SUSTAINABLE PROJECTS GROUP INC.

FORM 10-KT
(Annual Transition Report)

Filed 11/25/19 for the Period Ending 12/31/18

Address	2316 PINE RIDGE ROAD, 383 NAPLES, FL, 34109
Telephone	239-316-4593
CIK	0001500305
Symbol	SPGX
SIC Code	1311 - Crude Petroleum and Natural Gas
Industry	Integrated Mining
Sector	Basic Materials
Fiscal Year	12/31

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-K

[ ] ANNUAL REPORT PURSUANT TO SECTION 13 0R 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended________

[X] TRANSITION REPORT PURSUANT TO SECTION 13 0R 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from **June 1, 2018** to **December 31, 2018**

Commission file number **000-54875**

SUSTAINABLE PROJECTS GROUP INC.
(Exact name of registrant as specified in its charter)

Incorporated in the State of Nevada	**81-5445107**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
225 Banyan Boulevard, Suite 220, Naples, Florida	**34102**
(Address of principal executive offices)	(Zip Code)

Registrant's telephone number, including area code: **239-307-2925**

Former fiscal year May 31, 2018
(Former name, former address and former fiscal year, if changed since last report)

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Name of each exchange on which registered
None	N/A

Securities registered pursuant to Section 12(g) of the Act:

common shares - $0.0001 par value
(Title of Class)

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.
[ ] Yes [X] No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act.
[ ] Yes [X] No

Note - Checking the box above will not relieve any registrant required to file reports pursuant to Section 13 or Section 15(d) of the Exchange Act from their obligations under those sections.

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the last 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. **[ ] Yes [X] No**

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 229.405 of this chapter) during the preceeding 12 months (or for such shorter period that the registrant was required to submit and post such files).
[X] Yes [ ] No

Indicate by check mark if disclosure of delinquent filers in response to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.
[ ]

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of “large accelerated filer”, “accelerated filer” and “smaller reporting company in Rule 12b-2 of the Exchange Act.

Larger accelerated filer [ ]	Accelerated filer [ ]
Non-accelerated filer [X]	**Smaller reporting company [X]**
	Emerging growth company **[ ]**

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

[ ]

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

[ ] Yes [X] No

State the aggregate market value of the voting and non-voting common equity held by **non-affiliates** computed by reference to the price at which the common equity was sold, or the average bid and asked price of such common equity, as of the last business day of the registrant’s most recently completed second fiscal quarter: **$16,873,675 (5,113,235 x $3.30)**

State the number of shares outstanding of each of the issuer’s classes of common equity, as of the latest practicable date.

Class	**Outstanding at November 25, 2019**
common shares - $0.0001 par value	7,648,113

Documents incorporated by reference: Exhibit 3.1 (**Articles of Incorporation**); Exhibit 3.2 (**By-laws**); and Exhibit 3.3 (**Certificate of Amendment**); all filed as exhibits to SPGX’s registration statement on Form S-1 filed on December 17, 2010; Exhibit 3.4 (**Certificate of Amendment**) filed as an Exhibit to SPGX’s Form 8-K (Current Report) on December 19, 2016; Exhibit 3.5 (**Certificate of Amendment**) filed as an Exhibit to SPGX’s Form 8-K (Current Report) on October 26, 2017; Exhibit 10.1 (**Share Purchase Agreement**) filed as an Exhibit to SPGX’s Form 8-K (Current Report) on August 11, 2016; Exhibit 10.2 (**Property Purchase Agreement**) filed as an Exhibit to SPGX’s Form 8-K (Current Report) on March 17, 2017; Exhibit 10.3 (**Deposit Agreement**) filed as an Exhibit to SPGX’s Form 8-K (Current Report) on July 11, 2017; Exhibit 10.4 (**Share Purchase Agreement**) filed as an Exhibit to SPGX’s Form 8-K (Current Report) on July 11, 2017; Exhibit 10.5 (**Dividend Agreement**) filed as an Exhibit to SPGX’s Form 8-K (Current Report) on July 11, 2017; Exhibit 10.6 (**Consulting Agreement**) filed as an Exhibit to SPGX’s Form 10-K (Annual Report) on August 31, 2017; Exhibit 10.7 (**Services Agreement**) filed as an Exhibit to SPGX’s Form 10-K (Annual Report) on August 31, 2017; Exhibit 10.8 (**Share Purchase Agreement**) filed as an Exhibit to SPGX’s Form 8-K (Current Report) on December 7, 2017; Exhibit 10.9 (**Share Purchase Agreement**) filed as an Exhibit to SPGX’s Form 8-K (Current Report) on January 19, 2018; Exhibit 10.10 (**Consultant Agreement**) filed as an Exhibit to SPGX’s Form 8-K (Current Report) on January 19, 2018; Exhibit 10.11 (**Share Purchase Agreement**) filed as an Exhibit to SPGX’s Form 8-K (Current Report) on January 31, 2018; Exhibit 10.12 (**Asset Purchase Agreement**) filed as an Exhibit to SPGX’s Form 8-K (Current Report) on May 31, 2018; Exhibit 10.13 (**Letter of Intent**) filed as an Exhibit to SPGX’s Form 8-K (Current Report) on October 3, 2018; Exhibit 10.14 (**Shareholder’s Agreement**) filed as an Exhibit to SPGX’s Form 8-K (Current Report) on October 3, 2018; Exhibit 10.15 (**Letter Agreement**) filed as an Exhibit to SPGX’s Form 8-K (Current Report) on February 14, 2019; Exhibit 10.16 (**Purchase Agreement**) filed as an Exhibit to SPGX’s Form 8-K (Current Report) on February 14, 2019; Exhibit 10.17 (**Call Option Agreement**) filed as an Exhibit to SPGX’s Form 8-K (Current Report) on February 14, 2019; Exhibit 10.18 (**Purchase Agreement**) filed as an Exhibit to SPGX’s Form 8-K (Current Report) on February 14, 2019; Exhibit 10.19 (**Call Option Agreement**) filed as an Exhibit to SPGX’s Form 8-K (Current Report) on February 14, 2019; Exhibit 10.20 (**Shareholder’s Agreement**) filed as an Exhibit to SPGX’s Form 8-K (Current Report) on March 1, 2019; Exhibit 10.21 (**Share Purchase Agreement**) filed as an Exhibit to SPGX’s Form 8-K (Current Report) on August 29, 2019; Exhibit 10.22 (**Employment Agreement**) filed as an Exhibit to SPGX’s Form 8-K (Current Report) on August 29, 2019; Exhibit 10.23 (**Employment Agreement**) filed as an Exhibit to SPGX’s Form 8-K (Current Report) on August 29, 2019; and Exhibit 14 (**Code of Ethics**) filed as an Exhibit to SPGX’s Form S-1 (Registration Statement) on September 13, 2010.

Forward Looking Statements

The information in this annual report contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. These forward-looking statements involve risks and uncertainties, including statements regarding SPGX's capital needs, business strategy and expectations. Any statements contained herein that are not statements of historical facts may be deemed to be forward-looking statements. In some cases, you can identify forward-looking statements by terminology such as "may", "will", "should", "expect", "plan", "intend", "anticipate", "believe", "estimate", "predict", "potential" or "continue", the negative of such terms or other comparable terminology. Actual events or results may differ materially. In evaluating these statements, you should consider various factors, including the risks outlined from time to time, in other reports SPGX's files with the Securities and Exchange Commission.

The information constitutes forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. The forward-looking statements in this Form 10-K for the fiscal year ended December 31, 2018 are subject to risks and uncertainties that could cause actual results to differ materially from the results expressed in or implied by the statements contained in this report. As a result, the identification and interpretation of data and other information and their use in developing and selecting assumptions from and among reasonable alternatives requires the exercise of judgment. To the extent that the assumed events do not occur, the outcome may vary substantially from anticipated or projected results, and accordingly, no opinion is expressed on the achievability of those forward-looking statements. No assurance can be given that any of the assumptions relating to the forward-looking statements specified in the following information are accurate.

All forward-looking statements are made as of the date of filing of this Form 10-K and SPGX disclaims any obligation to publicly update these statements, or disclose any difference between its actual results and those reflected in these statements. SPGX may, from time to time, make oral forward-looking statements. SPGX strongly advises that the above paragraphs and the risk factors described in this Annual Report and in SPGX's other documents filed with the United States Securities and Exchange Commission should be read for a description of certain factors that could cause the actual results of SPGX to materially differ from those in the oral forward-looking statements. SPGX disclaims any intention or obligation to update or revise any oral or written forward-looking statements whether as a result of new information, future events or otherwise.

PART I

Item 1. Business.

(a) Business Development

Sustainable Projects Group Inc. ("**SPGX**") is a Nevada corporation that was incorporated on September 4, 2009 under the name "Blue Spa Incorporated". On December 19, 2016, the company changed its name to "Sustainable Petroleum Group Inc." by a majority vote of its shareholders. On October 25, 2017, the company changed its name to "Sustainable Projects Group Inc." by a majority vote of its shareholders.

SPGX is a business development company engaged in project development and holdings through value based investments and collaborative partnerships with companies across sustainable sectors. It is continually evaluating and acquiring assets for holding and or development. SPGX initiated its goals by pursuing investment and partnerships amongst diversified holdings and companies globally.

SPGX maintains its statutory resident agent's office at 1859 Whitney Mesa Drive, Henderson, Nevada, 89014 and its U.S. headquarters is located at 225 Banyan Boulevard, Suite 220, Naples, Florida, 34102 (phone number 239-307-2925).

SPGX has an authorized capital of 500,000,000 common shares with a par value of $0.0001 per share with 7,648,113 common shares issued and outstanding as of November 25, 2019.

SPGX has not been involved in any bankruptcy, receivership or similar proceedings. There has been no material reclassification, merger consolidation or purchase or sale of a significant amount of assets not in the ordinary course of SPGX's business.

(b) Business of SPGX

SPGX is a Nevada company and was incorporated on September 4, 2009. Sustainable Projects Group Inc. ("**SPGX**") is a business development company engaged in project development and holdings through value based investments and collaborative partnerships with companies across sustainable sectors:

1. Cormo USA Inc.;
2. Gator Lotto; and
3. Hero Wellness Systems Inc. (fka Vitalizer Americas Inc.)

1. Cormo USA Inc.

Cormo USA Inc. – Based on a letter of intent and a shareholder agreement, SPGX entered into a joint venture with Cormo AG to assist in the business development of Cormo's operations in the United States. Cormo AG is in the business of producing and developing peat moss replacement and natural foam products and technologies. Also, for its participation in the joint venture, SPGX will be required to provide certain services, including U.S. business development, management, market research, and determination of potential distribution channels. Under the agreement, Cormo USA Inc has exclusive marketing and distribution rights to Cormo AG's sustainable agriculture business and suite of patents. Cormo's technology allows field waste from maize farms to be turned into a variety of products, including peat moss. In May 2019, a site was chosen for its first production facility, with production scheduled to start in early 2020. The joint venture is controlled by Cormo AG (35%) and SPGX (35%) equally with the balance of shares held by eight non-controlling shareholders.

See Exhibit 10.13 - Letter of Intent and Exhibit 10.20 - Shareholder's Agreement for more details.

2. Gator Lotto

Gator Lotto – In 2018 SPGX acquired all technology assets including source code, graphics, and online assets for US$400,000 through the issuance of new shares. SPGX aims to commercialize this project which features a fully functioning lotto ticket management app (currently in version 2.0) with more than 40,000 downloads. Management plans to spin out this technology into a newly formed partnership within the next 18 months with the aim to increase monetization, user growth and eventual sale or licensing. SPGX spent an additional $11,000 to further develop the technology. See Exhibit 10.12 - Asset Purchase Agreement for more details. The latest version of the Lotto App was launched February 2019. At December 31, 2018, SPGX determined that an impairment of $168,000 was required which approximate its market value. SPGX currently does not have the resources to exploit the app and may consider selling this asset in the future.

3. ***Hero Wellness Systems Inc. (fka Vitalizer Americas Inc.)***

Hero Wellness Systems Inc. –Pursuant to the terms and conditions of a shareholder's agreement dated in September, 2018, SPGX entered into a joint venture relationship for the purpose of importing, selling and distributing products offered by Vitalizer International of Switzerland. SPGX's participation in the joint venture is 55%. SPGX's role is to provide certain services, including general management and day to day operations of the joint venture. The joint venture is comprised of the following ownership: 55% SPGX, with the balance of ownership held by three non-controlling owners. See Exhibit 10.14 - Shareholder's Agreement for more details.

During the transition period from June 1, 2018 to December 31, 2018, SPGX was involved with the following business ventures, but subsequently has terminated those business ventures or SPGX's involvement in such venture:

Alimex GmbH – Collaborative Partnership

Alimex GmbH - On June 28, 2017, SPGX loaned Alimex GmbH $200,000 with a per annum interest rate of 3.5%. Alimex GmbH is a global producer of high-precision aluminium cast plates. Prior to March 1, 2018, SPGX was negotiating terms and conditions of an agreement to continue work with Alimex GmbH. However, on May 2, 2018, SPGX terminated its business relationship with Alimex GmbH. As a result, Alimex GmbH assigned its interest in the loan from SPGX to a third party on the same repayment terms. As of December 31, 2018, the balance and interest owing was $210,692. As of the date of this report, the loan was paid in full.

Consulting Services - Amixca AG

Amixca AG - Effective January 18, 2018 SPGX engaged Amixca AG, a private Swiss corporation, for a period of 36 months commencing February 1, 2018 to January 31, 2021. Amixca AG was to provide business development services to SPGX on projects currently under development and on projects to be rolled out in the next three years. The consulting arrangement was never utilized and Amixca AG did not provide any services. The consulting agreement was annulled and Amixca AG agreed to return the deposit with a payment schedule that spans over a year. The first payment of $20,000 was received on July 16, 2019 and thereafter, payments of $15,455 are due on the first of every month until the full $190,000 has been repaid. As of the date of this report, there remains $29,773 to be paid.

