PRIVATE PLACEMENT MEMORANDUM

Blue Green Energy, Inc.

A Nevada Corporation

Blue Green Energy, Inc.
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Date of Memorandum: October 2026

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.

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) October 15, 2027,
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, in the section entitled "Risk Factors."

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[1]	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

[1] Estimated offering expenses are included within the Use of Proceeds allocations and are expected to be paid primarily from Corporate Operations / Overhead and Working Capital / Contingency.

Date of Memorandum: October 2026

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 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.

Company	Blue Green Energy, Inc. (the "Company"), a Nevada corporation
Company's Business	The Company is developing integrated alternative-energy infrastructure intended to support the transition of heavy-duty and passenger transportation to hydrogen fuel cell and battery electric vehicles. The Company's initial project is a planned hydrogen production and fueling facility in California's Mojave region along the I-15 transportation corridor. The facility is expected to combine on-site green hydrogen production, hydrogen fueling for commercial trucks and passenger vehicles, DC fast charging, renewable power generation, and travel-center operations at a single location. The Mojave facility is intended to serve as the first location in a broader network of facilities planned along major interstate freight corridors. The scope, timing, and development of the Mojave facility and subsequent locations are dependent upon financing, site control, permitting, regulatory approvals, construction, customer demand, and other factors described in this Memorandum.
Securities Offered	1,000,000 shares of Series A Common Stock of the Company (the "Shares")
Offering Price	$2.50 per Share (aggregate gross proceeds of up to $2,500,000, before offering expenses)
Minimum Investment	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
Eligible Investors	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")
Manner of Offering	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.
Offering Exemption	The Offering is being conducted pursuant to Rule 506(c) of Regulation D under the Securities Act and applicable state securities law exemptions
Subscription Agreement	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
Use of Proceeds	The net proceeds of the Offering are expected to be used primarily to establish contractual site control for the planned Mojave facility, advance environmental and CEQA review, preliminary engineering and site planning, architectural and technical work, zoning, entitlement and permitting activities, professional fees, working capital, and other development-stage expenses, as more fully described in the section entitled "Use of Proceeds."
Risk Factors	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.
Transfer Restrictions	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.

Risks Relating to the Offering

Reliance on Pro Forma and Illustrative Financial Information

The Company has included pro forma financial information, illustrative scenarios, sensitivity analyses, and valuation reference information in the Appendices to this Memorandum. Such information is based on assumptions regarding future events, including hydrogen production, hydrogen pricing, production costs, facility utilization, non-hydrogen revenue, government incentives, financing costs, operating expenses, and development of the Company's planned five-facility network.

The Company has limited operating history and has not achieved the production, revenue, profitability, or operating scale reflected in the pro forma information. Changes in one or more assumptions could materially affect the financial results presented.

The pro forma information is not a forecast or guarantee of future performance, profitability, valuation, liquidity, or investment return. Actual results may differ materially.

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 associated with a registered public offering, 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.

Dilution of Ownership Interests

Investors purchasing Shares in this Offering will experience dilution as additional Shares are issued. The Company's current financing strategy contemplates additional corporate equity financing and project-level investments that may include rights to convert into BGE common stock.

If the contemplated financing stages are completed and the associated conversion rights are exercised, the number of outstanding shares of BGE common stock could increase substantially. Existing stockholders, including investors purchasing Shares in this Offering, would experience dilution of their percentage ownership.

Future equity financings, convertible securities, equity compensation, acquisitions, strategic transactions, or other issuances of securities may result in additional dilution. Such securities may also be issued at prices or on terms different from those applicable to this Offering.

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 applicable 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, acquisition, recapitalization, or sale of assets, is uncertain and not guaranteed. References in this Memorandum to potential future public financing or illustrative public-market valuations should not be interpreted as an assurance that the Company will complete an initial public offering or achieve any particular valuation.

No Assurance of Profitability, Dividends, or Return on Investment

The Company has not declared or paid 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 dividends, liquidity, appreciation, or investment return.

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 revenue from its planned hydrogen production, fueling, or travel-center operations and has limited historical financial information upon which investors may evaluate its performance or prospects.

The Company's financial projections and business plan therefore depend substantially upon management assumptions rather than historical operating results.

Substantial Additional Capital Will Be Required

The proceeds of this Offering are not sufficient to finance construction of the Mojave Project.

Management currently estimates the base capital requirement for the Mojave Project at approximately $143 million, plus approximately $14.3 million of project contingency. The current $2.5 million Offering is intended primarily to establish site control and advance environmental review, technical studies, engineering, site planning, architectural work, zoning, entitlement, permitting, and related development activities.

The Company expects to require substantial additional capital before construction and commercial operations can begin.

Management currently anticipates financing the Mojave Project through a combination of additional BGE corporate equity, project-level equity, and project-level debt. There can be no assurance that any future financing will be completed in the amount, on the terms, or within the timeframe currently contemplated.

Failure to obtain sufficient additional financing could delay, reduce the scope of, or prevent completion of the Mojave Project.

Future Financing Stages May Not Occur as Contemplated

The Company's current financing plan contemplates separate stages of capital formation for corporate development, land acquisition, solar and electrical infrastructure, and hydrogen infrastructure and construction.
The amounts, timing, valuation, debt-to-equity ratios, conversion prices, and other terms described in this Memorandum represent management's current financing model. Future market conditions, project development, lender requirements, investor demand, construction costs, or other circumstances may require the Company to modify that structure.

There can be no assurance that financing will be available through the entities or structures currently contemplated or that future capital will be raised at the valuations or conversion prices reflected in the Company's current model.

Project Debt and Leverage Risk

Management currently anticipates financing a substantial portion of the Mojave Project through project-level debt. The current base-case financing model assumes approximately $66.5 million of project debt for the Mojave Project, exclusive of potential additional financing required for project contingency.

Debt financing will require payment of principal and interest and may impose financial covenants, collateral requirements, operating restrictions, reserve requirements, guarantees, or other obligations upon the applicable project entities.

The Company's current financial model assumes an illustrative blended interest rate of approximately 8%. Actual borrowing costs may be higher, and financing may not be available in the amounts or on the terms assumed.

Higher interest rates, restrictive financing terms, inability to obtain project debt, or inability to service project debt from operating cash flow could materially adversely affect the Company and the applicable project entities.

Site Control and Property Acquisition Risk

The Company does not currently own the property contemplated for development of the Mojave Project. A portion of the proceeds from this Offering is intended to obtain contractual site control, including payment of a contemplated non-refundable property purchase option.

There can be no assurance that the Company will ultimately acquire the property, that all conditions necessary to develop the property will be satisfied, or that the property can be developed on the schedule or at the cost currently contemplated.

If the Company is unable to complete the acquisition or development of the contemplated site, amounts spent on the property option, environmental review, engineering, permitting, and other development activities may not be recoverable. The Company may also be required to identify and develop an alternative site, resulting in additional expense and delay.

Environmental Review, Entitlement, and Permitting Risk

Development of the Mojave Project will require environmental review, engineering, zoning and entitlement work, permitting, utility coordination, and approvals from multiple governmental and regulatory authorities.

Environmental review, including review under the California Environmental Quality Act ("CEQA") where applicable, may identify conditions requiring additional studies, mitigation measures, project modifications, or additional expenditures.

Government agencies or other parties may challenge, delay, condition, or deny required approvals. Any such event could materially increase development costs, delay construction, require modifications to the project, or prevent development of the Mojave Project as currently planned.

Construction Cost and Project Budget Risk

Management currently estimates the base capital requirement for the Mojave Project at approximately $143 million, with approximately $14.3 million of additional project contingency.

These estimates are based upon current planning assumptions and preliminary project information and have not been established through final engineering, executed construction contracts, or completion of equipment procurement.

Actual costs for equipment, labor, construction, materials, utility interconnection, site development, solar generation, hydrogen infrastructure, and other project components may exceed current estimates.

If actual project costs exceed available capital and contingency, the Company may require additional debt or equity financing or may be required to modify, delay, reduce the scope of, or discontinue portions of the project.

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 management, technical, financial, construction, regulatory, and operating 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.

Execution and Growth Risks

The Company's business plan requires successful development, financing, construction, commissioning, and operation of the Mojave Project before expansion of the model to additional facilities.

Development of an initial project of this size requires coordination among landowners, engineers, equipment suppliers, utilities, contractors, lenders, investors, regulators, commercial customers, and other parties.

The Company may encounter delays, cost overruns, technical issues, financing difficulties, regulatory obstacles, or other problems during development or construction.
Failure to successfully develop and operate the Mojave Project would materially impair the Company's ability to execute its planned five-facility network and broader expansion strategy.

