax advice.

### **3.8 Accuracy; Indemnification**

All information provided by Purchaser is true and complete in all material respects. Purchaser agrees to indemnify the Company against losses arising from any breach of these representations.

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## **4. TRANSFER RESTRICTIONS**

### **4.1 Restrictions**

The Shares may not be sold, transferred, pledged, or otherwise disposed of except in compliance with this Agreement and applicable securities laws.

### **4.2 Legends**

The Shares shall bear restrictive legends reflecting their unregistered status.

### **4.3 Right of First Refusal**

Prior to any transfer, the Company shall have a right of first refusal on the terms offered to a proposed transferee, subject to customary family and estate planning exceptions.

### **4.4 Lock-Up**

If requested in connection with a registered public offering, Purchaser agrees to customary 180-day lock-up restrictions, subject to FINRA rules.

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## **5. MISCELLANEOUS**

5.1 Governing Law. This Agreement shall be governed by the laws of the State of Nevada.

5.2 Entire Agreement. This Agreement constitutes the entire agreement between the parties.

5.3 Assignment. Purchaser may not assign without Company consent.

5.4 Severability. Invalid provisions shall not affect the remainder.

5.5 Electronic Delivery and Execution. Electronic delivery and signatures are permitted.

5.6 Survival. Representations and warranties survive execution.

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## SUBSCRIPTION DETAILS

Dollar Amount Subscribed: \$ \_\_\_\_\_

Number of Shares: \_\_\_\_\_

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## REGISTRATION / VESTING INFORMATION

Subscriber Name(s): \_\_\_\_\_

SS or Tax ID: \_\_\_\_\_

Residence Address: \_\_\_\_\_

City / State / Zip: \_\_\_\_\_

Mailing Address (if different): \_\_\_\_\_

City / State / Zip: \_\_\_\_\_

Email Address: \_\_\_\_\_

Telephone: \_\_\_\_\_

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## MANNER IN WHICH TITLE IS TO BE HELD

(Please initial all that apply)

### Initial Title Holding

- ☐ Individual
- ☐ Husband & Wife – Community Property
- ☐ Joint Tenancy with Right of Survivorship\*
- ☐ Tenants in Common\*
- ☐ Trust\* (Documents attached)
- ☐ Partnership\* (Documents attached)
- ☐ Corporation / Fund\*\* (Documents attached)
- ☐ IRA
- ☐ Other (describe): \_\_\_\_\_

\* Initials of all parties required

\*\* In the case of a fund, list all partners or members

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## **PURCHASER SIGNATURE**

BY SIGNING THIS AGREEMENT, PURCHASER AGREES TO PURCHASE THE SHARES DESCRIBED HEREIN, SUBJECT TO ACCEPTANCE BY THE COMPANY.

I declare under penalty of perjury that the foregoing information is true and correct.

**Signature:** \_\_\_\_\_

**Name:** \_\_\_\_\_

**Title (if entity):** \_\_\_\_\_

**Date:** \_\_\_\_\_

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## **COMPANY ACCEPTANCE**

Subscription Accepted:

**BLUE GREEN ENERGY, INC.**

4478 Wagon Trail Avenue

Las Vegas, Nevada 89118

By: **Robert S. Amaral**

Title: Chief Executive Officer

Date: \_\_\_\_\_

## EXHIBIT B

### INVESTOR SUITABILITY & ACCREDITED INVESTOR QUESTIONNAIRE

This Questionnaire is submitted in connection with the purchase of Series A Common Stock of Blue Green Energy, Inc.

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#### 1. Investor Information

**Name:** \_\_\_\_\_

**Entity Type (if applicable):** \_\_\_\_\_

**Address:** \_\_\_\_\_

**Email:** \_\_\_\_\_

**Telephone:** \_\_\_\_\_

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#### 2. Accredited Investor Status

(Check **all** that apply)

- ☐ I am a natural person with individual income exceeding \$200,000 in each of the two most recent years, or joint income exceeding \$300,000, with a reasonable expectation of reaching the same level this year.
- ☐ I am a natural person with individual or joint net worth exceeding \$1,000,000, excluding my primary residence.
- ☐ I am an executive officer or director of the Company.
- ☐ I am an entity with total assets exceeding \$5,000,000, not formed for the purpose of acquiring the Shares.
- ☐ I am an entity in which all equity owners are accredited investors.
- ☐ I am a trust with assets exceeding \$5,000,000, directed by a sophisticated person.
- ☐ Other (specify): \_\_\_\_\_

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#### 3. Investment Experience

- ☐ I have prior experience investing in private placements.
- ☐ I understand the risks associated with illiquid securities.
- ☐ I am capable of bearing the economic risk of a total loss.

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#### 4. Verification Acknowledgment (Rule 506(c))

I understand that this Offering is conducted pursuant to **Rule 506(c)** and that the Company is required to take reasonable steps to verify accredited investor status. I agree to provide additional information or documentation if reasonably requested.

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#### 5. Representations

I certify that:

- The information provided herein is **true and complete**;
  - I am purchasing for **investment purposes only**;
  - I have reviewed the Private Placement Memorandum in full;
  - I am not relying on the Company for legal, tax, or investment advice.
- 

**Signature:** \_\_\_\_\_

**Name (Print):** \_\_\_\_\_

**Date:** \_\_\_\_\_