MyFactor.io AG

Myfactor.io AG - Effective December 4, 2017, SPGX closed a share purchase agreement between Flin Ventures AG and SPGX dated for reference July 25, 2017. SPGX purchased 50,000 shares in the capital of Myfactor.io AG. These shares represent a 100% interest in Myfactor.io AG. As consideration for the purchased shares, SPGX paid EUR$150,000 (US$178,000) to the seller for the purchased shares, subject to the certain conditions being fulfilled by the seller. Prior to closing the seller agreed to arrange payment or settlement of all debt owed (EUR$70,000 or US$83,496) by myfactor.io AG and to have Myfactor.io AG buy back all outstanding bonds issued by Myfactor.io AG. Also, as a condition of closing the seller was required to replace the board of directors of Myfactor.io AG with nominees of SPGX and to have the shares transferred and registered in the name of SPGX. Myfactor.io AG share purchase agreement was completed and made effective December 4, 2017. See Exhibit 10.8 - Share Purchase Agreement for more details. Myfactor.io AG is a company incorporated in Liechtenstein and it holds a bond with its primary focus in the development and growth of small to medium enterprises in such sectors as real estate, patents and other industrial property rights. SPGX treated the purchase as an asset held for sale, and subsequently, sold the investment of myfactor.io for EUR$220,000 on May 31, 2018. See Exhibit 10.21 - Share Purchase Agreement for more details.

Thunder Bay Mineral Claims

Thunder Bay Claims - SPGX had planned to complete two 2,000 meter diamond drill programs on the Thunder Bay Claims by the end of 2018 at an estimated cost of $1.2 million. The two programs would have required approximately 80 days to complete. One drill program would have been conducted on the Foisey claims of the Thunder Bay Claims to test the north branching arm of a gold-bearing breccia system. The second drill program would have been conducted on gold-mineralized zones on the Thunder Bay claims, which have been identified from previous and historic work. During the period ended December 31, 2018, SPGX disposed the investment of the Thunder Bay Claims to focus more on other projects in the field of sustainability. The mineral properties claims located in the Thunder Bay Mining Division in the townships of Rickaby and Lapierre, Ontario, Canada were returned back to its original owner, John Leliever, with the negotiated return of 1,052,631 common shares of SPGX for cancellation on December 31, 2018. SPGX calculated the re-acquisition of the 1,052,631 common shares and recorded an impairment of $276,318.

Products / Segments

SPGX is specialized in founding joint venture partnerships with European companies seeking to expand into the United States. These joint ventures largely take place in the field of sustainability which under SPGX's definition includes fields such as health, agriculture, renewable products, and other brands.

Markets

1. Cormo USA Inc.

Cormo USA Inc. is currently in its development stage and in the process of establishing the first pilot project in the United States. Cormo intends to utilize the substantial corn production volume in the U.S. to gain a foothold in the agricultural industry and provide a revenue source for struggling farmers. Likewise, Cormo offers a viable alternative to harvested peat moss, a major source of carbon dioxide (CO_2). Major consumers of peat moss, such as the horticultural industry are looking for a stable, price beneficial solution for their peat moss needs. At this time Cormo has initiated early discussions with several major industry partners and peat moss consumers. The markets Cormo is focusing on are in the field of peat moss substitute, fertilizer products, and further agricultural products.

2. Gator Lotto

The product currently covers lottery players in the state of Florida. The app is available for download on Android (google play) and iOS (App Store) and its associated website www.gatorlotto.com. The app is currently in Version 2.0 offering stable optical character recognition of all major lottery games offered in the state of Florida, with real time updates.

3. Hero Wellness Systems Inc.

Hero Wellness Systems Inc. – SPGX is focused on the retail and B2B market segment of the lifestyle and healthcare markets. B2B clients consist, but are not limited to Hotels & Hospitality and Entertainment Venues in the United States. Additionally Hero is active in the distribution of its Hero Chroma massage chair through its webstore www.herochroma.com and additional websites operated by the company. Additionally, Hero is in discussions with several brick and mortar retail furniture, specialty sports and massage equipment establishments.

Distribution Methods

1. Cormo USA Inc.

It is anticipated that Cormo USA Inc. will distribute products, both B2B and B2C. A large focus will be through long term supply contracts with B2B customers.

2. Gator Lotto

Gator Lotto – the app is available for download in the iOS and Android App Stores.

3. Hero Wellness Systems Inc.

Hero Wellness Systems Inc. – distribution through B2B and B2C direct sales, as well as through online channels and product expos.

Status of Products

1. Cormo USA Inc.

The design and engineering phase for the first commercial production facility is currently underway with completion anticipated in 2020. Proof of concept of the end product as well as commercial viability have been established previously by SPGX's joint venture partner, Cormo AG in Switzerland. Cormo USA anticipates sales of first products during the year 2020, as well as have sufficient supplies for testing corporations with potential industry partners.

2. Gator Lotto

Gator Lotto – the app is currently fully functional and available for download in version 2.0.

3. Hero Wellness Systems Inc.

Hero Wellness Systems Inc. – The product has currently receiving final ETL approval and is authorized to be sold in the United States. First deliveries from the supplier have been received in August of 2019. First delivery to customer has taken place in August of 2019.

Competitive Conditions

1. Cormo USA Inc.

The main competition for Cormo stems from mined peat moss and a small palette of peat moss substitutes. Given the need to produce more ecologically friendly means of peat moss consumption there is a current trend to switch to sustainable peat most alternatives. Management believes that Cormo has a competitive advantage in terms of pricing and quality.

2. Gator Lotto

Several lotto related apps exist in a fragmented market with no clear market leader.

3. Hero Wellness Systems Inc.

Hero Wellness Systems Inc. – There is significant competition in the field of massage chairs and healthcare systems. SPGX considers 13 models currently on the market as strong competitors, but believe Vitalizer offers a superior product.

Raw Materials

SPGX currently has no business operations that require raw materials, and does not produce any products or provide any services that require any raw materials or any suppliers with the exception of the following:

1. ***Cormo USA Inc.***

Cormo USA Inc. relies on the availability of agricultural waste products produced by maize and corn harvests.

2. Hero Wellness Systems Inc.

Hero Wellness Systems Inc. receives finished products from its supplier in China.

Principal Suppliers

1. ***Cormo USA Inc.***

As of the date of this filing, neither SPGX nor Cormo USA Inc. have any principal suppliers. SPGX has been active in building relationships with local farmers in the vicinity of the future Rushville, Indiana production facility. Through a diversified sourcing strategy the company does not have a dependence on a singular supplier.

2. Hero Wellness Systems Inc.

Hero Wellness Systems Inc. receives finished products from its supplier in China.

Dependence on Major Customers

As of the date of this filing, neither SPGX nor Cormo USA Inc. are dependent on any major customers.

Patents/Trade Marks/Licences/Franchises/Concessions/Royalty Agreements or Labour Contracts

SPGX has an interest in the following intellectual property:

Cormo USA Inc. - Cormo AG has patents and trademarks relating to the intellectual property of 'Cormo AG's process and for the protection of brand name TEFA, BABS and Cormo. In addition, Cormo USA Inc. is the owner of the US Trademark for "TEFA" (Serial Number: 88380930). As part of the license agreement between Cormo AG and Cormo USA Inc., Cormo USA Inc. has (1) the full use of the patent "Method for the production of superabsorbent pellets and/or a fibrous material from crop residues" (Patent Number US 15/314,119); (2) the full use of the Trademarks "TEFA", "BABS" and Cormo; and (3) the exclusive use of the rights of the Cormo technology in the NAFTA region. Also, the license agreement includes all present and future process improvements, as well as product applications and related know-how of Cormo AG. Additionally, Cormo USA Inc. has been granted the right by Cormo AG to sub-license the technology to potential partners in the NAFTA region.

Gator Lotto - There are no registered patents or trademarks for this project, but SPGX holds the intellectual property for this technology.

Government Controls and Regulations

SPGX's various business segments are subject to various levels of government controls and regulations, which are supplemented and revised from time to time. Currently, SPGX is in compliance with all business and operations licenses that are typically applicable to most commercial ventures. However, management is unable to predict what additional legislation or revisions may be proposed that might affect its business or when any such proposals, if enacted, might become effective. There can be no assurance that existing or new laws or regulations that may be adopted in various jurisdictions in the future, will not impose additional fees and taxes on SPGX and its business operations. Management is not aware of any such revisions to existing laws and regulations nor new laws or regulations that could have a negative impact on SPGX's business and add additional costs to SPGX's business operations. Such changes, however, could require increased capital and operating expenditures and could prevent or delay certain operations by SPGX.

The effect of these existing regulations on the business segments is that SPGX is able to carry out its current business operations as planned. However, it is possible that future governments could change the regulations that could affect the business operations and limit SPGX's ability to continue its business operations.

Expenditures on Research and Development During the Last Two Fiscal Years

Since September 4, 2009, SPGX has not spent any funds on either company-sponsored research and development activities or customer-sponsored research activities relating to the development of new products, services or techniques or the improvement of existing products, services, or techniques with the exception of the following:

Gator Lotto - SPGX spent an additional $11,000 to further develop this technology before it was launched in February 2019.

Number of Total Employees and Number of Full Time Employees

SPGX currently has three full time employees. In each segment of its plan of operations, SPGX intends to retain the services of key management to assist in the various aspects of its business operations, such consulting services, and ongoing business development.

Item 1A. Risk Factors.

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

Item 1B. Unresolved Staff Comments.

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

Item 2. Properties.

SPGX maintains its U.S. headquarters at 225 Banyan Boulevard, Suite 220, Naples, Florida, 34102. SPGX entered into an office lease effective September 1, 2018 for its office in Naples, Florida. The lease expires March 31, 2021.

Item 3. Legal Proceedings.

SPGX is not a party to any pending legal proceedings and, to the best of SPGX's knowledge, none of SPGX's property or assets are the subject of any pending legal proceedings.

Item 4. Mine Safety Disclosure.

SPGX is not involved in the operation of any mine, and as a result is not required to provide the information required under this item.

PART II

Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities.

(a) Market Information

SPGX's common shares were quoted on the OTCQB under the symbol "BUES" from October 28, 2013 to December 19, 2016. From December 19, 2016 to October 17, 2018 SPGX's common shares were quoted on the OTCQB under the symbol "SPGX". Since October 17, 2018 SPGX's common shares have been quoted on the OTC Pink under the symbol "SPGX". The table below gives the high and low bid information for each fiscal quarter of trading for the last three fiscal years and for the interim period ended November 25, 2019. The bid information was obtained from Pink OTC Markets Inc. and reflects inter-dealer prices, without retail mark-up, mark-down or commission, and may not represent actual transactions.

High & Low Bids

Period ended	High	Low	Source
25 November 2019	$ 4.00	$ 4.00	OTC Markets Group Inc.
30 September 2019	$ 4.00	$ 4.00	OTC Markets Group Inc.
30 June 2019	$ 1.50	$ 1.50	OTC Markets Group Inc.
31 March 2019	$ 3.01	$ 3.01	OTC Markets Group Inc.
31 December 2018	$ 3.30	$ 3.30	OTC Markets Group Inc.
30 November 2018	$ 3.30	$ 3.30	OTC Markets Group Inc.
31 August 2018	$ 3.02	$ 3.02	OTC Markets Group Inc.
31 May 2018	$ 3.50	$ 3.50	OTC Markets Group Inc.
28 February 2018	$ 3.99	$ 3.99	OTC Markets Group Inc.
30 November 2017	$ 3.90	$ 3.90	OTC Markets Group Inc.
31 August 2017	$ 2.60	$ 2.60	OTC Markets Group Inc.
31 May 2017	$ 3.50	$ 2.35	Pink OTC Markets Inc.
28 February 2017	$ 2.60	$ 2.35	Pink OTC Markets Inc.

(b) Holders of Record

SPGX had 90 holders of record of SPGX's common shares as of December 31, 2018.

(c) Dividends

SPGX has declared no dividends on its common shares, and is not subject to any restrictions that limit its ability to pay dividends on its common shares. Dividends are declared at the sole discretion of SPGX's Board of Directors.

(d) Recent Sales of Unregistered Securities

There have been no sales of unregistered securities within the last three years that would be required to be disclosed pursuant to Item 701 of Regulation S-K, with the exception of the following:

March 13, 2017 – Acquisition of Mineral Claims

On March 13, 2017, the board of directors authorized the issuance of 1,250,000 restricted shares of common stock as consideration for the acquisition of 13 mineral claims valued at $3,750,000 (CDN$5,000,000). See Exhibit 10.2 - Property Purchase Agreement for more details. SPGX relied upon Section 4(2) of the Securities Act of 1933 to issue the restricted shares in a private transaction. The share certificate representing the shares has been legended with the applicable trading restrictions. On December 28, 2018, SPGX entered into an agreement and returned the claims to its original owner in exchange for the return of 1,052,631 shares of common stock for cancellation.

April 2017 - $3.00 Private Placement Offering

On April 6, 2017 the board of directors authorized the issuance of 13,332 restricted shares of common stock at an offering price of $3.00 per restricted share. SPGX raised $39,996 in cash in this offering, and issued an aggregate 13,332 restricted shares of common stock to two non-US subscribers outside the United States.

SPGX set the value of the restricted shares arbitrarily without reference to its assets, book value, revenues or other established criteria of value. All the restricted shares issued in this offering were issued for investment purposes in a "private transaction".

For the two non-US subscribers outside the United States in this one closing, SPGX relied upon Section 4(2) of the Securities Act of 1933 and Rule 903 of Regulation S promulgated pursuant to that Act by the Securities and Exchange Commission. Management is satisfied that SPGX complied with the requirements of the exemption from the registration and prospectus delivery of the Securities Act of 1933. The offerings were not public offerings and were not accompanied by any general advertisement or any general solicitation. SPGX received from each of the two subscribers a completed and signed subscription agreement containing certain representations and warranties, including, among others, that (a) the subscriber was not a U.S. person, (b) the subscriber subscribed for the shares for their own investment account and not on behalf of a U.S. person, and (c) there was no prearrangement for the resale of the shares with any buyer. No offer was made or accepted in the United States and the share certificates representing the shares were issued bearing a legend with the applicable trading restrictions.