Expansion Beyond Mojave Is Dependent Upon Successful Execution of the Initial Project

The Company's pro forma financial model contemplates an initial network of five facilities. The four additional facilities have not been developed or financed, and the Company has not represented that they will be constructed within any particular period.

Expansion will depend upon successful execution of the Mojave Project, access to additional capital, identification and control of suitable sites, customer demand, availability of renewable electricity, permitting, financing, and other factors.

Failure of the Mojave Project to achieve anticipated operating or financial results could materially reduce the Company's ability to finance or justify development of additional facilities.

Management Discretion Over Use of Proceeds

Management will have broad discretion in applying the net proceeds of this Offering within the categories and objectives described in this Memorandum.

Development-stage projects frequently require reallocation of expenditures as environmental, engineering, permitting, property, or other issues are identified. Actual expenditures may therefore differ from the estimates presented in the Use of Proceeds.

The failure of management to allocate proceeds effectively could have a material adverse effect on the Company's business and prospects.

Control by Officers and Directors

Following completion of this Offering, the Company's officers, directors, founders, and affiliates will continue to control a majority of the voting power of the Company's outstanding capital stock.

The Company has also issued Series B super-voting shares carrying voting rights different from those of the Series A Common Shares offered hereby.

As a result, existing controlling stockholders will have the ability to control or significantly influence matters requiring stockholder approval, including the election of directors, approval of mergers or asset sales, financing decisions, and other significant corporate actions.

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

Risks Relating to Hydrogen Production and Operations

Hydrogen Infrastructure Is Subject to Evolving Regulatory Frameworks

The production, storage, transportation, and dispensing of hydrogen are subject to federal, state, and local laws and regulations, including environmental, safety, zoning, fire code, building code, and permitting requirements.

Regulatory frameworks applicable to hydrogen infrastructure continue to evolve and may change over time.

Changes in regulatory interpretation, permitting standards, safety requirements, environmental laws, or enforcement practices could increase compliance costs, delay development, restrict operations, or require modifications to the Company's facilities or business plan.

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

Hydrogen production and fueling facilities involve flammable gases, compression equipment, and high-pressure storage and dispensing systems and are therefore subject to significant safety and fire-code requirements.

Permitting authorities may impose additional design, construction, monitoring, setback, operating, or safety requirements beyond those currently anticipated by the Company.

Compliance with such requirements may increase capital expenditures, delay construction, limit usable portions of a site, or require modifications to facility design or operations.

Hydrogen Technology May Not Perform as Expected at Commercial Scale

Hydrogen production, electrolysis, storage, compression, and fuel-cell technologies have been commercially demonstrated, but the Company's planned operations depend upon integrating these technologies at the production and utilization levels contemplated by its business model.

Equipment failures, lower-than-anticipated efficiency, integration challenges, premature equipment degradation, or other technical problems could result in increased operating costs, reduced production capacity, safety incidents, or extended downtime.

The Company may also be required to repair, upgrade, or replace equipment sooner than anticipated.

Dependence on Third-Party Technology Providers, Contractors, and Equipment Suppliers

The Company expects to rely upon third-party manufacturers, contractors, engineers, and suppliers for electrolyzers, hydrogen storage equipment, compression systems, fueling infrastructure, solar equipment, electrical infrastructure, construction, and other components.

The Company does not control the manufacturing capacity, financial condition, performance, delivery schedules, or long-term availability of these third parties.

Delays, cost increases, supply-chain disruptions, contractor performance issues, warranty limitations, or equipment failures could materially adversely affect the Company's development schedule, project cost, and operations.

Hydrogen Production Costs May Differ From Expectations

The Company's current financial model assumes hydrogen production cost of approximately $5.48 per kilogram.

Actual hydrogen production costs will depend upon electricity pricing, electrolyzer efficiency, equipment utilization, maintenance expense, water availability and cost, compression, labor, equipment performance, and other operating factors.

If actual production costs materially exceed the Company's assumptions, operating margins and the economic performance of the facilities could be materially reduced.
Electricity Cost and Availability Are Material to Project Economics

Electricity represents a significant component of hydrogen production cost. The Company's current model assumes approximately 63 kWh of electricity consumption per kilogram of hydrogen at an average electricity cost of approximately $0.055 per kWh.

The Company expects electricity to be supplied through a combination of onsite renewable generation and externally sourced renewable electricity.

There can be no assurance that sufficient electricity will be available at the cost, reliability, renewable qualification, or contractual terms assumed in the Company's financial model.

Higher electricity prices, grid constraints, interconnection delays, curtailment, power interruptions, or inability to obtain qualifying renewable electricity could materially increase production costs or limit hydrogen production.

Renewable Generation and Electrical Interconnection Risk

The Mojave Project currently contemplates approximately 30 MW of onsite solar generation together with electrical interconnection and externally sourced renewable electricity.
Solar production varies with weather, season, equipment performance, and other conditions and will not independently provide all electricity required for continuous hydrogen production.

Utility interconnection may also require significant engineering, infrastructure, deposits, studies, upgrades, and approvals. Interconnection costs and timelines may exceed current estimates.

Delays or limitations affecting onsite generation or external power supply could delay commercial operations or reduce production capacity.

Risks Relating to Customers and Market Demand

Off-Take Agreements May Not Be Obtained on Anticipated Terms

The Company intends to pre-sell a substantial portion of hydrogen production through off-take agreements with commercial fleets and other high-volume transportation customers.
The Company has not yet commenced commercial hydrogen production, and there can be no assurance that it will obtain off-take agreements for the quantities, prices, durations, credit quality, or other terms assumed in its business model.
Potential customers may delay fleet deployment, purchase less hydrogen than anticipated, negotiate lower prices, fail to perform under contractual commitments, or choose competing fuels or fueling providers.

Failure to establish sufficient contracted and retail demand could result in lower facility utilization and materially reduce revenue, cash flow, and project returns.

Customer Concentration Risk

Because the Company intends to use commercial off-take agreements to establish a significant portion of initial hydrogen demand, early facility operations may depend upon a relatively limited number of commercial fleet customers.

The loss, reduction, financial distress, or nonperformance of one or more significant customers could therefore have a disproportionate effect on facility utilization, revenue, and cash flow until the Company develops a broader customer base.

Market Adoption of Hydrogen Trucks May Be Slower Than Anticipated

The Company's business model depends in part upon continued deployment of hydrogen-powered commercial vehicles.

Market adoption depends on numerous factors beyond the Company's control, including vehicle availability, vehicle cost, manufacturer support, fleet purchasing decisions, hydrogen pricing, regulatory policy, competing technologies, financing availability, and total cost of ownership.

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

Competition From Alternative Technologies May Limit Hydrogen Demand

Hydrogen competes with other transportation technologies and fuels, including battery-electric vehicles, renewable and conventional fuels, and future technologies.

Improvements in battery range, charging speed, vehicle cost, energy density, charging infrastructure, or other competing technologies could reduce the relative economic or operational advantages of hydrogen for certain transportation applications.

Changes in regulatory policy or customer preference could similarly reduce demand for hydrogen infrastructure.

Hydrogen Pricing May Differ From the Company's Financial Model

The Company's base financial model assumes a hydrogen selling price of approximately $16.00 per kilogram.

Actual market pricing will depend upon hydrogen supply, production cost, competition, customer contracts, transportation economics, government policy, and other market conditions.

The Company may be required to sell hydrogen at prices below its modeled price in order to obtain off-take agreements, respond to competition, or maintain facility utilization. Lower hydrogen pricing would reduce revenue and profitability.

Risks Relating to Government Incentives

The Company's Financial Model Assumes Material Federal and California Hydrogen Incentives

The Company's base-case pro forma financial model assumes combined hydrogen incentives of approximately $5.50 per kilogram, consisting of a $3.00 per kilogram federal Section 45V production tax credit and a $2.50 per kilogram California hydrogen incentive.
At the production levels contemplated in the Company's financial model, these incentives represent a material component of projected facility economics.

The Company's projections assume that its planned production configuration will satisfy the applicable requirements necessary to qualify for the modeled incentive amounts. Actual eligibility will depend upon satisfaction of applicable statutory, regulatory, technical, environmental, recordkeeping, and administrative requirements.

There can be no assurance that the Company will ultimately qualify for the full incentive amounts assumed in its financial model.

Government Incentives May Be Modified, Reduced, Delayed, or Eliminated

Federal and state incentive programs are subject to legislative, regulatory, administrative, budgetary, and political changes.

Applicable laws, regulations, program funding, qualification requirements, calculation methodologies, or administrative interpretations may change before or after the Company begins commercial operations.

Any reduction, delay, expiration, elimination, or limitation of the federal or California incentives reflected in the Company's financial model would reduce projected revenue, EBITDA, cash flow, and net income.
The Company may also be required to modify its production methods, electricity sourcing, equipment, operating procedures, or recordkeeping practices to maintain eligibility, potentially increasing capital or operating costs.

Risks Relating to Financial Projections and Valuation

Projected Revenue and Profitability Depend on Multiple Assumptions

The Company's stabilized five-facility financial model assumes, among other things, approximately 80,000 kilograms of aggregate daily hydrogen production, a hydrogen sales price of approximately $16.00 per kilogram, production cost of approximately $5.48 per kilogram, combined federal and California incentives of approximately $5.50 per kilogram, and approximately $125 million of aggregate stabilized non-hydrogen revenue.

The financial model also contains assumptions concerning operating expenses, debt financing, interest rates, depreciation, taxes, and facility utilization.

Actual results may differ materially from any or all of these assumptions. Because many of the assumptions interact, changes in several assumptions at the same time could have a materially greater effect than changes reflected in any individual sensitivity analysis.
Illustrative Valuations Are Not Predictions of Future Value

The Appendices contain illustrative valuation analyses based upon selected EBITDA multiples, earnings multiples, assumed capitalization, and hypothetical future financing scenarios.

These calculations are mathematical illustrations only. They do not represent an appraisal, fairness opinion, forecast, target valuation, expected public offering price, expected trading price, or assurance of investor return.

Actual valuation, if any, will depend upon the Company's operating performance, financial condition, capital structure, market conditions, comparable-company valuations, investor demand, debt, cash balances, and numerous other factors at the applicable time.
There can be no assurance that the Company will achieve any of the valuations or per-share values illustrated in this Memorandum.

A Future Public Offering Is Uncertain

The Company's financial materials may include illustrative scenarios involving a future public financing. The Company has not completed an initial public offering, and there can be no assurance that it will become eligible or elect to pursue one, that market conditions will permit one, or that an offering could be completed at any particular valuation or share price.
A future public offering would also involve significant legal, accounting, reporting, governance, compliance, underwriting, and other costs and could result in substantial additional dilution.

Investors should not make an investment decision based upon an expectation that the Company will complete an initial public offering or provide liquidity within any particular period.

Other Risks

Environmental and Community Opposition Risk

Hydrogen production, renewable energy, fueling, and travel-center projects may face opposition from local communities, environmental organizations, neighboring property owners, or other stakeholders with respect to land use, water consumption, traffic, safety, visual impacts, environmental effects, or other concerns.

Public opposition could result in permitting delays, additional studies, mitigation requirements, administrative challenges, litigation, increased costs, or reputational harm.
Environmental Liability

Development and operation of the Company's facilities may expose the Company or its project entities to liability under environmental laws relating to hazardous materials, contamination, water use, waste disposal, air emissions, or other environmental matters.
Environmental conditions discovered at a project site could require investigation, remediation, modification of development plans, or additional expenditures.

Insurance May Be Insufficient

The Company expects to maintain insurance coverage appropriate to its stage of development and operations. Certain risks, however, may be unavailable for insurance, subject to substantial deductibles or exclusions, or available only at significant cost.
Hydrogen production and high-pressure fueling operations may also result in insurance costs materially greater than currently anticipated.

A significant uninsured or underinsured loss could materially adversely affect the Company's financial condition.

Cybersecurity and Operational Systems Risk

The Company's planned facilities will rely upon digital control systems, communications networks, payment systems, monitoring equipment, and other information technology.
Cyberattacks, ransomware, system failures, unauthorized access, data breaches, or other disruptions could interrupt operations, compromise information, damage equipment, result in regulatory liability, or cause financial loss.

Litigation Risk

The Company may become subject to legal proceedings, claims, regulatory actions, contractual disputes, construction disputes, employment matters, customer claims, or other litigation arising from development and operation of its business.

Litigation, whether meritorious or not, could result in significant costs, diversion of management attention, delay of project development, or adverse judgments.

Tax Risks

The tax treatment of an investment in the Company is complex and may vary based upon an investor's individual circumstances.

Changes in federal or state tax laws, regulations, administrative guidance, or interpretations could adversely affect the Company or investors.

No representation is made regarding the individual tax consequences of an investment in the Shares. Prospective investors should consult their own tax advisors before investing.

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.

The Company is attempting to develop capital-intensive infrastructure in an evolving industry and must successfully complete site acquisition, environmental review, engineering, permitting, financing, construction, customer contracting, commissioning, and commercial operation before its business plan can be fully realized.

Prospective investors should carefully consider all of the risks described herein and throughout this Memorandum before making an investment decision.

The Company

Mission

Blue Green Energy, Inc. (the "Company" or "BGE") is developing the infrastructure required to support hydrogen as a transportation fuel, with an initial focus on heavy-duty trucking and commercial fleets. The Company plans to develop integrated hydrogen production and fueling facilities along major interstate freight corridors, beginning with its first planned facility in California's Mojave region along Interstate 15 between Southern California and Las Vegas (the "Mojave Project").

BGE's business is based on a straightforward infrastructure problem: hydrogen-powered trucks are commercially available, but the fueling network required to support long-haul operation does not yet exist. Without hydrogen fueling infrastructure along the interstate system, hydrogen trucks remain largely limited to local and regional operations. BGE intends to build that infrastructure.

Business Overview

Transportation is undergoing a broad transition toward lower-emission and zero-emission technologies. Heavy-duty trucking represents one of the more difficult segments of that transition. Class 8 trucks travel long distances, carry heavy loads and depend on rapid refueling and high vehicle utilization. These operating requirements can create limitations for battery-electric vehicles and have made hydrogen fuel-cell technology an important alternative for long-haul commercial transportation.

Hydrogen-powered Class 8 trucks are already being manufactured and operated, including in Southern California. The larger constraint is infrastructure. A long-haul trucking fleet cannot operate effectively on hydrogen if fuel is available only in isolated metropolitan markets.

BGE is not trying to create freight demand. The Company plans to locate its facilities along established freight corridors where trucks and demand for transportation fuel already exist. The Mojave Project is planned along Interstate 15 between Southern California and Las Vegas, a major commercial route connecting the Los Angeles and Long Beach port region with Las Vegas and inland western distribution markets.

The Company's model is designed to address three related infrastructure requirements: production, distribution and retail fueling. BGE intends to produce hydrogen at its facilities, sell that hydrogen directly to commercial and passenger vehicles, and develop a network capable of supporting hydrogen transportation between major freight markets.

Operational Focus

BGE's primary operational focus is heavy-duty trucking and commercial fleets. A Class 8 truck consumes substantially more hydrogen than a passenger vehicle, while commercial fleets operate on established routes and schedules that can create concentrated and more predictable fuel demand.

Passenger fuel-cell vehicles are also expected to be served at BGE locations, and the facilities are planned to include DC fast charging for battery-electric vehicles. These services broaden the customer base of each location, but hydrogen production and fueling for commercial transportation remain the foundation of the Company's business model.

The Company ultimately intends to support both contracted commercial demand and retail fueling traffic as hydrogen transportation expands.

The Mojave Project

The Mojave Project is BGE's first planned hydrogen production and fueling facility and is intended to establish the development, financing and operating model for subsequent locations.

Each BGE location is designed as a multi-function hydrogen production and retail facility. Green hydrogen—hydrogen produced from water through electrolysis using renewable electricity—would be produced onsite and sold directly to vehicles at the same location. Renewable electricity is expected to be supplied through a combination of onsite solar generation and externally sourced renewable power.

Initial hydrogen production at Mojave is planned at approximately 8,000 kilograms per day. At an illustrative 40-kilogram fill, approximately a half-tank for a Class 8 hydrogen truck under the Company's planning assumptions, that production would be sufficient to provide approximately 200 truck fueling events per day. The facility is designed to expand to approximately 16,000 kilograms per day, sufficient for approximately 400 truck fueling events per day at the same fill level.

The Mojave Project is also planned to include hydrogen storage and dispensing infrastructure, DC fast charging for battery-electric vehicles, and a travel center providing food and beverage operations, convenience retail, truck parking and other services associated with major interstate travel centers.

Management's current operating model contemplates approximately $150 million in annual revenue per facility at stabilized operations, including hydrogen and non-hydrogen revenue. These figures are based on management's current operating assumptions and are subject to the forward-looking statements and risk factors described elsewhere in this Memorandum.

Current Development Phase

BGE is currently focused on securing site control and advancing the Mojave Project through the development work required before large-scale project financing and construction can occur.