June 23, 2017 – Acquisition of Lease Deposit

On June 23, 2017, the board of directors authorized the issuance of 400,000 restricted shares of common stock as consideration for the acquisition of a lease deposit for office space valued at $600,000. See Exhibit 10.3 - Deposit Agreement for more details. SPGX relied upon Section 4(2) of the Securities Act of 1933 to issue the restricted shares in a private transaction. The share certificate representing the shares has been legended with the applicable trading restrictions. On December 31, 2018, SPGX terminated the lease deposit for its office space and the 400,000 restricted shares were returned back for cancellation.

July 2017 - $3.50 Private Placement Offering

On July 3, 2017 the board of directors authorized the issuance of 31,128 restricted shares of common stock at an offering price of $3.50 per restricted share. SPGX raised $108,948 in cash in this offering, and issued an aggregate 31,128 restricted shares of common stock to four non-US subscribers outside the United States.

Also on July 6, 2017, the board of directors authorized the issuance of, as part of this same offering, 6,000 restricted shares of common stock as payment of $21,000 for shares in SP Group AG. See Exhibit 10.4 - Share purchase Agreement for more details.

Also on July 6, 2017, the board of directors authorized the issuance of, as part of this same offering, 10,000 restricted shares of common stock as settlement of $35,000 of debt owed to a creditor of the company, who had previously provided services to SPGX.

Also, on July 25, 2017 the board of directors authorized the issuance of, as part of this same offering, 78,761 restricted shares of common stock at an offering price of $3.50 per restricted share. SPGX raised $275,348 in cash in this offering, and issued an aggregate 78,671 restricted shares of common stock to 26 non-US subscribers outside the United States.

SPGX set the value of the restricted shares arbitrarily without reference to its assets, book value, revenues or other established criteria of value. All the restricted shares issued in this offering were issued for investment purposes in a “private transaction”.

For each of these closings, SPGX relied upon Section 4(2) of the Securities Act of 1933 and Rule 903 of Regulation S promulgated pursuant to that Act by the Securities and Exchange Commission. Management is satisfied that SPGX complied with the requirements of the exemption from the registration and prospectus delivery of the Securities Act of 1933. The offerings were not public offerings and were not accompanied by any general advertisement or any general solicitation. SPGX received from each of the subscribers a completed and signed subscription agreement containing certain representations and warranties, including, among others, that (a) the subscriber was not a U.S. person, (b) the subscriber subscribed for the shares for their own investment account and not on behalf of a U.S. person, and (c) there was no prearrangement for the resale of the shares with any buyer. No offer was made or accepted in the United States and the share certificates representing the shares were issued bearing a legend with the applicable trading restrictions.

July 2017 - $3.00 Debt Settlement

On July 31, 2017 the board of directors authorized the issuance of 101,778 restricted shares of common stock as settlement of an aggregate $305,331 of debt owed to six creditors of the company at a settlement price of $3.00 per restricted share. The $305,331 represented the principal and interest due and owing on outstanding loans. The 101,778 restricted shares of common stock were issued to six non-US creditors outside the United States.

SPGX set the value of the restricted shares arbitrarily without reference to its assets, book value, revenues or other established criteria of value. All the restricted shares issued in this settlement were issued for investment purposes in a “private transaction”.

For the six non-US creditors outside the United States in this one closing, SPGX relied upon Section 4(2) of the Securities Act of 1933 and Rule 903 of Regulation S promulgated pursuant to that Act by the Securities and Exchange Commission. Management is satisfied that SPGX complied with the requirements of the exemption from the registration and prospectus delivery of the Securities Act of 1933. The offerings were not public offerings and were not accompanied by any general advertisement or any general solicitation. SPGX received from each of the six subscribers a completed and signed debt settlement agreement containing certain representations and warranties, including, among others, that (a) the subscriber was not a U.S. person, (b) the subscriber subscribed for the shares for their own investment account and not on behalf of a U.S. person, and (c) there was no prearrangement for the resale of the shares with any buyer. No offer was made or accepted in the United States and the share certificates representing the shares were issued bearing a legend with the applicable trading restrictions.

August 1, 2017 – Services Agreement

On August 1, 2017, the board of directors authorized the issuance of 16,000 restricted shares of common stock as consideration for services to be provided by Dr. Philip Grothe in accordance with the terms and conditions of the Services Agreement. See Exhibit 10.7 - Services Agreement for more details. SPGX relied upon Section 4(2) of the Securities Act of 1933 to issue the restricted shares in a private transaction. The share certificate representing the shares has been legended with the applicable trading restrictions.

September 2017 - $3.50 Private Placement Offering

On September 21, 2017 the board of directors authorized the issuance of 40,609 restricted shares of common stock at an offering price of $3.50 per restricted share. SPGX raised $142,138 in cash in this offering, and issued an aggregate 40,609 restricted shares of common stock to 16 non-US subscribers outside the United States.

Also, on December 11, 2017 the board of directors authorized the issuance of, as part of this same offering, 1,000 restricted shares of common stock at an offering price of $3.50 per restricted share. SPGX raised $3,500 in cash in this offering, and issued an aggregate 1,000 restricted shares of common stock to one non-US subscriber outside the United States.

SPGX set the value of the restricted shares arbitrarily without reference to its assets, book value, revenues or other established criteria of value. All the restricted shares issued in this offering were issued for investment purposes in a "private transaction".

For the 17 non-US subscribers outside the United States in these two closings, SPGX relied upon Section 4(2) of the Securities Act of 1933 and Rule 903 of Regulation S promulgated pursuant to that Act by the Securities and Exchange Commission. Management is satisfied that SPGX complied with the requirements of the exemption from the registration and prospectus delivery of the Securities Act of 1933. The offerings were not public offerings and were not accompanied by any general advertisement or any general solicitation. SPGX received from each of the 17 subscribers a completed and signed subscription agreement containing certain representations and warranties, including, among others, that (a) the subscriber was not a U.S. person, (b) the subscriber subscribed for the shares for their own investment account and not on behalf of a U.S. person, and (c) there was no prearrangement for the resale of the shares with any buyer. No offer was made or accepted in the United States and the share certificates representing the shares were issued bearing a legend with the applicable trading restrictions.

December 2017 - $4.00 Private Placement Offering

On December 11, 2017 the board of directors authorized the issuance of 6,500 restricted shares of common stock at an offering price of $4.00 per restricted share. SPGX raised $26,000 in cash in this offering, and issued an aggregate 6,500 restricted shares of common stock to two non-US subscribers outside the United States.

SPGX set the value of the restricted shares arbitrarily without reference to its assets, book value, revenues or other established criteria of value. All the restricted shares issued in this offering were issued for investment purposes in a "private transaction".

For the two non-US subscribers outside the United States in this one closing, SPGX relied upon Section 4(2) of the Securities Act of 1933 and Rule 903 of Regulation S promulgated pursuant to that Act by the Securities and Exchange Commission. Management is satisfied that SPGX complied with the requirements of the exemption from the registration and prospectus delivery of the Securities Act of 1933. The offerings were not public offerings and were not accompanied by any general advertisement or any general solicitation. SPGX received from the each of the subscribers a completed and signed subscription agreement containing certain representations and warranties, including, among others, that (a) the subscriber was not a U.S. person, (b) the subscriber subscribed for the shares for their own investment account and not on behalf of a U.S. person, and (c) there was no prearrangement for the resale of the shares with any buyer. No offer was made or accepted in the United States and the share certificates representing the shares were issued bearing a legend with the applicable trading restrictions.

December 2017 - $4.00 Debt Settlement

In December 2017 the board of directors authorized the issuance of 25,000 restricted shares of common stock as settlement of $100,000 of debt owed to one creditor of SPGX at a settlement price of $4.00 per restricted share. The $100,000 represented the principal and interest due and owing on an outstanding loan related to the purchase of myfactor.ioAG.

SPGX set the value of the restricted shares arbitrarily without reference to its assets, book value, revenues or other established criteria of value. All the restricted shares issued in this settlement were issued for investment purposes in a “private transaction”.

For the issuance of the restricted shares to the creditor, SPGX relied upon Section 4(2) of the Securities Act of 1933. Management is satisfied that SPGX complied with the requirements of the exemption from the registration and prospectus delivery of the Securities Act of 1933. The offering was not a public offering and was not accompanied by any general advertisement or any general solicitation. The share certificates representing the shares were issued bearing a legend with the applicable trading restrictions.

January 30, 2018 – Acquisition of Falcon Projects AG

On January 30, 2018, the board of directors authorized the issuance of 10,000 restricted shares of common stock as consideration for the acquisition of 10 shares in the capital of Falcon Projects AG valued at $42,000. See Exhibit 10.11 - Share Purchase Agreement for more details. SPGX relied upon Section 4(2) of the Securities Act of 1933 to issue the restricted shares in a private transaction. The share certificate representing the shares has been legended with the applicable trading restrictions. SPGX subsequently sold all of the Falcon Projects AG shares for $11,000 on December 26, 2018.

May 25, 2018 – Acquisition of Gator Lotto App

On May 25, 2018, the board of directors authorized the issuance of 100,000 restricted shares of common stock as consideration for the acquisition of the Gator Lotto app from Global Gaming Media Inc., valued at $400,000. See Exhibit 10.12 - Asset Purchase Agreement for more details. SPGX relied upon Section 4(2) of the Securities Act of 1933 to issue the restricted shares in a private transaction. The share certificate representing the shares has been legended with the applicable trading restrictions.

December 2018 - $3.30 Debt Settlement

In December 2018 the board of directors authorized the issuance of 10,001 restricted shares of common stock as settlement of $33,001 of debt owed to two shareholders of SPGX at a price of $3.30 per restricted share. The $33,001 was out-of-pocket expenses that two shareholders paid on behalf of SPGX.

Currently, there are no outstanding options or warrants to purchase, or securities convertible into, shares of SPGX’s common shares.

(e) Penny Stock Rules

Trading in SPGX’s common shares is subject to the “penny stock” rules. The SEC has adopted regulations that generally define a penny stock to be any equity security that has a market price of less than $5.00 per share, subject to certain exceptions. These rules require that any broker-dealer who recommends SPGX’s common shares to persons other than prior customers and accredited investors, must, prior to the sale, make a special written suitability determination for the purchaser and receive the purchaser’s written agreement to execute the transaction. Unless an exception is available, the regulations require the delivery, prior to any transaction involving a penny stock, of a disclosure schedule explaining the penny stock market and the risks associated with trading in the penny stock market. In addition, broker-dealers must disclose commissions payable to both the broker-dealer and the registered representative and current quotations for the securities they offer. The additional burdens imposed upon broker-dealers by such requirements may discourage broker-dealers from effecting transactions in SPGX’s securities, which could severely limit their market price and liquidity of SPGX’s securities. The application of the “penny stock” rules may affect your ability to resell SPGX’s securities.

Item 6. Selected Financial Data.

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

Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations.

THE FOLLOWING PRESENTATION OF THE PLAN OF OPERATION OF SUSTAINABLE PROJECTS GROUP INC. SHOULD BE READ IN CONJUNCTION WITH THE AUDITED FINANCIAL STATEMENTS AND OTHER FINANCIAL INFORMATION INCLUDED HEREIN.

Overview

SPGX is a business development company engaged in project development and holdings through value based investments and collaborative partnerships with companies across sustainable sectors. It is continually evaluating and acquiring assets for holding and or development. SPGX initiated its goals by pursuing investment and partnerships amongst diversified holdings and companies globally. SPGX is currently involved in the following businesses: (1) Consulting Services; and (2) Collaborative partnerships.

Plan of Operation

SPGX's plan of operation for the next 12 months is to continue to evaluate and acquire assets and partnerships for holding or business development activities, and to collaborate, develop and create new assets with a continued focus on sustainability. SPGX is currently evaluating other projects to find attractive partnerships to expand SPGX's business development activities. Other projects of interest that management is currently researching are in the field of sustainability.

Accounting and Audit Plan

SPGX has retained a CPA to assist in the bookkeeping and organization of SPGX's financial records. SPGX's accountant is expected to charge SPGX approximately $20,000 to maintain SPGX's financial records for the next 12 months. SPGX's independent auditor is expected to charge approximately $3,500 to review each of SPGX's quarterly financial statements and approximately $28,000 to audit SPGX's annual financial statements. In the next 12 months, SPGX anticipates spending approximately $48,000 to pay for its accounting and audit requirements.

SEC Filing Plan

As a reporting company, SPGX is required to file documents with the US Securities and Exchange Commission on a quarterly basis. SPGX expects to incur filing costs of approximately $4,000 per quarter to support its quarterly and annual filings. In the next 12 months, SPGX anticipates spending approximately $16,000 for filing costs to pay for three quarterly filings and one annual filing.

As at December 31, 2018, SPGX had $249,675 cash and a working capital of $675,830. Accordingly, SPGX will require additional financing to fund its obligations as a reporting company under the *Securities Act of 1934* and its general and administrative expenses for the next 12 months.

Financial Condition

As at December 31, 2018, SPGX had a cash balance of $249,675, compared to a cash balance of $1,419 as of May 31, 2018 and cash balance of $161,096 as of May 31, 2017. Management will be able to better assess the anticipated revenues once the production of its holding starts in 2020. If additional funds are required, additional funding will come from equity financing from the sale of SPGX's common shares or from debt financing. If SPGX is successful in completing an equity financing, existing shareholders will experience dilution of their interest in SPGX. Management cannot provide investors with any assurance that SPGX will be able to raise sufficient funding from the sale of its common shares or from debt financing to fund its plan of operations. In the absence of any required funding, SPGX will not be able to execute its plan of operation and its business plan will fail. Even if SPGX is successful in obtaining the required financing and executes its plan of operation, if SPGX does not continue to obtain additional financing, it will be forced to abandon its business and plan of operations.