The proceeds of the current $2.5 million BGE corporate offering are not intended to finance the full construction cost of the Mojave facility. The immediate objective is to fund the development work necessary to establish contractual site control and advance
environmental review and CEQA-related work, technical studies, preliminary engineering, site planning, architectural work, zoning, entitlement and permitting.

The current development phase includes a **planned $250,000 non-refundable property purchase option** intended to secure contractual control of the Mojave site while environmental, engineering and entitlement work progresses.

Completion of the current phase is expected to establish site control, substantially advance environmental review, complete or initiate preliminary engineering and site planning, and begin the entitlement and permitting process. Additional development capital will be required to complete the remaining work necessary to move the project toward shovel-ready status.

Phased Development and Financing

The Mojave Project is expected to require approximately $143 million of base project capital, plus an approximately $14.3 million contingency, for a maximum estimated project requirement of approximately $157.3 million.

BGE does not intend to finance that entire amount through repeated issuances of corporate common stock.

The Company's financing strategy is designed to match each stage and asset class with capital appropriate to its risk profile, collateral value and ability to support cash flow. Early BGE corporate equity is intended primarily to fund project development and reduce development risk. Land, solar generation, electrical interconnection, hydrogen infrastructure and construction can then be financed through combinations of project-level equity, debt, equipment financing and other available capital.

Following the current development financing, the Company's present financing model contemplates separate capital for land acquisition through BGE Mojave Land, LLC, additional BGE corporate development capital to advance the project toward shovel-ready status, project-level financing for onsite solar generation and electrical interconnection, and project-level financing for construction of the hydrogen production, storage, fueling and travel-center infrastructure.
These financing stages may overlap as development progresses. Additional detail regarding the Company's current financing strategy and capitalization is provided elsewhere in this Memorandum.

Five-Facility Platform

The Mojave Project is intended to be the first facility in a larger network rather than a stand-alone location.

BGE's initial development plan contemplates five hydrogen production and fueling facilities positioned along major western freight corridors. Each facility would follow the same basic integrated model while being configured for the characteristics of its individual market and site.

At expanded production of approximately 16,000 kilograms per day per facility, five locations would provide approximately 80,000 kilograms of aggregate daily hydrogen production capacity.

The network is intended to allow commercial fleets to move between major freight markets with access to hydrogen production and fueling at predictable points along established interstate routes. As the network develops, individual facilities may also support hydrogen distribution to other BGE locations or commercial customers where economically practical.

Facility #1 establishes the operating model. The initial five facilities are intended to establish the network and provide the foundation for broader expansion.

Expansion Strategy

Following successful development of the initial network, BGE intends to continue expanding along established commercial freight routes.

The Company's longer-term strategy is to develop hydrogen production and fueling locations at intervals of approximately 250 to 300 miles along major interstate freight corridors, creating a connected infrastructure network capable of supporting long-haul hydrogen transportation across progressively larger geographic markets.

The initial western network is intended to provide the foundation for expansion toward Texas, the Midwest and ultimately eastern U.S. freight markets, including potential connections with hydrogen infrastructure developed by other market participants.
Expansion will depend upon freight activity, hydrogen vehicle deployment, suitable site availability, renewable power economics, regulatory approvals, project performance and access to capital.

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.

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.

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.

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.

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.

BUSINESS MODEL

Blue Green Energy, Inc. is developing integrated hydrogen production and retail facilities designed to generate revenue from multiple transportation-energy and travel-center operations at a single location.

The Company's principal business is the production and retail sale of hydrogen, with an initial emphasis on Class 8 trucks and commercial fleets. Each facility is designed to produce hydrogen onsite using electrolysis powered by renewable electricity and dispense that hydrogen directly to vehicles. By combining production and retail fueling at the same location, BGE intends to reduce dependence on the transportation and distribution infrastructure that has historically limited the development of hydrogen fueling networks.

Hydrogen Production and Fueling

The Mojave Project is designed for initial hydrogen production of approximately 8,000 kilograms per day, with planned expansion to approximately 16,000 kilograms per day as demand develops.

BGE's commercial strategy is to pre-sell a substantial portion of its hydrogen production through off-take agreements with commercial fleets and other high-volume transportation customers. These agreements are intended to establish recurring demand for hydrogen production and provide greater visibility into facility utilization before production capacity is brought online.

The Company also intends to maintain hydrogen availability for retail sales to commercial trucks, passenger fuel-cell vehicles and other customers traveling through the Interstate 15 corridor. This allows each facility to combine contracted commercial demand with additional retail fueling volume.

At an illustrative 40-kilogram fill, approximately a half-tank for a Class 8 hydrogen truck under the Company's planning assumptions, initial production of 8,000 kilograms per day is equivalent to approximately 200 truck fueling events per day. Expanded production of 16,000 kilograms per day is equivalent to approximately 400 such fueling events per day. These figures illustrate production capacity and are not assumptions that an equivalent number of unaffiliated trucks will arrive at the facility each day.

Renewable Power

Electricity represents a significant component of hydrogen production cost. BGE therefore intends to source renewable electricity through a combination of onsite generation and externally sourced renewable power.

The Mojave Project currently contemplates approximately 30 megawatts of onsite solar generation. The solar system is intended to provide a portion of the electricity required by the hydrogen production facility, with additional renewable electricity supplied through third-party power arrangements.

The Company intends to evaluate power sources based upon their delivered cost, reliability, regulatory eligibility and ability to support facility operations rather than relying exclusively upon a single source of electricity.

Travel Center and Additional Revenue

Each BGE facility is intended to operate as a major interstate travel center in addition to its hydrogen production and fueling operations.

Planned non-hydrogen revenue sources include food and beverage operations, convenience retail, truck parking and related commercial services. Facilities are also expected to provide DC fast charging for battery-electric vehicles.

These operations are intended to diversify facility revenue while serving the same commercial and passenger traffic already traveling the interstate corridor.
Management's current operating model contemplates approximately $150 million in annual revenue per facility at stabilized operations, including hydrogen and non-hydrogen revenue. Actual results will depend upon hydrogen production, utilization, pricing, operating costs, customer demand and the performance of ancillary operations.

Replicable Facility Model

The Mojave Project is intended to establish a repeatable development and operating model that can be deployed along additional freight corridors.

BGE's initial platform contemplates five facilities. At expanded hydrogen production capacity of approximately 16,000 kilograms per day per location, the initial network would provide approximately 80,000 kilograms of aggregate daily production capacity.

The Company's longer-term business model is based on replicating the same integrated production, fueling and travel-center platform along additional interstate freight routes as market demand and available capital permit.

PLAN OF OPERATIONS

The Company's plan of operations is structured around advancing the Mojave Project from its current development stage through site control, environmental review, engineering, entitlement, project financing, construction and commercial operation.

Rather than attempting to finance the entire project through BGE corporate common stock, management intends to raise capital in stages and use different forms of capital for different project assets.

Seed Financing — Completed

The Company previously raised approximately $1.25 million in seed capital to fund corporate formation and early development activities, including legal, accounting, auditing, staffing, preliminary project development and other organizational expenses.
Status: Completed.

Series A — Phase I Development Financing — Current Offering

The Company is currently offering up to 1,000,000 shares of Series A Common Stock at $2.50 per share for maximum gross proceeds of $2.5 million.

This financing is intended to establish contractual site control over the Mojave property and advance the project through the first major stage of development.

Current planned uses include the approximately $250,000 non-refundable property purchase option, environmental and CEQA-related work, technical studies, preliminary engineering, site planning, architectural work, zoning, entitlement, permitting, corporate operations and working capital.

Completion of this phase is expected to establish site control, substantially advance environmental review, complete or initiate preliminary engineering and site planning, and begin the entitlement and permitting process.

Status: Current Phase.

Land Acquisition Financing

Following establishment of contractual site control, BGE intends to finance acquisition of the Mojave property separately through BGE Mojave Land, LLC.

The current land financing plan contemplates approximately $5 million of project-level equity. Interests in the Land LLC include a conversion feature based upon a $2.50 per-share valuation of BGE common stock, subject to the terms of the applicable offering documents.

Land financing may begin while other project development activities are continuing, allowing property acquisition and development work to progress concurrently.

Series A — Phase II Development Financing

Following site control and initial project de-risking, BGE expects to raise additional corporate development capital to complete the remaining environmental, engineering, architectural, entitlement and permitting work required to move the Mojave Project toward shovel-ready status.

Management's current planning assumption contemplates approximately $2.5 million of additional BGE corporate equity at a higher valuation than the current offering, with approximately $3.75 per share presently used for planning purposes. The actual amount, valuation and terms of any subsequent offering will be determined at the time of financing.

Solar Generation and Electrical Infrastructure

The Mojave Project currently includes approximately $36 million of planned solar generation and electrical interconnection infrastructure.

Management's current financing model assumes approximately 50% project-level equity and 50% debt for these assets. The equity component is currently contemplated through BGE Mojave Solar, LLC with conversion rights based upon a $5.00 per-share valuation of BGE common stock.

This structure is intended to finance renewable generation and related electrical infrastructure separately from the core hydrogen production and travel-center assets.

Hydrogen Infrastructure and Facility Construction

Following completion of the development stage and arrangement of project financing, BGE intends to proceed with construction of the hydrogen production, storage, compression, dispensing and travel-center infrastructure.

Based upon the Company's current project budget, approximately $97 million of base project capital would remain after the planned corporate development capital, land acquisition and solar/electrical infrastructure financing.

Management's current financing model assumes approximately $48.5 million of project-level equity and $48.5 million of debt for this portion of the project. The project-level equity is currently modeled with conversion rights based upon a $7.50 per-share valuation of BGE common stock.

The Company's current estimated base capital requirement for the Mojave Project is approximately $143 million. An additional approximately $14.3 million contingency results in a maximum estimated project requirement of approximately $157.3 million. If required, management presently intends to seek to finance contingency requirements through additional project debt, equipment financing, construction financing or other available non-equity sources rather than assuming additional BGE common-stock dilution.

Construction, Commissioning and Commercial Operations

Following completion of financing and receipt of required approvals, the Company intends to proceed with construction and commissioning of the Mojave facility.

Commercial operations are expected to begin following completion of construction, equipment installation, testing and commissioning. Hydrogen production may then be expanded as demand develops, from the initial planned capacity of approximately 8,000 kilograms per day toward approximately 16,000 kilograms per day.

Successful development and operation of Mojave is intended to provide the operating, financing and development framework for the remaining facilities in BGE's initial five-location network.

CAPITALIZATION

As of the date of this Memorandum, the Company has issued 8,250,000 shares of Series A Common Stock representing the economic ownership of the Company prior to the current offering. Of these shares, 7,000,000 are held by the Company's founders and 1,250,000 were issued to seed investors.

The Company has also issued 5,000,000 shares of Series B Common Stock. Series B Common Stock is super-voting stock and carries ten (10) votes for each share. The Series B shares are held for voting and control purposes and are not included in the economic ownership percentages presented below.

Capitalization Prior to the Current Offering

Shareholder / Investor Group	Shares Held	Economic Ownership
Robert S. Amaral	3,500,000	42.42%

Shareholder / Investor Group	Shares Held	Economic Ownership
Jeffrey A. Weiland	3,500,000	42.42%
Seed Investors	1,250,000	15.15%
Total Series A Outstanding	**8,250,000**	**100.00%**

Current Series A — Phase I Offering

The current offering consists of up to 1,000,000 shares of Series A Common Stock at $2.50 per share, for maximum gross proceeds of $2,500,000.

Assuming the sale of all shares offered, the Company would have 9,250,000 shares of Series A Common Stock outstanding immediately following completion of the offering.

Shareholder / Investor Group	Shares	Post-Offering Economic Ownership
Robert S. Amaral	3,500,000	37.84%
Jeffrey A. Weiland	3,500,000	37.84%
Seed Investors	1,250,000	13.51%
Series A — Phase I Investors	1,000,000	10.81%
Total Series A Outstanding	**9,250,000**	**100.00%**

Potential Future Issuances and Conversion Reserves

The Company's current financing plan contemplates additional corporate equity and project-level financing as development of the Mojave Project progresses. Certain project-level investments are expected to include rights to convert into BGE common stock at predetermined conversion prices.

The following table illustrates the potential BGE shares associated with the Company's current financing model. Except for shares already outstanding and shares sold pursuant to the current offering, these amounts represent contemplated future issuances or conversion reserves and should not be interpreted as shares currently issued and outstanding.

Financing Stage	BGE Share Price / Conversion Price	Potential Shares
Founders	—	7,000,000
Seed Investors	$1.00	1,250,000
Series A — Phase I	$2.50	1,000,000
BGE Mojave Land, LLC Conversion Reserve	$2.50	2,000,000
Series A — Phase II*	~$3.75	666,667
BGE Mojave Solar, LLC Conversion Reserve	$5.00	3,600,000
Infrastructure Financing Conversion Reserve	$7.50	6,466,667
Maximum Illustrative Fully Diluted Shares		**21,983,334**

*The approximately $3.75 per-share price shown for a potential Series A Phase II financing is a current management planning assumption only. The amount, price and terms of any future corporate financing will be determined at the time of such offering.

The maximum illustrative fully diluted capitalization shown above assumes completion of the current offering, the contemplated Series A Phase II financing, and full conversion of the project-level investments reflected in the table. Actual future capitalization may differ materially depending upon the amount and terms of capital raised, whether conversion rights are exercised, and the financing structures ultimately employed.

Illustrative Fully Diluted Economic Ownership

If all of the foregoing shares were issued and all project-level conversion rights were exercised, the Company's illustrative fully diluted economic ownership would be approximately:

Shareholder / Investor Group	Shares	Fully Diluted Ownership
Founders	7,000,000	31.84%
Seed Investors	1,250,000	5.69%
Series A — Phase I Investors	1,000,000	4.55%
Land LLC Conversion	2,000,000	9.10%
Series A — Phase II Investors	666,667	3.03%
Solar LLC Conversion	3,600,000	16.38%
Infrastructure Financing Conversion	6,466,667	29.42%
Total	**21,983,334**	**100.00%**

Voting Control

The Company's Series B Common Stock carries ten (10) votes per share. Accordingly, the holders of Series B Common Stock are expected to retain voting control of the Company notwithstanding dilution of their economic ownership resulting from the current offering, subsequent corporate equity offerings, or the issuance of shares pursuant to project-level conversion rights.

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.

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.

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.

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.

Business Overview and Strategic Context

Blue Green Energy is developing a network of hydrogen production and fueling facilities along major interstate freight corridors, beginning with the Mojave Project on Interstate 15 between Southern California and Las Vegas.

The Company's initial development strategy is centered on heavy-duty trucking and commercial fleets, where hydrogen offers the combination of range, payload capability and rapid refueling required for high-utilization transportation. Hydrogen-powered commercial vehicles are already being manufactured and operated, but the infrastructure required to support long-haul operation remains limited.

BGE intends to address that infrastructure gap by developing integrated facilities that combine hydrogen production, fueling, renewable power and the commercial services of a major interstate travel center.

The Mojave Project is intended to establish the development, financing and operating model for an initial five-facility network. Successful execution of that network would provide the foundation for continued expansion along major U.S. freight corridors.

The Company is currently in the development stage of the Mojave Project. The immediate objective is to secure contractual site control and advance environmental review, engineering, site planning, entitlement and permitting so that the project can progress toward large-scale project financing and construction.

The following Offering Summary and Financing Plan describe the current $2.5 million Series A offering, the development milestones the Company intends to achieve with the proceeds, and management's current strategy for financing the remaining land, renewable-energy and infrastructure requirements of the Mojave Project.

OFFERING SUMMARY

The Company is offering up to 1,000,000 shares of Series A Common Stock at $2.50 per share, for maximum gross proceeds of $2,500,000. The minimum investment is $50,000, representing 20,000 shares, although the Company may accept a lesser investment in its discretion.

The offering is being conducted pursuant to Rule 506(c) of Regulation D and is available exclusively to accredited investors. The Shares are being offered directly by the Company on a best-efforts basis, and the Company reserves the right to accept or reject any subscription in whole or in part.

The purpose of the current offering is to provide the development capital necessary to establish contractual site control over the Mojave property and advance the project through environmental review, preliminary engineering, site planning, architectural work, zoning, entitlement and permitting.

The current offering is not intended to finance construction of the entire Mojave Project. Management intends to finance the project in stages, using BGE corporate equity for development activities and separate project-level equity, debt, equipment financing and other available sources for land acquisition, renewable power and construction of the permanent facility.

Completion of the current offering is intended to advance the Mojave Project to the next stage of development and position the Company to access these additional sources of capital.

FINANCING PLAN

The Mojave Project has a current estimated base capital requirement of approximately $143 million, plus an approximately $14.3 million contingency, resulting in a maximum estimated project requirement of approximately $157.3 million.

BGE does not intend to finance the entire project through the issuance of corporate common stock. Management's financing strategy is to match each stage and component of the project with capital appropriate to the underlying asset, development risk and ability to support debt or other project-level financing.