Based on the nature of SPGX's business, management anticipates incurring operating losses in the foreseeable future. Management bases this expectation, in part, on the fact that SPGX will continue to acquire business assets. SPGX's future financial results are also uncertain due to a number of factors, some of which are outside its control. These factors include, but are not limited to:

- SPGX's ability to raise additional funding; and
- The ability to find new projects;
- The cost of maintaining or developing current assets.

Due to SPGX's lack of operating history and present inability to generate consistent revenues, SPGX's auditors have stated their opinion that there currently exists a substantial doubt about SPGX's ability to continue as a going concern

Liquidity and Capital Resources

As of December 31, 2018, SPGX had total assets of $2,188,730, and a working capital of $675,830, compared with a working capital of $976,589 as of May 31, 2018 and a working capital deficit of $213,788 as of May 31, 2017. The increase in the working capital was primarily due to current assets received through issuance of common stock and notes payable converted to common stock. The assets primarily consisted of $249,675 in cash and $596,535 in other receivables from a related party.

Net Cash Used in Operating Activities

During the transition period from June 1, 2018 to December 31, 2018, net cash used in operating activities was $382,399 compared with ($238,861) for the same period to December 31, 2017, ($303,012) for the fiscal year ended May 31, 2018 and ($38,399) for the fiscal year ended May 31, 2017. The increase in cash used in operating activities is related to costs incurred to maintain the operations of the Company and the costs of setting up the two joint ventures.

Net Cash Used in Investing Activities

During the transition period from June 1, 2018 to December 31, 2018 net cash used in investing activities was $704,020 as compared with cash flow from investing activities of $238,861 for the same period ended December 31, 2017, and $452,996 for the fiscal year ended May 31, 2018. The net cash used in investing activities was primarily due to the acquisition of assets and proceeds from the sale of investments.

Net Cash Generated from Financing Activities

During the transition period from June 1, 2018 to December 31, 2018 net cash flows provided from financing activities was $1,334,675 as compared with financing activities of $566,830 for the same period ended December 31, 2017, $596,331 for the fiscal year ended May 31, 2018 and $199,495 for the fiscal year ended May 31, 2017. The $1,334,675 is the total non controlling interest from the two joint ventures. The prior periods net cash used in financing activities was due to proceeds from issuance of common shares and proceeds from notes payable.

Results of Operation for the transition period from June 1, 2018 to December 31, 2018

SPGX had operating revenues of $278,500 during the transition period from June 1, 2018 to December 31, 2018 as compared with operating revenues of $30,000 for the same period ended December 31, 2017, $65,000 for the fiscal year ended May 31, 2018 and $5,000 for the fiscal year ended May 31, 2017. The increase in revenues were primarily generated from providing services to a related party for research activities relating to the development of new products, services or techniques and providing due diligence and market analysis reporting.

There were substantial changes between the transition period from June 1, 2018 to December 31, 2018 and its fiscal years ended May 31, 2018 and May 31, 2017. SPGX changed its business focus to pursue investments, partnerships and collaboration across sustainable sectors. SPGX plans to establish strategic business projects in sustainable fields. With the new acquisitions of assets and investments and hire of new employees, SPGX expected the increase in operation expenditures to develop and build the business. At the same time, SPGX continued success and existence will be impacted if SPGX is not able to obtain enough capital through the services it provides or obtain enough capital through additional equity financing.

References to the discussion below to fiscal 2018 are to SPGX's transition period from June 1, 2018 to December 31, 2018 and its fiscal year ended on May 31, 2018. References to fiscal 2017 are to SPGX's fiscal year ended May 31, 2017.

	For the seven months ended December 31, 2018	For the year ended May 31, 2018	For the seven months ended December 31, 2017	For the year ended May 31, 2017
Revenues				
Revenues	$ 278,500	$ 65,000	$ 30,000	$ 5,000
Operating Expenses				
Administrative and other operating expenses	$ 57,721	$ 36,500	$ 21,383	$ 23,719
Advertising and Promotion	9,616	4,763	3,765	5,559
Depreciation	4,962	3,208	1,458	-
Consulting fees	49,500	42,000	24,500	-
Management fees	56,090	88,040	70,100	3,625
Professional fees	129,150	113,346	71,514	58,154
Rent	12,279	3,250	2,000	750
Salaries and wages	173,805	-	-	-
Travel	27,423	-	-	-
Amortized right of use assets	24,117	-	-	-
Loss/Gain on disposition of assets	1,069	30,596	-	-
Loss on debt extinguishment	-	76,334	76,334	-
Loss on acquisition of deposit	-	779,278	779,278	-
Total Expenses	$ 545,732	$ 1,177,315	$ 1,050,332	$ 91,807
Operating income/loss before interest expense and impairment	(267,232)	(1,112,315)	(1,020,332)	(86,807)
Other interest income	4,229	6,463	2,973	-
Interest expense	-	(2,727)	(2,727)	(14,478)
Impairment	(168,000)	(307,318)	-	-
Operating loss before income taxes	$ (431,003)	$ (1,415,897)	$ (1,020,086)	$ (101,285)

General and Administrative

General and administrative expenses are the general office and operational expenses of SPGX. They include, but not limited to, bank charges, general office expenses, and filing and transfer agent fees.

Off-Balance Sheet Arrangements

SPGX has no off-balance sheet arrangements including arrangements that would affect its liquidity, capital resources, market risk support and credit risk support or other benefits.

Material Commitments for Capital Expenditures

SPGX had no contingencies or long-term commitments at December 31, 2018.

Tabular Disclosure of Contractual Obligations

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

Significant Accounting Policies

SPGX's financial statements and accompanying notes are prepared in accordance with generally accepted accounting principles in the United States. Preparing financial statements requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenue, and expenses. These estimates and assumptions are affected by management's application of accounting policies. Management believes that understanding the basis and nature of the estimates and assumptions involved with the following aspects of SPGX's financial statements is critical to an understanding of SPGX's financial statements.

Going Concern

SPGX has limited operations and has sustained operating losses resulting in a deficit. In view of these matters, realization values may be substantially different from carrying values as shown. SPGX has accumulated a deficit of $2,108,371 since inception and has yet to achieve profitable operations and further losses are anticipated in the development of its business. SPGX's ability to continue as a going concern is dependent upon its ability to generate future profitable operations and/or obtain the necessary financing to meet its obligations when they come due. The financial statements do not include any adjustments that might result from the outcome of this uncertainty. SPGX has $249,675 cash on hand as at December 31, 2018. Cash provided by operations was $952,276 for the seven-month period ended December 31, 2018. Therefore, SPGX will need to raise additional cash in order to fund ongoing operations over the next 12-month period. SPGX may seek additional equity as necessary and it expects to raise funds through private or public equity investment in order to support existing operations and expand the range of its business. There is no assurance that such additional funds will be available for SPGX on acceptable terms, if at all.

Equity Investments

SPGX invests in equity securities of public and non-public companies for business and strategic purposes. Investments in public companies are carried at fair value based on quoted market prices. Investments in equity securities without readily determinable fair values are carried at cost, minus impairment, if any. SPGX reviews its equity securities without readily determinable fair values on a regular basis to determine if the investment is impaired. For purposes of this assessment, SPGX considers the investee's cash position, earnings and revenue outlook, liquidity and management ownership, and among other factors in its review. If management's assessment indicates that an impairment exists, SPGX estimates the fair value of the equity investment and recognizes in current earnings an impairment loss that is equal to the difference between the fair value of the equity investment and its' carrying amount.

Foreign currency translations

SPGX maintains an office in Naples, Florida. The functional currency of SPGX is the U.S. Dollar. At the transaction date, each asset, liability, revenue and expense is translated into U.S. dollars by the use of the exchange rate in effect at that date. At the period end, monetary assets and liabilities are re-measured by using the exchange rate in effect at that date.

Accounts Receivables

Trade accounts receivable are stated at the amount SPGX expects to collect. Management considers the following factors when determining the collectability of specific customer accounts: customer credit worthiness, past transaction history, current economic industry trends and changes in customer payment terms. Past due balances over 90 days and other higher risk amounts are reviewed individually for collectability. Based on the management's assessment, SPGX provides for estimated uncollectible amounts through a charge to earnings and a credit to a valuation allowance. Balances that remain outstanding after SPGX has used reasonable collection efforts are written off through a charge to the valuation allowance and a credit to accounts receivable. There are no receivables considered uncollectible as of December 31, 2018.

Stock based compensation

SPGX follows the guideline under ASC 718, Stock Compensation. The standard provides that for all stock based compensation plans, including employee stock options, restricted stock, employee stock purchase plans and stock appreciation rights, which requires that all share-based payments to both employees and directors be recognized in the income statement based on their fair values. For non-employees stock based compensation, SPGX applies ASC 505 Equity-Based Payments to Non-employees. This standard provides that all stock based compensation related to non-employees be measured at the fair value of the consideration received or the fair value of the equity instruments issued, whichever can be most reliably be measured or determinable.

Revenue Recognition

In May 2014, the FASB issued guidance on the recognition of Revenue from Contracts with Customers. The core principle of the guidance is that a company should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration which the company expects to receive in exchange for those goods or services. To achieve this core principle, the guidance provides a five-step analysis of transactions to determine when and how revenue is recognized. The guidance addresses several areas including transfer of control, contracts with multiple performance obligations, and costs to obtain and fulfill contracts. The guidance also requires additional disclosure about the nature, amount, timing, and uncertainty of revenue and cash flows arising from customer contracts, including significant judgments and changes in judgments and assets recognized from costs incurred to obtain or fulfill a contract.

The Company adopted the ASC Topic 606, Revenue from Contracts with Customers ("ASC 606"), from June 01, 2018 using the modified retrospective method. Revenues for the year ended December 31, 2018 were not adjusted. The adoption of Topic 606 did not have a material impact to the Company's financial statements. The Company recognizes revenue when the Company transfers promised services to the customer. The performance obligation is the monthly services rendered. The Company has one main revenue source which is providing consulting services. Accordingly, the Company recognizes revenue from consulting services when the Company's performance obligation is complete. Where there is a contract for services, the Company performs the obligations and bills monthly for its services as rendered. Where there is no contract, the Company performs the obligation and/or service and recognize revenues as provided. Even though the Company entered into contract with the customer, the contract could be terminated at any time with notice. The Company may receive payments from customers in advance of the satisfaction of performance obligations for services. These advance payments are recognized as deferred revenue until the performance obligations are completed and then, recognized as revenues. The Company has one contract with one related party customer where a time period required for notice of termination. Termination penalties are non-substantive and can be performed by either party. As at December 31, 2018, all of the revenues were from related parties.

Operating Leases

In February 2016, the FASB issued ASU 2016-02, Leases ("Topic 842"). The new standard establishes a right-of-use model that requires a lessee to record a right-of-use asset and a lease liability on the balance sheet for all leases with terms longer than 12 months. For leases with an initial term of 12 months or less, a lessee is permitted to make an accounting policy election by class of underlying asset not to recognize lease assets and lease liabilities. If a lessee makes this election, it should recognize lease expense for such leases generally on a straight-line basis over the term of the lease. Leases will be classified as either finance or operating, with classification affecting the pattern of expense recognition. Similarly, lessors will be required to classify leases as sales-type, finance or operating, with classification affecting the pattern of income recognition. Classification for both lessees and lessors will be based on an assessment of whether risks and rewards as well as substantive control have been transferred through a lease contract. The new standard is effective for fiscal years beginning after December 15, 2018, including interim periods within those fiscal years, with early adoption permitted. SPGX adopted the new standard June 01, 2018. SPGX will also elect to not recognize lease assets and lease liabilities for leases with an initial term of 12 months or less.

Recently issued accounting pronouncements:

In June 2016, the FASB issued ASU 2016-13, "Financial Instruments – Credit Losses". The provision sets forth a "current expected credit loss" (CECL) model which requires SPGX to measure all expected credit losses for financial instruments held at the reporting date based on historical experience, current conditions, and reasonable supportable forecasts. This replaces the existing incurred loss model and is applicable to the measurement of credit losses on financial assets measured at amortized cost and applies to some off-balance sheet credit exposures. This provision is effective for fiscal years beginning after December 15, 2019, including interim periods within those fiscal years, with early adoption permitted. Recently, the FASB is expected to issue the final ASU to delay adoption for smaller reporting companies to calendar year 2023. SPGX is currently evaluating the impact of adopting this guidance.

In June 2018, the FASB issued ASU No. 2018-07, "Compensation – Stock Compensation (Topic 718), Improvements to Nonemployee Share-Based Payment Accounting", which is intended to improve the usefulness of the information provided to the users of financial statements while reducing cost and complexity in financial reporting. Under the new standard, nonemployee share-based payment awards within the scope of Topic 718 are measured at grant-date fair value of the equity instruments that an entity is obligated to issue when conditions necessary to earn the right to benefit from the instruments have been satisfied. These equity-classified nonemployee share-based payment awards are measured at the grant date. Consistent with the accounting for employee share-based payment awards, an entity considers the probability of satisfying performance conditions when nonemployee share-based payment awards contain such conditions. The new standard also eliminates the requirement to reassess classification of such awards upon vesting. The new standard is effective for annual periods, and interim periods within those annual periods, beginning after December 15, 2018. The adoption of this new standard does not have an impact on SPGX's financial statements.

SPGX adopts new pronouncements relating to generally accepted accounting principles applicable to SPGX as they are issued, which may be in advance of their effective date. Management does not believe that any pronouncement not yet effective but recently issued would, if adopted, have a material effect on the accompanying financial statements.

Item 7A. Quantitative and Qualitative Disclosures About Market Risk.

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

Item 8. Financial Statements and Supplementary Data.

SUSTAINABLE PROJECTS GROUP INC.