Early BGE corporate equity is intended primarily to fund the development work required to create a financeable project. As development risk is reduced, subsequent capital is expected to include a combination of corporate equity, project-level equity and debt.

Anticipated Financing Stages

Financing Stage	Total Capital	Equity	Debt / Other	BGE Price / Conversion	Potential BGE Shares / Reserve
Seed Financing*	$1.25M	$1.25M	—	$1.00	1,250,000
Series A — Phase I	$2.50M	$2.50M	—	$2.50	1,000,000
Land LLC	$5.00M	$5.00M	—	$2.50 conversion	2,000,000
Series A — Phase II	$2.50M	$2.50M	—	~$3.75	666,667
Solar LLC	$36.00M	$18.00M	$18.00M	$5.00 conversion	3,600,000
Infrastructure / Construction	$97.00M	$48.50M	$48.50M	$7.50 conversion	6,466,667

Financing Stage	Total Capital	Equity	Debt / Other	BGE Price / Conversion	Potential BGE Shares / Reserve
Base Mojave Project	$143.00M	$76.50M	$66.50M		
Contingency	$14.30M	—	Up to $14.30M	No equity assumed	—
Maximum Project Requirement	**$157.30M**	**$76.50M**	**Up to $80.80M**		

*Seed financing is shown to illustrate the Company's financing history but is not included as an additional source of capital within the $143 million Mojave Project budget.

The financing stages shown above represent management's current financing model. Individual financings may overlap, and the amount, structure and timing of subsequent financings may change based upon development progress, market conditions and available sources of capital.

The approximately $3.75 per-share price shown for Series A Phase II is a current planning assumption rather than a committed future offering price.

Series A — Phase I: Current Development Financing

The current $2.5 million offering represents the first corporate development financing for the Mojave Project.

Management currently expects the proceeds to be allocated approximately as follows:

Use	Estimated Amount
Corporate Operations / Overhead	$600,000
Property Purchase Option / Site Control	$250,000
Environmental / CEQA / Technical Studies	$750,000
Engineering / Site Planning / Architectural	$400,000
Permitting / Zoning / Entitlement / Agency Review	$200,000
Working Capital / Contingency	$300,000
Total	**$2,500,000**

The objective of Phase I is to establish contractual site control, substantially advance environmental review, complete or initiate preliminary engineering and site planning, and begin the entitlement and permitting process.

Land Acquisition

Following establishment of contractual site control, acquisition of the Mojave property is expected to be financed separately through BGE Mojave Land, LLC.

The current financing plan contemplates approximately $5 million of project-level equity for land acquisition. Land LLC investors have a conversion feature based upon a $2.50 per-share BGE valuation, subject to the terms of the Land LLC offering documents.

Land financing may proceed concurrently with continuing project development.

Series A — Phase II: Completion of Development

Following site control and initial project de-risking, management currently anticipates approximately $2.5 million of additional BGE corporate development capital to complete the remaining environmental, engineering, architectural, entitlement and permitting work required to move the Mojave Project toward shovel-ready status.

For financing-model purposes, management currently assumes a price of approximately $3.75 per share, which would represent approximately 666,667 additional BGE shares if $2.5 million were raised at that price. The actual price and terms of any Phase II financing will be determined at the time of the offering.

Solar Generation and Electrical Interconnection

The current Mojave Project budget includes approximately $28 million for onsite solar generation and $8 million for electrical interconnection, for a combined planned investment of approximately $36 million.

Management's current model assumes approximately $18 million of project-level equity and $18 million of project debt for these assets.

The equity component is currently contemplated through BGE Mojave Solar, LLC, with conversion rights based upon a $5.00 per-share BGE valuation, representing a maximum conversion reserve of approximately 3.6 million BGE shares if the full modeled equity amount were invested and converted.

Infrastructure and Construction Financing

After accounting for the planned $5 million of BGE Phase I and Phase II development capital, $5 million of land acquisition capital, and $36 million of solar generation and electrical infrastructure, approximately $97 million of the $143 million base Mojave Project requirement remains for hydrogen production, storage, compression, fueling infrastructure, site development, utilities, the travel center and related construction.

Management's current financing model assumes approximately $48.5 million of project-level equity and $48.5 million of project debt for this portion of the project.

The project-level equity component is currently modeled with conversion rights based upon a $7.50 per-share BGE valuation, representing a maximum conversion reserve of approximately 6.47 million BGE shares if the full modeled equity amount were invested and converted.

Project Contingency

The current project budget includes an approximately $14.3 million contingency, equal to approximately 10% of the $143 million base project requirement.

The financing model does not assume the issuance of additional BGE equity to fund this contingency. If contingency capital is required, management intends to evaluate additional project debt, equipment financing, construction financing or other available non-equity sources.

Capital Strategy

The financing plan is intended to increase the use of asset-level and debt capital as the Mojave Project progresses and development risk is reduced.

The current Series A investor is therefore not being asked to finance a $157.3 million facility through BGE common stock. The current offering provides the early development capital required to establish site control and advance the project toward the point at which larger pools of project equity and debt can be utilized.

Different components of the Mojave Project have different investment characteristics. Land provides a tangible real-estate asset. Solar generation and electrical infrastructure can support project-level financing based upon energy production and contracted economics. Hydrogen production, fueling and travel-center infrastructure can support additional project equity, equipment financing and debt as the project moves toward construction and commercial operation.

This structure is intended to limit reliance on corporate common-stock financing while allowing BGE to retain the economic value created by developing, integrating and operating the overall platform.

USE OF PROCEEDS

The Company is offering up to 1,000,000 shares of Series A Common Stock at $2.50 per share for maximum gross proceeds of $2,500,000.

The gross proceeds of this Offering are intended to fund the current development phase of the Mojave Project. The Company is not seeking to finance the acquisition and construction of the entire facility through this Offering. The objective of the current financing is to establish contractual site control and advance the environmental, engineering, architectural, entitlement and permitting work necessary to move the project toward the next stage of development and project financing.
The allocations below are stated on a gross-proceeds basis. Estimated offering expenses are included within these allocations and are not incremental to the $2.5 million maximum Offering amount.
Estimated Allocation of Gross Proceeds

Category	Estimated Amount	Percentage
Corporate Operations / Overhead	$600,000	24%
Property Purchase Option / Site Control	$250,000	10%
Environmental / CEQA / Technical Studies	$750,000	30%
Engineering / Site Planning / Architectural	$400,000	16%
Permitting / Zoning / Entitlement / Agency Review	$200,000	8%
Working Capital / Contingency	$300,000	12%
Total	**$2,500,000**	**100%**

Property Purchase Option and Site Control

Approximately $250,000 is expected to be used for a non-refundable property purchase option intended to establish contractual control over the planned Mojave site while the Company advances environmental review, engineering, entitlement and other development activities.

The purchase price of the property itself is not included in the proceeds of this Offering. As described in the Financing Plan, management currently expects the approximately $5 million land acquisition to be financed separately through BGE Mojave Land, LLC.

Environmental, Engineering and Entitlement

Approximately $1.35 million of the proceeds is expected to be applied directly to environmental and CEQA-related work, technical studies, preliminary engineering, site planning, architectural work, zoning, entitlement, permitting and agency review.
These activities are intended to identify and address major development requirements before the Company commits substantially larger amounts of capital to land acquisition, equipment procurement and construction.

Corporate Operations and Working Capital

Approximately $600,000 is expected to support corporate operations and overhead during the development period, including personnel, legal, accounting, insurance, administrative expenses and other costs associated with operating the Company and advancing the project.

An additional $300,00**0** is allocated to working capital and contingency to provide flexibility for development costs, professional services and other expenses that may arise as the Mojave Project progresses.

Development Objective of the Current Offering

If the maximum Offering is raised and deployed substantially as contemplated, management expects the current development phase to:

- establish contractual site control over the Mojave property;
- substantially advance environmental review and required technical studies;
- complete or initiate preliminary engineering, site planning and architectural work; and
- initiate zoning, entitlement, permitting and agency-review processes.

The current Offering is not expected by itself to make the Mojave Project fully shovel-ready. Additional development capital will be required to complete the remaining environmental, engineering, entitlement and permitting work before the project is ready for full construction financing.

As described in the Financing Plan, management currently anticipates a subsequent corporate development financing to complete this work, while land acquisition, renewable-energy infrastructure and construction of the permanent facility are expected to be financed separately.

Management Discretion

The amounts shown above represent management's current estimates. Actual expenditures may vary based upon environmental findings, engineering requirements, agency requirements, professional costs, development timing and other circumstances encountered as the project progresses.

The Board of Directors may reallocate proceeds among the categories described above when management determines that doing so is in the best interests of the Company and the development of the Mojave Project.

If less than the maximum Offering amount is raised, management intends to prioritize expenditures necessary to maintain site control and advance the environmental, engineering and entitlement work considered most important to continued development of the project

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.

SUMMARY

Blue Green Energy, Inc. is developing hydrogen production and fueling infrastructure to support the expansion of hydrogen-powered commercial transportation. The Company's initial focus is heavy-duty trucking, where long driving distances, payload requirements, vehicle utilization and rapid refueling create operating requirements that hydrogen fuel-cell technology is designed to address.

Hydrogen-powered Class 8 trucks are commercially available, but the infrastructure required to support long-haul operation remains limited. BGE intends to address that constraint by developing integrated hydrogen production and fueling facilities along established interstate freight corridors where commercial transportation and demand for fuel already exist.

The Company's first planned facility, the Mojave Project, is located along Interstate 15 between Southern California and Las Vegas. The facility is designed to produce green hydrogen onsite using renewable electricity and sell that hydrogen directly to commercial and passenger vehicles. Initial production is planned at approximately 8,000 kilograms per day, with the facility designed to expand to approximately 16,000 kilograms per day as demand develops.

In addition to hydrogen production and fueling, the Mojave Project is planned to include DC fast charging and a travel center providing food and beverage operations, convenience retail, truck parking and other services associated with major interstate travel centers. Management's current operating model contemplates approximately **$150 million in annual revenue per facility at stabilized operations**, including hydrogen and non-hydrogen revenue.

The Mojave Project is intended to establish the development, financing and operating model for an initial five-facility network positioned along major western freight corridors. At expanded production capacity, five facilities would provide approximately 80,000 kilograms of aggregate daily hydrogen production capacity. Longer term, BGE intends to continue developing locations along major U.S. freight routes as market demand, project performance and available capital permit.

The Company is currently raising up to $2.5 million through the sale of 1,000,000 shares of Series A Common Stock at $2.50 per share pursuant to Rule 506(c) of Regulation D. The Offering is available exclusively to accredited investors and is being conducted on a best-efforts basis.

The proceeds of the current Offering are intended to establish contractual site control over the Mojave property and advance environmental review, technical studies, preliminary engineering, site planning, architectural work, zoning, entitlement and permitting. The current financing is not intended to fund construction of the entire facility.

The Mojave Project has a current estimated base capital requirement of approximately $143 million, plus an approximately $14.3 million contingency. Management intends to finance the project in stages using a combination of BGE corporate equity, project-level equity, project debt, equipment financing and other available sources. Land acquisition, renewable-energy infrastructure and construction of the permanent facility are expected to utilize financing structures separate from the current corporate Offering.

The objective of the current financing is therefore to advance the Mojave Project through the early development work required to reduce project risk and position the Company to access substantially larger pools of capital appropriate for land acquisition, energy infrastructure and construction.

An investment in the Company involves a high degree of risk, including the possible loss of the entire investment. BGE is an early-stage company, the Mojave Project has not been constructed, commercial

operations have not commenced, and additional financing will be required. Prospective investors should review this Memorandum in its entirety, including the sections entitled **"Risk Factors," "Capitalization," "Financing Plan," "Use of Proceeds," and "Investment Offering,"** and consult 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

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 elsewhere in this Memorandum regarding forward-looking statements and risk factors.

Five-Phase Development and Growth Strategy

The Company's financial model contemplates a staged development of its initial five-facility network, beginning with initial operations at the Mojave Project and progressing to five facilities operating at expanded hydrogen production capacity.

The base financial model assumes a hydrogen sales price of $16.00 per kilogram, hydrogen production cost of $5.48 per kilogram, a federal Section 45V production tax credit of $3.00 per kilogram, and a California hydrogen incentive of $2.50 per kilogram, for combined modeled incentives of $5.50 per kilogram of qualifying hydrogen production.

Phase	Facilities Online	Hydrogen Capacity	Non-H_2 Utilization	Total Revenue & Incentives
Phase 1	1 — Mojave	8,000 kg/day	50%	$75.28M
Phase 2	1 — Mojave	16,000 kg/day	100%	$150.56M
Phase 3	5 — Mojave + 4	Mojave 16k / New 8k	Mojave 100% / New 50%	$451.68M
Phase 4	5	All 16,000 kg/day	Mojave 100% / New 50%	$702.80M
Phase 5	5	All 16,000 kg/day	100%	$752.80M

Detailed Phase Financial Model

	Phase 1	Phase 2	Phase 3	Phase 4	Phase 5
Annual H_2 Production	2.92M kg	5.84M kg	17.52M kg	29.20M kg	29.20M kg
H_2 Revenue @ $16/kg	$46.72M	$93.44M	$280.32M	$467.20M	$467.20M
Non-H_2 Revenue	$12.50M	$25.00M	$75.00M	$75.00M	$125.00M
Operating Revenue	$59.22M	$118.44M	$355.32M	$542.20M	$592.20M
Federal 45V @ $3/kg	$8.76M	$17.52M	$52.56M	$87.60M	$87.60M
California @ $2.50/kg	$7.30M	$14.60M	$43.80M	$73.00M	$73.00M
Total Incentives	$16.06M	$32.12M	$96.36M	$160.60M	$160.60M
Total Revenue & Incentives	$75.28M	$150.56M	$451.68M	$702.80M	$752.80M
H_2 COGS @ $5.48/kg	($16.00M)	($32.00M)	($96.01M)	($160.02M)	($160.02M)
H_2 Margin + Non-H_2 Revenue + Incentives	**$59.28M**	**$118.56M**	**$355.67M**	**$542.78M**	**$592.78M**

The foregoing does not deduct operating expenses associated with the non-hydrogen businesses, facility-level overhead, corporate SG&A, insurance, compliance, interest, depreciation, taxes, or other expenses reflected in the more detailed pro forma information contained in Appendix B.

APPENDIX B — DETAILED FINANCIAL TABLES & CHARTS (ILLUSTRATIVE)

This Appendix contains detailed pro forma financial tables and sensitivity analyses for illustrative purposes only. The information is forward-looking, unaudited, and based upon the assumptions summarized in Appendix D.

Pro Forma Income Statement — Stabilized Five-Facility Network

Item	Amount (USD)
Hydrogen Revenue	$467,200,000
Non-Hydrogen Revenue	$125,000,000
Total Operating Revenue	**$592,200,000**
Federal Section 45V Production Tax Credit	$87,600,000
California Hydrogen Incentive	$73,000,000
Total Incentives	**$160,600,000**
Total Revenue & Incentives	**$752,800,000**
Hydrogen Production Cost — $5.48/kg	($160,016,000)
Non-Hydrogen Operating Costs — 50% of Revenue	($62,500,000)
Corporate SG&A	($35,000,000)
Insurance & Compliance	($10,000,000)
Public Company / Corporate Costs	($5,000,000)
EBITDA	**$480,284,000**
Depreciation & Amortization — Illustrative	($40,000,000)
Operating Income (EBIT)	**$440,284,000**
Interest Expense — 8%	($26,600,000)
Pre-Tax Income	**$413,684,000**
Income Taxes — Illustrative 21%	($86,873,640)
Net Income	**$326,810,360**

Stabilized Per-Facility Economics

Item	Per Facility	Five Facilities
Annual Hydrogen Production	5.84M kg	29.20M kg
Hydrogen Revenue	$93.44M	$467.20M
Non-Hydrogen Revenue	$25.00M	$125.00M
Federal 45V Credit	$17.52M	$87.60M
California Incentive	$14.60M	$73.00M
Total Revenue & Incentives	**$150.56M**	**$752.80M**
Hydrogen Production Cost	($32.00M)	($160.02M)
Non-Hydrogen Operating Costs	($12.50M)	($62.50M)
Facility Margin Before Corporate Expenses	**$106.06M**	**$530.28M**

Hydrogen Price Sensitivity
Assumes annual production of 29.2 million kilograms, $5.48/kg hydrogen production cost, $125 million of non-hydrogen revenue and $5.50/kg of combined modeled incentives.

Hydrogen Price	H_2 Revenue	Total Revenue & Incentives	EBITDA
$14/kg	$408.80M	$694.40M	$421.88M
$16/kg — Base	$467.20M	$752.80M	$480.28M
$18/kg	$525.60M	$811.20M	$538.68M

Hydrogen Production Cost Sensitivity

Assumes hydrogen price of $16/kg and all other base-case assumptions remain unchanged.