Financial Statements

FOR THE SEVEN MONTHS ENDED DECEMBER 31, 2018 AND DECEMBER 31, 2017 AND FOR THE YEARS ENDED MAY 31, 2018 AND MAY 31, 2017

INDEX TO THE CONSOLIDATED FINANCIAL STATEMENTS

SUSTAINABLE PROJECTS GROUP INC.
Consolidated Financial Statements
For the seven months ended December 31, 2018 and 2017 and
For the years ended May 31, 2018 and May 31, 2017
(Stated in US Dollars)

FRUCI & ASSOCIATES II
A Professional Limited Liability Company

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Stockholders of Sustainable Projects Group, Inc.

Opinion on the Financial Statements

We have audited the accompanying consolidated balance sheets of Sustainable Projects Group, Inc. as of December 31, 2018 and May 31, 2018, and the related consolidated statements of operations and comprehensive loss, stockholders' equity, and cash flows for the seven months ended December 31, 2018 and the year ended May 31, 2018, and the related notes (collectively referred to as the financial statements). In our opinion, the financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2018 and May 31, 2018, and the results of its operations and its cash flows for the for the seven months ended December 31, 2018 and the year ended May 31, 2018, in conformity with accounting principles generally accepted in the United States of America.

Going Concern

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. As discussed in Note 2 to the financial statements, the Company has an accumulated deficit, net losses, and negative cash flows from operations. These factors raise substantial doubt about the Company's ability to continue as a going concern. Management's plans in regard to these matters are also described in Note 2. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

Basis for Opinion

These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's financial statements based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (PCAOB) and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. As part of our audits, we are required to obtain an understanding of internal control over financial reporting, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion.

Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

Fruci & Associates II, PLLC

We have served as the Company's auditor since 2018.

Spokane, Washington
November 25, 2019

Report of Independent Registered Public Accounting Firm

To the Board of Directors and Stockholders of Sustainable Petroleum Group Inc.:

We have audited the accompanying balance sheet of Sustainable Petroleum Group Inc. (the "Company") as of May 31, 2017, and the related statements of operations, stockholders' deficit and comprehensive income and cash flows for the year then ended. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audit included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Sustainable Petroleum Group, Inc. as of May 31, 2017 and the results of its operations and its cash flows for the year then ended in conformity with accounting principles generally accepted in the United States of America.

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. As discussed in Note 2 to the financial statements, the Company has incurred recurring losses and has an accumulated deficit of $330,382 as at May 31, 2017. These factors raise substantial doubt about the Company's ability to continue as a going concern. Management's plans regarding these matters are described in Note 2. These financial statements do not include any adjustments that might result from the outcome of this uncertainty.

MNP LLP

Toronto, Ontario
August 29, 2017

Chartered Professional Accountants
Licensed Public Accountants

SUSTAINABLE PROJECTS GROUP INC.
CONSOLIDATED BALANCE SHEETS

As at	December 31, 2018	May 31, 2018	May 31, 2017
ASSETS			
Current Assets:			
Cash and cash equivalents	$ 249,675	$ 1,419	$ 161,096
Other receivables – related party - Note 4	596,535	447,400	-
Interest receivables – Note 4	10,692	6,463	-
Investments – Note 5	-	26,750	-
Prepaid expenses and deposits – Note 6	34,160	611,250	6,917
	891,062	1,093,282	168,013
Long Term Assets:			
Note Receivable – Note 4	200,000	200,000	-
ROU Asset – lease – Note 7	137,819	-	-
Office Equipment – Note 7	11,561	-	-
Leasehold improvements – Note 7	5,288	2,041	-
Mineral properties – Note 8	-	3,473,682	3,750,000
Intangible assets – Note 9	943,000	400,000	-
TOTAL ASSETS	$ 2,188,730	$ 5,169,005	$ 3,918,013
LIABILITIES AND STOCKHOLDERS' EQUITY			
LIABILITIES			
CURRENT LIABILITIES:			
Accounts payable and accrued liabilities – Note 10	$ 149,605	$ 68,949	$ 38,072
Amount due to directors – Note 14	1,200	12,911	1,293
Amount due to shareholders – Note 14	12,068	9,833	9,833
Lease liability - Note 7	52,359	-	-
Deferred revenue – Note 14	-	25,000	30,000
Notes payable – Note 11	-	-	253,901
Interest payable	-	-	48,702
TOTAL CURRENT LIABILITIES	215,232	116,693	381,801
LONG TERM LIABILITIES			
Obligations under operating lease - Note 7	$ 70,195	$ -	$ -
TOTAL LONG TERM LIABILITIES	$ 70,195	$ -	$ -
TOTAL CURRENT AND LONG TERM LIABILITIES	$ 285,427	$ 116,693	$ 381,801
Commitments and Contingencies	$ -	$ -	$ -
STOCKHOLDERS' EQUITY			
Common Stock – Note 12 Par Value: $0.0001 Authorized 500,000,000 shares Common Stock Issued: 7,647,388 (May 31, 2018 - 9,090,018) (May 31, 2017 - 8,263,332)	$ 765	$ 909	$ 826
Additional Paid in Capital	2,745,145	6,797,682	3,806,170
Shares subscribed	-	-	59,598
Accumulated Deficit	(2,108,371)	(1,746,279)	(330,382)
Non-controlling interest – Note 13	1,265,764	-	-
TOTAL STOCKHOLDERS' EQUITY	1,903,303	5,052,312	3,536,212
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	$ 2,188,730	$ 5,169,005	$ 3,918,013

See accompanying notes to the consolidated financial statements

SUSTAINABLE PROJECTS GROUP INC.
CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE LOSS

	For the seven months ended December 31, 2018	For the year ended May 31, 2018	For the seven months ended December 31, 2017	For the year ended May 31, 2017
Revenues				
Revenues	$ 278,500	$ 65,000	$ 30,000	$ 5,000
Operating Expenses				
Administrative and other operating expenses	$ 57,721	$ 36,500	$ 21,383	$ 23,719
Advertising and Promotion	9,616	4,763	3,765	5,559
Depreciation	4,962	3,208	1,458	-
Consulting fees	49,500	42,000	24,500	-
Management fees	56,090	88,040	70,100	3,625
Professional fees	129,150	113,346	71,514	58,154
Rent	12,279	3,250	2,000	750
Salaries and wages	173,805	-	-	-
Travel	27,423	-	-	-
Amortized right of use assets	24,117	-	-	-
Loss/Gain on disposition of assets	1,069	30,596	-	-
Loss on debt extinguishment	-	76,334	76,334	-
Loss on acquisition of deposit	-	779,278	779,278	-
Total Expenses	$ 545,732	$ 1,177,315	$ 1,050,332	$ 91,807
Operating income/loss before interest expense and impairment	(267,232)	(1,112,315)	(1,020,332)	(86,807)
Other interest income	4,229	6,463	2,973	-
Interest expense	-	(2,727)	(2,727)	(14,478)
Impairment	(168,000)	(307,318)	-	-
Operating loss before income taxes including non controlling interests	$ (431,003)	$ (1,415,897)	$ (1,020,086)	$ (101,285)
Income Taxes	-	-	-	-
Net income/loss attributed to non-controlling interest	68,911	-	-	-
Net loss and comprehensive loss	$ (362,092)	$ (1,415,897)	$ (1,020,086)	$ (101,285)
Loss per share of common stock				
-Basic and diluted	$ (0.040)	$ (0.160)	$ (0.116)	$ (0.014)
Weighted average no. of shares of common stock				
-Basic and diluted	9,090,018	8,868,720	8,803,075	7,247,087

See accompanying notes to the consolidated financial statements

SUSTAINABLE PROJECTS GROUP INC.

CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY
For the Seven Months Ended December 31, 2018 and December 31, 2017, and for the Years Ended May 31, 2018 and May 31, 2017

For December 31, 2018	*Common Shares*	*par value at $0.0001 Amount*	*Additional Paid-in Capital*	*Shares Subscribed*	*Accumulated Deficit*	*Non - Controlling Interests*	*Total*
Balance, May 31, 2018	9,090,018	$ 909	$ 6,797,682	$ -	$ (1,746,279)	$ -	$ 5,052,312
Net loss and comprehensive loss	-	-	-	-	(13,739)	-	(13,739)
Balance, August 31, 2018	9,090,018	$ 909	$ 6,797,682	$ -	$ (1,760,018)	$ -	$ 5,038,573
Non-controlling interests	-	-	-	-	-	884,675	884,675
Net loss and comprehensive loss	-	-	-	-	(250,460)	(57,305)	(307,765)
Balance, November 30, 2018	9,090,018	$ 909	$ 6,797,682	$ -	$ (2,010,478)	$ 827,370	$ 5,615,483
Shares cancelled for disposal of assets	(400,000)	(40)	(611,960)	-	-	-	(612,000)
Shares issued at $3.30 per share for debts	10,001	1	33,000	-	-	-	33,001
Shares cancelled for disposal of assets	(1,052,631)	(105)	(3,473,577)	-	-	-	(3,473,682)
Non-controlling interests	-	-	-	-	-	450,000	450,000
Net loss and comprehensive loss	-	-	-	-	(97,893)	(11,606)	(109,499)
Balance, December 31, 2018	7,647,388	$ 765	$ 2,745,145	$ -	$ (2,108,371)	$ 1,265,764	$ 1,903,303

See accompanying notes to the consolidated financial statements

SUSTAINABLE PROJECTS GROUP INC.

CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY
For the Seven Months Ended December 31, 2018 and December 31, 2017, and for the Years Ended May 31, 2018 and May 31, 2017

For May 31, 2018	*Common Shares*	*par value at $0.0001 Amount*	*Additional Paid-in Capital*	*Shares Subscribed*	*Accumulated Deficit*	*Total*
Balance, May 31, 2017	8,263,332	$ 826	$ 3,806,170	$ 59,598	$ (330,382)	$ 3,536,212
Shares issued at $3.50 per share for assets	400,000	40	1,399,960	-	-	1,400,000
Shares issued at $3.50 per share for assets	6,000	1	20,999	-	-	21,000
Shares issued at $3.50 per share	31,128	3	108,945	(59,598)	-	49,350
Shares issued at $3.50 per share for leasehold improvements	10,000	1	34,999	-	-	35,000
Shares issued at $3.50 per share	78,671	8	275,340	-	-	275,348
Shares issued at $3.00 per share for debts	101,778	10	381,658	-	(76,334)	305,334
Shares issued at $3.50 per share for services	16,000	2	55,998	-	-	56,000
Subscriptions received at $3.50 per share	-	-	-	107,131	-	107,131
Net loss and comprehensive loss	-	-	-	-	(869,406)	(869,406)
Balance, August 31, 2017	8,906,909	$ 891	$ 6,084,069	$ 107,131	$ (1,276,122)	$ 4,915,969
Shares issued at $3.50 per share	40,609	4	142,127	(107,131)	-	35,000
Subscriptions received at $3.50 per share	-	-	-	3,500	-	3,500
Subscriptions received at $4.00 per share	-	-	-	20,000	-	20,000
Net loss and comprehensive loss	-	-	-	-	(73,723)	(73,723)
Balance, November 30, 2017	8,947,518	$ 895	$ 6,226,196	$ 23,500	$ (1,349,845)	$ 4,900,746
Shares issued at $3.50 per share	1,000	-	3,500	(3,500)	-	-
Shares issued at $4.00 per share	5,000	-	20,000	(20,000)	-	-
Shares issued at $4.20 per share for assets	10,000	1	41,999	-	-	42,000
Subscriptions received at $4.00 per share	-	-	-	6,000	-	6,000
Shares to be issued at $4.00 for debts	-	-	-	100,000	-	100,000
Net loss and comprehensive loss	-	-	-	-	(311,822)	(311,822)
Balance, February 28, 2018	8,963,518	$ 896	$ 6,291,695	$ 106,000	$ (1,661,667)	$ 4,736,924
Shares issued at $4.00 per share	1,500	-	6,000	(6,000)	-	-
Shares issued at $4.00 for debts	25,000	3	99,997	(100,000)	-	-
Shares issued at $4.00 for assets	100,000	10	399,990	-	-	400,000
Net loss and comprehensive loss	-	-	-	-	(84,612)	(84,612)
Balance, May 31, 2018	9,090,018	$ 909	$ 6,797,682	$ -	$ (1,746,279)	$ 5,052,312

See accompanying notes to the consolidated financial statements

SUSTAINABLE PROJECTS GROUP INC.

CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY
For the Seven Months Ended December 31, 2018 and December 31, 2017, and for the Years Ended May 31, 2018 and May 31, 2017

For December 31, 2017	*Common Shares*	*par value at $0.0001 Amount*	*Additional Paid-in Capital*	*Shares Subscribed*	*Accumulated Deficit*	*Total*
Balance, May 31, 2017	8,263,332	$ 826	$3,806,170	$ 59,598	$ (330,382)	$3,536,212
Shares issued at $3.50 per share for assets	400,000	40	1,399,960	-	-	1,400,000
Shares issued at $3.50 per share for assets	6,000	1	20,999	-	-	21,000
Shares issued at $3.50 per share	31,128	3	108,945	(59,598)	-	49,350
Shares issued at $3.50 per share for services	10,000	1	34,999	-	-	35,000
Shares issued at $3.50 per share	78,671	8	275,340	-	-	275,348
Shares issued at $3.00 per share for debts	101,778	10	381,658	-	(76,334)	305,334
Shares issued at $3.50 per share for services	16,000	2	55,998	-	-	56,000
Subscriptions received at $3.50 per share	-	-	-	107,131	-	107,131
Net loss and comprehensive loss	-	-	-	-	(869,406)	(869,406)
Balance, August 31, 2017	8,906,909	$ 891	$6,084,069	$ 107,131	$ (1,276,122)	$4,915,969
Shares issued at $3.50 per share	40,609	4	142,127	(107,131)	-	35,000
Subscriptions received at $3.50 per share	-	-	-	3,500	-	3,500
Subscriptions received at $4.00 per share	-	-	-	20,000	-	20,000
Net loss and comprehensive loss	-	-	-	-	(73,723)	(73,723)
Balance, November 30, 2017	8,947,518	$ 895	$6,226,196	$ 23,500	$ (1,349,845)	$4,900,746
Shares issued at $3.50 per share	1,000	-	3,500	(3,500)	-	-
Shares issued at $4.00 per share	5,000	-	20,000	(20,000)	-	-
Shares to be issued at $4.00 for debts	-	-	-	100,000	-	100,000
Net loss and comprehensive loss	-	-	-	-	(624)	(624)
Balance, December 31, 2017	8,953,518	$ 895	$6,249,696	$ 100,000	$ (1,350,469)	$5,000,122

See accompanying notes to the consolidated financial statements

SUSTAINABLE PROJECTS GROUP INC.

CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY
For the Seven Months Ended December 31, 2018 and December 31, 2017, and for the Years Ended May 31, 2018 and May 31, 2017

For May 31, 2017	*Common Shares*	*par value at $0.0001 Amount*	*Additional Paid-in Capital*	*Shares Subscribed*	*Accumulated Deficit*	*Total*
Balance, May 31, 2016	7,000,000	$ 700	$ 16,300	$ -	$ (229,097)	$ (212,097)
Net loss and comprehensive loss	-	-	-	-	(19,732)	(19,732)
Balance, August 31, 2016	7,000,000	$ 700	$ 16,300	$ -	$ (248,829)	$ (231,829)
Net loss and comprehensive loss	-	-	-	-	(26,265)	(26,265)
Balance, November 30, 2016	7,000,000	$ 700	$ 16,300	$ -	$ (275,094)	$ (258,094)
Net loss and comprehensive loss	-	-	-	-	(8,188)	(8,188)
Balance, February 28, 2017	7,000,000	$ 700	$ 16,300	$ -	$ (283,282)	$ (266,282)
Shares issued at $3.00 per share	1,250,000	125	3,749,875	-	-	3,750,000
Shares issued at $3.00 per share	13,332	1	39,995	-	-	39,996
Shares subscribed at $3.50 per share	-	-	-	59,598	-	59,598
Net loss and comprehensive loss	-	-	-	-	(47,100)	(47,100)
Balance, May 31, 2017	8,263,332	$ 826	$ 3,806,170	$ 59,598	$ (330,382)	$ 3,536,212

See accompanying notes to the consolidated financial statements

SUSTAINABLE PROJECTS GROUP INC.

CONSOLIDATED STATEMENTS OF CASH FLOWS

	For the seven months ended Dec 31 2018	For the year ended May 31 2018	For the seven months ended Dec 31 2017	For the year ended May 31 2017
Cash Flows from operating activities:				
Net loss and comprehensive loss Including non controlling interests	$ (431,003)	$ (1,415,897)	$ (1,020,086)	$ (101,285)
Adjustments to reconcile net income(loss) to net cash used in operating activities:				
Loss on debt extinguishment	-	76,334	76,334	-
Loss on acquisition of deposit	-	779,278	779,278	-
Loss on disposition of asset	-	29,750	-	-
Gain on disposition of asset	-	846	-	-
Impairment on mineral properties	-	276,318	-	-
Impairment on intangible asset	168,000	-	-	-
Impairment on investments	-	31,000	-	-
Depreciation	4,962	3,208	1,458	-
Interest on receivables	(4,229)	(6,463)	(2,972)	-
Lease interest	1,552	-	-	-
Amortization of ROU asset - Vehicle	6,154	-	-	-
Amortization of ROU asset - Office lease	17,963	-	-	-
Shares for accounts payable	33,001	-	-	-
Shares for services	-	56,000	56,000	-
Changes in current assets and liabilities				
Prepaid expenses	(34,910)	16,389	26,180	(6,917)
Other receivables	(149,135)	(190,000)	(190,000)	-
Right of Use Asset - vehicle	(22,724)	-	-	-
Accounts payable and accrued expenses	80,656	30,877	30,385	22,200
Amount due to directors	-	11,618	-	1,293
Amount due to shareholders	(9,476)	-	1,832	1,832
Deferred revenue	(25,000)	(5,000)	-	30,000
Payment of lease liability	(18,210)	-	-	-
Interest payable	-	2,730	2,730	14,478
Net cash used in operating activities	$ (382,399)	$ (303,012)	$ (238,861)	$ (38,399)
Cash Flows from investing activities:				
Note receivables	-	(200,000)	(200,000)	-
Acquisition of assets	(730,770)	(258,996)	(258,996)	-
Proceeds from sale of investment	26,750	6,000	-	-
Net Cash used in investing activities	$ (704,020)	$ (452,996)	$ (458,996)	$ -
Cash Flows from financing activities:				
Proceeds from issuance of common stock	-	496,331	466,830	39,996
Shares to be issued	-	-	-	59,598
Proceeds from notes payable	-	100,000	100,000	99,901
Non controlling interest	1,334,675	-	-	-
Net Cash provided by financing activities	$ 1,334,675	$ 596,331	$ 566,830	$ 199,495
Net (decrease) increase in cash and cash equivalents	248,256	(159,677)	(131,027)	161,096
Cash and cash equivalents at beginning of period	1,419	161,096	161,096	-
Cash and cash equivalents at end of period	$ 249,675	$ 1,419	$ 30,069	$ 161,096
Supplement Disclosures				
Cash paid for:				
Interest	$ -	$ -	$ -	$ 14,478
Taxes	$ -	$ -	$ -	$ -
Non-cash Financing and Investing Activities				
Common stock issued for mineral rights	$ -	$ -	$ -	$ 3,750,000
Common stock issued for deposit on lease	-	1,400,000	1,400,000	-
Common stock issued for leasehold improvements	-	35,000	35,000	-
Common stock issued for investments	-	463,000	21,000	-

Common stock issued for debts	-	405,334	305,334	-
Accounts receivable issued for sale of investment	-	257,400	-	-
Common stock cancelled for mineral rights	(3,473,682)	-	-	-
Common stock cancelled for deposit on lease	(612,000)	-	-	-

See accompanying notes to the consolidated financial statements

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
December 31, 2018

1. Organization and Nature of Operations

Sustainable Projects Group Inc. ("the Company") was incorporated in the State of Nevada, USA on September 4, 2009 as Blue Spa Incorporated which was engaged in the development of an internet based retailer of a multi-channel concept combining a wholesale distribution with a retail strategy relating to the quality personal care products, fitness apparel and related accessories. On December 19, 2016, the Company amended its name from "Blue Spa Incorporated" to "Sustainable Petroleum Group Inc." On September 6, 2017, the Company obtained a majority vote from its shareholders to amend the Company's name from "Sustainable Petroleum Group Inc." to "Sustainable Projects Group Inc." to better reflect the business it has undertaken. The name change was effective on October 20, 2017.

The Company is a multinational business development company that pursue investments and partnerships with companies across sustainable sectors. It is continually evaluating and acquiring assets for holding and/or for development. The Company is involved in mineral exploration, consulting services and collaborative partnerships.

The Company has changed its year end to December 31.

2. Going Concern

These consolidated financial statements have been prepared in conformity with generally accepted accounting principles in the United States or "GAAP", which contemplate continuation of the Company as a going concern. However, the Company has limited operations and has sustained operating losses resulting in a deficit. In view of these matters, realization of a major portion of the assets in the accompanying balance sheet is dependent upon the continued operations of the Company, which in turn is dependent upon the Company's ability to meet its financing requirements, and the success of its future operations.

The Company has accumulated a deficit of $2,108,371 since inception and has yet to achieve profitable operations and further losses are anticipated in the development of its business. The Company's ability to continue as a going concern is in substantial doubt and is dependent upon obtaining additional financing and/or achieving a sustainable profitable level of operations. The consolidated financial statements do not include any adjustments that might result from the outcome of this uncertainty.

The Company has $249,675 cash on hand as at December 31, 2018. Cash used in operations was $382,399 for the seven month period ended December 31, 2018. The Company will need to raise additional cash in order to fund ongoing operations over the next 12 month period. The Company may seek additional equity as necessary and it expects to raise funds through private or public equity investment in order to support existing operations and expand the range of its business. There is no assurance that such additional funds will be available for the Company on acceptable terms, if at all.

3. Summary of principal accounting policies

Use of estimates

The preparation of the consolidated financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. Management makes its best estimate of the ultimate outcome for these items based on historical trends and other information available when the financial statements are prepared. Changes in estimates are recognized in accordance with the accounting rules for the estimate, which is typically in the period when new information becomes available to management. Actual results could differ from those estimates.

Foreign currency translations

The Company maintains an office in Naples, Florida. The functional currency of the Company is the U.S. Dollar. At the transaction date, each asset, liability, revenue and expense is translated into U.S. dollars by the use of the exchange rate in effect at that date. At the period end, monetary assets and liabilities are re-measured by using the exchange rate in effect at that date.

Consolidation

The consolidated financial statements include the accounts of the Company's joint ventures, Hero Wellness Systems Inc. (formerly Vitalizer Americas Inc.) and Cormo USA Inc. The Company controls 55% of Hero Wellness Systems Inc. and 35% of Cormo USA Inc. Pursuant to Accounting Standards Codification Topic 810, both of these companies are considered variable interest entities that requires the Company to consolidate. All intercompany balances and transactions have been eliminated in the consolidation. The operating results of the joint ventures have been included in the Company's consolidated financial statements commencing September 01, 2018. The non-controlling interest that were not attributable to the Company have been reported separately. (See Note 13, Note 14).

Segment Reporting

The Company reports segment information based on the "management" approach. The management approach designates the internal reporting used by management for making decisions and assessing performance of its corporation wide basis in comparison to its various businesses. The Company has three reportable segments. The business operating ventures consist of Hero Wellness Systems, Cormo USA and Sustainable Projects Group. The segments are determined based on several factors including the nature of products and services, nature of production processes and delivery channels and consultancy services. The operating segment's performance is evaluated based on its segment income. Segment income is defined as the net sales less cost of sales, general and administrative expenses and does not include amortization of any sorts, stock-based compensation or any other charges (income), net and interest and other, net. As at December 31, 2018, the Company only has revenue to report for the consultancy work it performed. There were no revenues from Hero Wellness Systems or Cormo USA.

	Seven months ended Dec 31 2018	The year ended May 31 2018	Seven months ended Dec 31 2017	The year ended May 31 1017
Net Sales				
Sustainable Projects Group	$ 278,500	$ 65,000	$ 30,000	$ 5,000
Hero Wellness Systems	-	-	-	-
Cormo USA	-	-	-	-
Total Sales	$ 278,500	$ 65,000	$ 30,000	$ 5,000
Total Assets				
Sustainable Projects Group	$ 912,570	$ 5,169,005	$ 5,098,579	$ 3,918,013
Hero Wellness Systems	188,660	-	-	-
Cormo USA	1,087,500	-	-	-
Total Assets	$ 2,188,730	$ 5,169,005	$ 5,098,579	$ 3,918,013

Cash and cash equivalents

The Company considers all short-term highly liquid investments that are readily convertible to known amounts of cash and have original maturities of three months or less to be cash equivalents.

Intangible assets

Included in intangible asset is the acquisition of the Gator Lotto App. The purchase includes the application for the Florida lotteries, all software rights to the Gator Lotto App, the domain, etc. This is amortized over its estimated useful life of three years. The gross cost and accumulated amortization of the intangible asset will be removed when the recorded amounts are fully amortized and the asset is no longer in use. During the period ended December 31, 2018, the Company determined that an impairment of $168,000 was required which approximate its market value. The Company currently does not have the resources to exploit the app and may consider selling this asset in the future.

Included in the intangible asset is also the exclusive license from Cormo AG for North America. The exclusive license includes, but not limited to, the intellectual property, know-how, patent trade marks and all present and future process improvements, product applications and related know-how from Cormo AG. The license is amortized over its estimated useful life of twenty years, which is the term of the registered patent. The amortization will begin at January 1, 2019 as that was when operations began.

Comprehensive income

The Company has adopted ASU 220 "Reporting Comprehensive Income", which establishes standards for reporting and display of comprehensive income, its components and accumulated balances. The Company is disclosing this information on its Statement of Stockholders' Equity. Comprehensive income comprises equity except those resulting from investments by owners and distributions to owners.

For the seven months period ended December 31, 2018, there was $68,911 of non-controlling interest that was reconciled to the net loss and comprehensive loss presented in the statements of operations.

Loss per share

The Company reports basic loss per share in accordance with ASC Topic 260 Earnings Per Share ("EPS"). Basic loss per share is based on the weighted average number of common shares outstanding and diluted EPS is based on the weighted average number of common shares outstanding and dilutive common stock equivalents. Basic EPS is computed by dividing net loss (numerator) applicable to common stockholders by the weighted average number of common shares outstanding (denominator) for the period. All EPS presented in the financial statements are basic EPS as defined by ASU 260, "*Earnings Per Share*". There are no diluted net income/ (loss) per share on the potential exercise of the equity-based financial instruments, hence a state of anti-dilution has occurred

Website development costs

The Company recognized the costs associated with developing a website in accordance with ASC 350-50 "Website Development Cost" that codified the American Institute of Certified Public Accountants ("AICPA") Statement of Position ("SOP") NO. 98-1, "Accounting for the Costs of Computer Software Developed or Obtained for Internal Use". Relating to website development costs the Company follows the guidance pursuant to the Emerging Issues Task Force (EITF) NO. 00-2, "Accounting for Website Development Costs". The website development costs are divided into three stages, planning, development and production. The development stage can further be classified as application and infrastructure development, graphics development and content development. In short, website development cost for internal use should be capitalized except content input and data conversion costs in content development stage.

Costs associated with the website consist primarily of website development costs paid to third party. These capitalized costs will be amortized based on their estimated useful life over three years upon the website becoming operational. Internal costs related to the development of website content will be charged to operations as incurred. Web-site development costs related to the customers are charged to cost of sales.