H_2 Production Cost	Annual H_2 COGS	EBITDA
$4.50/kg	$131.40M	$508.90M
$5.48/kg — Base	$160.02M	$480.28M
$6.50/kg	$189.80M	$450.50M
$7.50/kg	$219.00M	$421.30M

Incentive Sensitivity

Incentive Scenario	Incentive / kg	Annual Incentive Value	Total Revenue & Incentives	EBITDA
No Incentives	$0.00	—	$592.20M	$319.68M
California Only	$2.50	$73.00M	$665.20M	$392.68M
Federal 45V Only	$3.00	$87.60M	$679.80M	$407.28M
Federal + California — Base	**$5.50**	**$160.60M**	**$752.80M**	**$480.28M**

Debt and Interest Expense
The stabilized five-facility model assumes $66.5 million of base project debt per facility and an illustrative blended interest rate of 8%.

Item	Per Facility	Five Facilities
Base Project Debt	$66.50M	$332.50M
Assumed Interest Rate	8.00%	8.00%
Annual Interest Expense	**$5.32M**	**$26.60M**

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.

The following calculations apply selected valuation multiples to the stabilized five-facility financial model presented in Appendix B.

EBITDA Valuation Reference

Illustrative stabilized EBITDA: **$480.28 million**

Valuation Multiple	Implied Enterprise Value
6× EBITDA	$2.88B
8× EBITDA	$3.84B
10× EBITDA	$4.80B
12× EBITDA	$5.76B

Net Income Valuation Reference

Illustrative stabilized net income: $326.81 million

Valuation Multiple	Implied Equity Value
8× P/E	$2.61B
10× P/E	$3.27B
12× P/E	$3.92B
15× P/E	$4.90B

Illustrative Fully Diluted Capitalization Prior to Public Financing

Capital Source	Shares / Conversion Reserve
Founders	7,000,000
Seed Investors	1,250,000
Series A — Phase I	1,000,000
Land LLC Conversion Reserve	2,000,000
Series A — Phase II	666,667
Solar LLC Conversion Reserve	3,600,000
Infrastructure Conversion Reserve	6,466,667
Illustrative Fully Diluted Shares	**21,983,334**

The foregoing assumes full issuance of the contemplated Series A Phase II shares and full exercise or conversion of all project-level conversion rights reflected in the Company's current financing model.

Illustrative Public Financing Scenario

For purposes of illustrating the effect of a future public financing, the following scenario assumes the issuance of 20 million new shares at $25.00 per share, generating $500 million in gross proceeds.

Item	Amount
Pre-Public Fully Diluted Shares	21.98M
New Shares Issued	20.00M
Illustrative Offering Price	$25.00
Gross Proceeds	$500.00M
Illustrative Post-Financing Shares	**41.98M**

Illustrative Per-Share Valuation Reference
Based upon approximately 41.98 million illustrative post-financing shares:

Valuation Method	Implied Equity Value	Illustrative Value / Share
8× P/E	$2.61B	~$62
10× P/E	$3.27B	~$78
6× EBITDA	$2.88B	~$69
12× P/E	$3.92B	~$93
8× EBITDA	$3.84B	~$92
15× P/E	$4.90B	~$117
10× EBITDA	$4.80B	~$114

Enterprise-value multiples and equity-value multiples are presented as separate illustrative valuation methodologies. Actual equity value under an enterprise-value methodology would depend upon the Company's cash, debt and other balance-sheet items at the applicable valuation date.

APPENDIX D — TECHNICAL & FINANCIAL MODEL ASSUMPTIONS (ILLUSTRATIVE)

The following assumptions form the basis of the illustrative financial information contained in Appendices A through C.

Base Operating Assumptions

Assumption	Base Case
Initial H_2 Production / Facility	8,000 kg/day
Expanded H_2 Production / Facility	16,000 kg/day
Stabilized Network	5 facilities
Stabilized Network H_2 Production	80,000 kg/day
Operating Days	365/year
Annual H_2 Production / Stabilized Facility	5.84M kg
Annual H_2 Production / Five Facilities	29.20M kg
Hydrogen Selling Price	$16.00/kg
Hydrogen Production Cost	$5.48/kg
Electricity Consumption	63 kWh/kg
Electricity Price	$0.055/kWh
Electricity Cost Component	Approximately $3.48/kg
Other H_2 Production Cost	Approximately $2.00/kg

Incentive Assumptions

Assumption	Per kg	Per Stabilized Facility	Five Facilities
Federal Section 45V Credit	$3.00	$17.52M	$87.60M
California Hydrogen Incentive	$2.50	$14.60M	$73.00M
Combined Incentive	**$5.50**	**$32.12M**	**$160.60M**

The base-case financial model assumes qualification for the modeled federal and California incentives. Actual realization will depend upon satisfaction of applicable program requirements and continued availability of the applicable incentives.

Revenue Assumptions

Assumption	Per Stabilized Facility	Five Facilities
Hydrogen Revenue	$93.44M	$467.20M
Non-Hydrogen Revenue	$25.00M	$125.00M
Federal 45V	$17.52M	$87.60M
California Incentive	$14.60M	$73.00M
Total Revenue & Incentives	**$150.56M**	**$752.80M**

Initial non-hydrogen revenue is modeled at approximately $12.5 million per facility, representing 50% of stabilized non-hydrogen revenue.

Operating Expense Assumptions

Assumption	Five-Facility Base Case
Hydrogen Production Cost	$160.02M
Non-Hydrogen Operating Costs	$62.50M
Non-Hydrogen Operating Cost Ratio	50%
Corporate SG&A	$35.00M
Insurance & Compliance	$10.00M
Public Company / Corporate Costs	$5.00M
Illustrative EBITDA	**$480.28M**
Depreciation & Amortization	$40.00M
Illustrative EBIT	**$440.28M**

Debt and Financing Assumptions

Assumption	Per Facility	Five Facilities
Base Project Requirement	$143.00M	$715.00M
Project Equity	$76.50M	$382.50M
Project Debt	$66.50M	$332.50M
Equity / Base Project Cost	53.5%	53.5%
Debt / Base Project Cost	46.5%	46.5%
Assumed Blended Interest Rate	8.0%	8.0%
Annual Interest Expense	**$5.32M**	**$26.60M**

The base project financing assumptions exclude the $14.3 million per-facility project contingency. The current model assumes that any contingency capital required would be financed through project debt, equipment financing, construction financing, or other non-equity sources.

Income Statement Assumptions

Assumption	Five-Facility Base Case
EBITDA	$480.28M
Depreciation & Amortization	($40.00M)
EBIT	$440.28M
Interest Expense @ 8%	($26.60M)
Pre-Tax Income	$413.68M
Illustrative Tax Rate	21%
Income Taxes	($86.87M)
Illustrative Net Income	**$326.81M**

Capital Expenditure Assumptions — Per Facility

Project Component	Amount
Land Acquisition	$5.00M
Solar Generation	$28.00M
Electrolysis System	$30.00M
Hydrogen Storage & Compression	$15.00M
Hydrogen Fueling Infrastructure	$12.00M
EV Charging Infrastructure	$2.00M
Site Development & Utilities	$15.00M
Travel Center / Logistics Facilities	$20.00M
Engineering, Permitting & Development	$8.00M
Electrical Interconnection	$8.00M
Base Project Requirement	**$143.00M**
Contingency	$14.30M
Maximum Project Requirement	**$157.30M**

Valuation and Share Assumptions

Assumption	Base Case
Stabilized Five-Facility EBITDA	$480.28M
Stabilized Five-Facility Net Income	$326.81M
Pre-Public Fully Diluted Shares	21.98M
Illustrative Public Financing	$500.00M
Illustrative Public Financing Price	$25.00/share
New Shares Issued	20.00M
Illustrative Post-Financing Shares	41.98M

All financial information contained in these Appendices is illustrative. Changes in hydrogen pricing, production costs, electricity costs, facility utilization, incentive qualification, financing costs, interest rates, construction costs, customer demand, operating expenses or other assumptions could materially affect the results presented.

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 _____ (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:

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.

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.

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.

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.

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.

SUBSCRIPTION DETAILS

Dollar Amount Subscribed: $ _____

Number of Shares: _____

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: _____

MANNER IN WHICH TITLE IS TO BE HELD

(Please initial all that apply)

_____ 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

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: _____

COMPANY ACCEPTANCE

Subscription Accepted:
BLUE GREEN ENERGY, INC.
4478 Wagon Trail Avenue
Las Vegas, Nevada 89118

By: Robert S. Amaral
Title: Chief Executive Officer

Signature: _____

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.

1. Investor Information

Name: _____

Entity Type (if applicable): _____

Address: _____

Email: _____

Telephone: _____

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): _____

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.

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.

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: _____