Advertising and Promotion Costs

The Company follows ASC 720 “Advertising Costs” and expenses costs as incurred.

Concentration of credit risk

The Company places its cash and cash equivalents with a high credit quality financial institution. The Company maintains United States Dollars. The Company minimizes its credit risks associated with cash by periodically evaluating the credit quality of its primary financial institution.

Financial instruments

The Company’s financial instruments consist principally of cash, accounts payable, accrued liabilities and notes payable. The carrying amounts of such financial instruments in the accompanying financial statements approximate their fair values due to their relatively short-term nature or the underlying terms are consistent with market terms. It is the management’s opinion that the Company is not exposed to any significant currency or credit risks arising from these financial instruments.

Mineral property costs and impairment

All costs of acquisition and option costs of mineral and property rights are capitalized upon acquisition. To determine if the capitalized mineral property costs are in excess of their recoverable amount, the Company shall conduct periodic evaluation of the carrying value of the capitalized costs based upon expected future cash flows and/or estimated salvage value in accordance to ASC 360-10-35-15 “Impairment or Disposal of Long Lived Assets”. Exploration and pre-extraction expenditures shall be expensed until such time the Company exits the exploration stage by establishing proven or probable reserves. Expenditures relating to exploration activities such as drill programs to search for mineralized materials shall be expensed as incurred. Expenditures relating to pre-extraction activities such as construction of mine, well fields, ion exchange facilities and disposal wells shall be expensed as incurred until such time proven or probable reserves are established for a particular project, after which subsequent expenditures relating to mine development activities for the particular project shall be capitalized as incurred. As at May 31, 2018, the Company recorded an impairment of $276,318 for the mineral properties. At December 31, 2018, the Company sold and transferred all the mineral properties claims to its original owner in exchange for the return of 1,052,631 common shares of the Company for cancellation.

Fair value measurements

The Company follows the guidelines in ASC Topic 820 “Fair Value Measurements and Disclosures”. Fair value is defined as the price that would be received from selling an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. When determining the fair value measurements for assets and liabilities, which are required to be recorded at fair value, the Company considers the principal or most advantageous market in which the Company would transact and the market-based risk measurements or assumptions that market participants would use in pricing the asset or liability, such as inherent risk, transfer restrictions and credit risk.

The Company applies the following fair value hierarchy, which prioritizes the inputs used to measure fair value into three levels and bases the categorization within the hierarchy upon the lowest level of input that is available and significant to the fair value measurement. All financial instruments approximate their fair value.

Level 1 — Observable inputs that reflect unadjusted quoted prices for identical assets or liabilities traded in active markets.

Level 2 — Observable inputs other than quoted prices in active markets for identical assets and liabilities, quoted prices for identical or similar assets or liabilities in inactive markets, or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities

Level 3—inputs are generally unobservable and typically reflect management's estimates of assumptions that market participants would use in pricing the asset or liability. The fair values are therefore determined using model-based techniques, including option pricing models and discounted cash flow models.

Related parties

Related parties are affiliates of the Company, principal owners of the Company, its management, members of the immediate families of the principal owners of the Company and its management and other parties with which the Company may deal if one party controls or can significantly influence the management or operating policies of the other to an extent that one of the transacting parties might be prevented from fully pursuing its own separate interests. Another party also is a related party if it can significantly influence the management or operating policies of the transacting parties or if it has an ownership interest in one of the transacting parties and can significantly influence the other to an extent that one or more of the transacting parties might be prevented from fully pursuing its own separate interests.

Equity investments

The Company invests in equity securities of public and non-public companies for business and strategic purposes. Investments in public companies are carried at fair value based on quoted market prices. Investments in equity securities without readily determinable fair values are carried at cost, minus impairment, if any. The Company reviews its equity securities without readily determinable fair values on a regular basis to determine if the investment is impaired. For purposes of this assessment, the Company considers the investee's cash position, earnings and revenue outlook, liquidity and management ownership, and among other factors in its review. If management's assessment indicates that an impairment exists, the Company estimates the fair value of the equity investment and recognizes in current earnings an impairment loss that is equal to the difference between the fair value of the equity investment and its' carrying amount.

Deferred revenue

Deferred revenue is a short-term liability that represents revenues received but not earned. When the Company recognizes its revenue, the deferred revenue liability will be eliminated. As at December 31, 2018, the Company received $Nil deferred revenue (May 31, 2018 - $25,000; May 31, 2017 $30,000).

Revenue Recognition

In May 2014, the FASB issued guidance on the recognition of Revenue from Contracts with Customers. The core principle of the guidance is that a company should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration which the company expects to receive in exchange for those goods or services. To achieve this core principle, the guidance provides a five-step analysis of transactions to determine when and how revenue is recognized. The guidance addresses several areas including transfer of control, contracts with multiple performance obligations, and costs to obtain and fulfill contracts. The guidance also requires additional disclosure about the nature, amount, timing, and uncertainty of revenue and cash flows arising from customer contracts, including significant judgments and changes in judgments and assets recognized from costs incurred to obtain or fulfill a contract.

The Company adopted the ASC Topic 606, Revenue from Contracts with Customers ("ASC 606"), from June 01, 2018 using the modified retrospective method. Revenues for the year ended December 31, 2018 were not adjusted. The adoption of Topic 606 did not have a material impact to the Company's financial statements. The Company recognizes revenue when the Company transfers promised services to the customer. The performance obligation is the monthly services rendered. The Company has one main revenue source which is providing consulting services. Accordingly, the Company recognizes revenue from consulting services when the Company's performance obligation is complete. Where there is a contract for services, the Company perform the obligations and bills monthly for its services as rendered. Where there is no contract, the Company performs the obligation and/or service and recognize revenues as provided. Even though the Company entered into contract with the customer, the contract could be terminated at any time with notice. The Company may receive payments from customers in advance of the satisfaction of performance obligations for services. These advance payments are recognized as deferred revenue until the performance obligations are completed and then, recognized as revenues. The Company has one contract with one related party customer where a time period required for notice of termination. Termination penalties are non-substantive and can be performed by either party. As at December 31, 2018, all of the revenues were from related parties.

Accounts receivables

Trade accounts receivable are stated at the amount the Company expects to collect. Management considers the following factors when determining the collectability of specific customer accounts: customer credit worthiness, past transaction history, current economic industry trends and changes in customer payment terms. Past due balances over 90 days and other higher risk amounts are reviewed individually for collectability. Based on the management's assessment, the Company provides for estimated uncollectible amounts through a charge to earnings and a credit to a valuation allowance. Balances that remain outstanding after the Company has used reasonable collection efforts are written off through a charge to the valuation allowance and a credit to accounts receivable. There are no receivables considered uncollectible as of December 31, 2018.

Stock based compensation

The Company follows the guideline under ASC 718, "Stock Compensation". The standard provides that for all stock based compensation plans, including employee stock options, restricted stock, employee stock purchase plans and stock appreciation rights, which requires that all share-based payments to both employees and directors be recognized in the income statement based on their fair values. For non-employees stock based compensation, the Company applies ASC 505 Equity-Based Payments to Non-employees. This standard provides that all stock based compensation related to non-employees be measured at the fair value of the consideration received or the fair value of the equity instruments issued, whichever can be most reliably be measured or determinable.

Operating Leases

In February 2016, the FASB issued ASU 2016-02, Leases ("Topic 842"). The new standard establishes a right-of-use model that requires a lessee to record a right-of-use asset and a lease liability on the balance sheet for all leases with terms longer than 12 months. For leases with an initial term of 12 months or less, a lessee is permitted to make an accounting policy election by class of underlying asset not to recognize lease assets and lease liabilities. If a lessee makes this election, it should recognize lease expense for such leases generally on a straight-line basis over the term of the lease. Leases will be classified as either finance or operating, with classification affecting the pattern of expense recognition. Similarly, lessors will be required to classify leases as sales-type, finance or operating, with classification affecting the pattern of income recognition. Classification for both lessees and lessors will be based on an assessment of whether risks and rewards as well as substantive control have been transferred through a lease contract. The new standard is effective for fiscal years beginning after December 15, 2018, including interim periods within those fiscal years, with early adoption permitted. The Company adopted the new standard June 01, 2018. The Company will also elect to not recognize lease assets and lease liabilities for leases with an initial term of 12 months or less.

Income taxes

The Company follows the guideline under ASC Topic 740 Income Taxes. "Accounting for Income Taxes" which requires the recognition of deferred tax assets and liabilities for the expected future tax consequences of events that have been included in the financial statements or tax returns. Under this method, deferred income taxes are recognized for the tax consequences in future years of differences between the tax bases of assets and liabilities and their financial reporting amounts at each period end based on enacted tax laws and statutory tax rates, applicable to the periods in which the differences are expected to affect taxable income. Valuation allowances are established, when necessary, to reduce deferred tax assets to the amount expected to be realized. Since the Company is in the developmental stage and has losses, no deferred tax asset or income taxes have been recorded in the financial statements. There are no uncertain tax positions as at December 31, 2018, May 31, 2018 and May 31,2017.

The Company has identified its federal tax return and its state tax returns in the State of Nevada as its major tax jurisdictions. The Company maintains an office in the State of Florida and has also filed its registration there, and shall be subject to state tax returns in Florida as well.

Recently issued accounting pronouncements

In June 2016, the FASB issued ASU 2016-13, "Financial Instruments – Credit Losses". The ASU sets forth a "current expected credit loss" (CECL) model which requires the Company to measure all expected credit losses for financial instruments held at the reporting date based on historical experience, current conditions, and reasonable supportable forecasts. This replaces the existing incurred loss model and is applicable to the measurement of credit losses on financial assets measured at amortized cost and applies to some off-balance sheet credit exposures. This ASU is effective for fiscal years beginning after December 15, 2019, including interim periods within those fiscal years, with early adoption permitted. Recently, the FASB is expected to issue the final ASU to delay adoption for smaller reporting companies to calendar year 2023. The Company is currently assessing the impact of the adoption of this ASU on its financial statements.

In June 2018, the FASB issued ASU No. 2018-07, "Compensation – Stock Compensation (Topic 718)", Improvements to Nonemployee Share-Based Payment Accounting", which is intended to improve the usefulness of the information provided to the users of financial statements while reducing cost and complexity in financial reporting. Under the new standard, nonemployee share-based payment awards within the scope of Topic 718 are measured at grant-date fair value of the equity instruments that an entity is obligated to issue when conditions necessary to earn the right to benefit from the instruments have been satisfied. These equity-classified nonemployee share-based payment awards are measured at the grant date. Consistent with the accounting for employee share-based payment awards, an entity considers the probability of satisfying performance conditions when nonemployee share-based payment awards contain such conditions. The new standard also eliminates the requirement to reassess classification of such awards upon vesting. The new standard is effective for annual periods, and interim periods within those annual periods, beginning after December 15, 2018. The adoption of this new standard does not have an impact on the Company's financial statements.

The Company adopts new pronouncements relating to generally accepted accounting principles applicable to the Company as they are issued, which may be in advance of their effective date. Management does not believe that any pronouncements not included above do not expect to have a material effect on the accompanying financial statements.

4. Note receivable

On June 28, 2017, the Company entered into a note receivable with a company with a common director of the Company in the amount of $200,000 with an interest rate of 3.5% per annum that is payable annually. Any unpaid interest shall be added to the principal of the loan on an annual basis and together will become the new amount used to calculate the amount of interest going forward. The note receivable, together with any accrued interest outstanding, is due March 15, 2022. As of the date of this report, the total principal and accrued interest was paid in full. (see Note 14, Note 16).

As of December 31, 2018, the balance and interest owing was $210,692.

December 31, 2018			May 31, 2018		
Principal	**Interest**	**Total**	**Principal**	**Interest**	**Total**
$ 200,000	$ 10,692	$ 210,692	$ 200,000	$ 6,463	$ 206,463

Other receivables – related party

On January 18, 2018, the Company entered into an agreement with Amixca AG for a period of three years commencing February 1, 2018 in which Amixca AG has agreed to provide business development services. The prepayment of $190,000 to Amixca AG was supposed to serve as consulting fees over the next three year period. The consulting agreement with Amixca AG was never utilized and Amixca AG did not provide any services. The consulting agreement was annulled and Amixca AG agreed to return the deposit with a payment schedule spanning over a year, beginning July 5, 2019 of $20,000 and thereafter, the first of every month of $15,455 until the full $190,000 has been repaid. As of the date of this report, the full amount was repaid, (See Note 14, Note 16)

The Company entered into a Share Purchase Agreement dated July 25, 2017 with Flin Ventures AG to purchase all the shares of myfactor.io AG for $175,500 (EUR 150,000) subject to due diligence, buy back of an outstanding bond issued by myfactor.io AG for $83,496 (EUR 70,000) and other conditions. Effective December 4, 2017, myfactor.io AG was purchased and the acquisition was classified as a held for sale asset and was recorded at fair market value. Due diligence costs with respect to this Share Purchase Agreement were included in investments. Each company was managed and financed autonomously. The Company held the asset and subsequently sold this asset in its present condition as at May 31, 2018 for $257,400 (EUR 220,000). During the period ended December 31, 2018, the company received $124,772 for the sale of the asset. There remains $29,773 outstanding. (See Note 14).

5. Investments

As of July 6, 2017, the Company entered into a share exchange agreement to acquire 20% ownership of SPG (Europe) AG by purchasing 2,000 shares of SP Group (Europe) AG from a shareholder of SP Group (Europe) AG, in exchange for the issuance of 6,000 common shares of the Company at a value of $3.50 per share, which was the fair value of the shares at the time of the transaction ($21,000). In accordance to the Dividend Agreement signed by the parties, the Company is to receive 20% of the declared dividends. The Company shares a common director, common management and a majority shareholder with SP Group (Europe) AG. As a result, it was determined that the Company would ordinarily have significant influence; however, the investee lacks the financial information that the Company, and any other shareholder, would need to apply the equity method of accounting. The Company has attempted and failed to obtain that information and accordingly concluded it appropriate to account for the investment using the cost method at this time.

On January 18, 2018, the Company sold 25% interest of its ownership of SP Group (Europe) AG for $6,000. The sale from SP Group (Europe) AG created a gain of $750 for the Company. The Company sold all their remaining shares of SP Group (Europe) on December 26, 2018 back to SP Group (Europe) AG for $15,000. (See Note 14).

On January 30, 2018, the Company acquired 10% ownership of Falcon Projects AG by purchasing 10 shares of Falcon Projects by issuing 10,000 shares of the Company valued at $4.20 per share ($42,000). On December 26, 2018, the Company sold all of its shares of Falcon Projects AG for $11,000. During the year ended May 31, 2018, the Company recorded an impairment of $31,000. (See Note 14).

6. Prepaid expenses and deposits

	Dec 31, 2018	May 31, 2018	May 31, 2017
Prepaid expenses	$ 29,160	$ -	$ 6,917
Deposit on lease	5,000	5,250	-
Deposit on lease (CHF)	-	600,000	-
Foreign exchange on lease deposit	-	6,000	-
Total	$ 34,160	$ 611,250	$ 6,917

On June 23, 2017, the Company acquired a lease deposit in the amount of CHF600,000 for the office building located at Falkenstrasse 28, Zurich, Switzerland, 8008, made by an arm's length party, Daniel Greising, on behalf of SP Group (Europe) AG. As consideration for an assignment of the lease deposit to the Company, the Company issued Mr. Greising 400,000 restricted shares of common stock. In addition, the owner of the office building granted a sublease of the office from SP Group (Europe) AG to the Company rent-free for a term of 10 years commencing July 1, 2017 to be completed and terminated on June 30, 2027. The shares were valued at $3.50 per share, which was the fair value of the shares at the time of the transaction, for a valuation of $1,400,000. The Company incurred a $779,278 loss on the acquisition of the deposit. The Company no longer requires an office in Zurich and has terminated its arrangement for the office space.

7. Assets

Right of Use Asset – Vehicle Lease

On June 12, 2018, the Company entered into an operating vehicle lease for a period of two years. The Company made an upfront payment of $22,724 for its obligation which covered all the monthly lease payments. The Company intends to return the vehicle at the end of the lease period. At December 31, 2018, the remaining right of use asset was $16,569.

Right of Use Asset	$	22,724
Accum Amortization	$	(6,155)
	$	16,569

Right of Use Asset – Office Lease

On June 18, 2018, the Company entered into a sublease agreement to rent office space in Naples, Florida. The office lease commences September 01, 2018 through to March 31, 2021. The monthly base rent for the first year is $4,552.56 (annual $54,630.75); the monthly base rent for the second year is $4,684.52 (annual $56,214.25); and the monthly base rent for the third year is $4,816.48 (annual $57,797.75). The Company has elected to separate the lease and non-lease components. The following annual minimum lease commitments under the lease do not include CAM costs and taxes:

	2019	$	55,818
	2020		57,402
	2021		14,449
		$	127,669
Amount representing interest			(5,115)
Lease obligation, net		$	122,554
Less current portion			(52,359)
Lease obligation - long term		$	70,195

The remaining office lease liability at December 31, 2018 was $122,554. The current portion of the lease liability was $52,359 and the non-current portion of the lease liability was $70,195.

At December 31, 2018, the remaining right of use asset for the office lease was $121,250. An annual rate of 3.5% was used which is the rate used for loans in the Company. The right of use asset is being amortized over the duration of the lease.

Right of Use Asset	$	139,212
Accum Amortization	$	(17,962)
	$	121,250

Leasehold Improvements

On July 6, 2017, the Company issued 10,000 restricted common shares at a value of $3.50 per share for leasehold improvements rendered for a total valuation of $35,000. The fair value of the shares issued was used to measure the value of services received as that was more reliably measurable. The office lease in Zurich was terminated at the end of December 31, 2018. The Company has written down $29,750 to reflect the extinguishment of the leasehold improvements.

The leasehold improvements for the Florida office will be depreciated straight-line over the term of the office lease commencing September 1, 2018 and ending March 31, 2021.

		Cost		**Accumulated Depreciation**		**Net**
Leasehold Improvements	$	35,000				
Write down of assets	$	(29,750)				
	$	5,250	$	5,250	$	-
Leasehold Improvements (Florida)	$	6,072	$	784	$	5,288
	$	11,322	$	6,034	$	5,288

Office Furniture and Equipment

The office furniture and equipment is depreciated straight-line for a period of 3 years.

	Cost		Accumulated Depreciation		Net
$	13,698	$	2,137	$	11,561

8. Mineral Properties

On March 13, 2017, the Company entered into a property purchase agreement to acquire mineral claims located in the Thunder Bay Mining Division in the townships of Rickaby and Lapierre, Ontario, Canada. The Company paid 1,250,000 restricted common stocks at $3.00 per share, which was the fair value of the shares at the time of the transaction, for a total value of $3,750,000. (See Note 12).

The Company has an interest in 13 mineral claims. All the mineral claims are contiguous. Nine (9) of the mineral claims are freehold patented mineral claims and the other four (4) mineral claims are unpatented Crown Land claims. The combined claims make up an area of 336 hectares which is equivalent to approximately 810 acres.

Subsequent to December 31, 2018, the Company returned the interest of the mineral properties back to its original owner and negotiated the return of 1,052,631 of the restricted shares back to treasury and cancelled. The Company calculated the re-acquisition of the 1,052,631 restricted shares and determined that an impairment of $276,318 was required.

9. Intangible Assets

The Company entered into an agreement with Global Gaming Media Inc., a company with a common majority shareholder and acquired the Gator Lotto App on May 25, 2018 by issuing 100,000 restricted shares at $4.00 per share for the valuation of $400,000. The purchase includes the application for the Florida lotteries, all software rights to the Gator Lotto App, the domain, etc. The Company spent an additional $11,000 toward development costs. The Company will amortize the intangible asset over a three-year period, once it completes further development on its App. The latest version of the Lotto App was launched February 2019. At December 31, 2018, the Company determined that an impairment of $168,000 was required which approximate its market value. The Company currently does not have the resources to exploit the app and may consider selling this asset in the future.

Cormo USA Inc., the joint venture with the Company, has an exclusive license agreement from Cormo AG for North America. The exclusive license includes, but not limited to, the intellectual property, know-how, patent trade marks and all present and future process improvements, product applications and related know how from Cormo AG. As part of the joint venture agreement, Cormo AG's contribution for its 35% interest was the license to Cormo USA. The license was valued to be $700,000 pursuant to its authorized share capital. The license will be amortized over its estimated useful life of twenty years, which is the term of the registered patent. The Company will commence the amortization of the license beginning January 2019. The following is the amortization amounts for each of the next five years:

2019	$	35,000
2020	$	35,000
2021	$	35,000
2022	$	35,000
2023	$	35,000
And thereafter	$	525,000

10. Accounts payable and accrued liabilities

Accounts payable and accrued liabilities as of December 31, 2018 are summarized as follows:

		Dec 31, 2018		*May 31, 2018*		*May 31, 2017*
Accrued audit fees	$	53,500	$	23,500	$	9,000
Accrued accounting fees		50,500		20,500		1,126
Accrued legal fees		6,075		10,814		22,756
Accrued office expenses		39,530		14,135		5,190
Total	$	149,605	$	68,949	$	38,072

11. Notes Payable

Related Parties:

There were six (6) unsecured promissory notes bearing interest at 8% per annum which were due on demand to a shareholder of the Company at May 31, 2017.

Date	Principal	Interest	Total
October 6, 2010	$ 3,000	$ 1,598	$ 4,598
February 22, 2011	1,500	753	2,253
May 17, 2011	7,500	3,626	11,126
September 16, 2011	5,000	2,284	7,284
November 4, 2011	5,000	2,230	7,230
December 14,2012	13,000	4,473	17,473
Total	$ 35,000	$ 14,964	$ 49,964

There were five (5) unsecure promissory notes bearing interest at 4% per annum which were due on demand due to shareholders of the Company at May 31, 2017.

Date	Principal	Interest	Total
July 4, 2016	$ 1,000	$ 36	$ 1,036
July 12, 2016	25,000	885	25,885
September 15, 2016	20,000	565	20,565
December 22, 2016	13,901	244	14,145
January 13, 2017	10,000	151	10,151
March 08, 2017	30,000	276	30,276
Total	$ 99,901	$ 2,157	$ 102,058

There was one (1) unsecured promissory note bearing interest at 8% per annum which is due on demand, and convertible at a conversion price of US$0.005 per share at the lender's option at May 31, 2017. The convertible note was at the same interest rate as promissory notes that have no conversion feature.

Date	Principal	Interest	Total
September 04, 2013	$ 30,000	$ 8,975	$ 38,975

Unrelated Parties:

There was one (1) unsecured promissory note bearing interest at 8% per annum which is due on demand at May 31, 2017.

Date	Principal	Interest	Total
March 15, 2012	$ 10,000	$ 4,171	$ 14,171

There were five (5) unsecured promissory notes bearing interest at 8% per annum which are due on demand, and convertible at a conversion price of US$0.005 per share at the lender's option at May 31, 2017. The convertible notes were at the same interest rate as promissory notes that have no conversion feature.

Date	Principal		Interest		Total	
April 2, 2013	$	14,000	$	4,664	$	18,664
October 15, 2013		15,000		4,353		19,353
January 8, 2014		10,000		2,716		12,716
December 3, 2014		20,000		3,993		23,993
September 22, 2015		20,000		2,709		22,709
Total	$	79,000	$	18,435	$	97,435

12. Common stock

Share transactions during the seven months ended December 31, 2018:

a) Cancellation and the return of 400,000 restricted shares of common stock for the deposit for the office lease back to treasury. The cancellation of the lease deposit was valued at $612,000 which is the deposit of CHF 600,000.

b) The Company settled debts totaling $33,001 to shareholders by providing 10,001 shares at $3.30 per share, which was the fair value of the shares at the time of the transaction. The shares were issued subsequent to the period ended December 31, 2018.

c) The Company returned the interest of the mineral properties back to its original owner and negotiated the return of 1,052,631 of the restricted shares back to treasury and cancelled. The Company calculated the re-acquisition of the 1,052,631 restricted shares and determined that an impairment of $276,318 was required. The cancelled shares were valued at $3,473,682.

Share transactions during the year ended May 31, 2018:

a) Issued 400,000 restricted shares of common stock for the deposit for the office lease. The stocks issued were valued at $3.50 per share, which was the fair value of the shares at the time of the transaction, for a total value of $1,400,000. The Company recorded a $779,278 loss on the exchange.

b) Issued 6,000 shares of common to acquire 20% of SP Group (Europe) AG. The shares were valued at $3.50 per share, which was the fair value of the shares at the time of the transaction, which was determined based on previous issuances in the current fiscal year.

c) Sold 31,128 shares of common stock for cash at $3.50 per share.

d) Issued 10,000 shares of common stock at $3.50 per share for leasehold improvements.

e) Sold 78,671 shares of common stock for cash at $3.50 per share.

f) Issued 101,778 shares of common stock at $3.00 per share for debt of $305,334 which consisted of $253,901 in principal loan and $51,433 in interest. At the time, the Company's stock price was at $3.75 per share. The Company recorded a debt extinguishment loss of $76,334.

g) Issued 16,000 shares of common stock at $3.50 per share for services rendered by a director of the Company in lieu of cash payment.

h) Sold 40,609 shares of common stock for cash at $3.50 per share.

i) Sold 1,000 shares of common stock for cash at $3.50 per share.

j) Sold 5,000 shares of common stock for cash at $4.00 per share.

k) Issued 10,000 shares of common stock at $4.20 per share for the purchase of 10% holdings of Falcon Projects AG.

l) The Company settled a debt with Workplan Holding AG of CHF 100,000 by providing 25,000 restricted shares valued at $4.00 per share.

m) Sold 1,500 shares of common stock for cash at $4.00 per share.

n) Issued 100,000 shares of common stock at $4.00 per share for the acquisition of Gator Lotto.

***Share transactions during the year ended May 31, 2017*:**

a) Sold 13,332 shares of common stock at $3.00 per share.

b) Issued 1,250,000 shares of common stock for the acquisition of 2 mineral properties. The shares were valued at $3.00 per share.

At December 31, 2018, the Company had 8,690,018 common shares outstanding. (May 31, 2018 - 9,090,018 and May 31, 2017 – 8,263,332).

There were no warrants or stock options outstanding as of December 31, 2018, May 31, 2018 and May 31, 2017.

13. Equity in joint venture, Non-controlling interest

The Company is involved in two joint venture businesses and has a majority control of both Hero Wellness Systems Inc. and Cormo USA Inc. Pursuant to Accounting Standards Codification Topic 810, both of these companies are considered variable interest entities that requires the Company to consolidate. It runs the day to day operations, makes all managerial decisions and has the voting power over these entities. The Company will provide and help in the financial support of these ventures, on an as needed basis.

Hero Wellness Systems Inc.

The Company has a controlling interest of 55% in a joint venture of Hero Wellness Systems Inc. (formerly Vitalizer Americas Inc.) (See Note 14). Hero Wellness Systems Inc. is in the business of importing, marketing, distribution and sale of luxury massage therapeutic chairs. As at December 31, 2018, Hero Wellness Systems is still in its early stages of development. The company participated in several conferences in 2019 to showcase and introduce its products in the market. The following summary information on the joint venture amounts are based on contributions received through to December 31, 2018:

Assets	$	415,723
Liabilities		5,000
Net Assets	$	410,723
Revenues	$	-
Expenses		110,777
Net Income	$	(110,777)
Company’s interest share on net income	$	(60,928)
Capital contribution to joint venture	$	51,000
Company’s interest share in net assets	$	225,897
Non-controlling interest on net income	$	(49,850)
Equity of Joint Venture	$	521,500
Company’s portion		286,825
Non-controlling interest in equity	$	234,675

Cormo USA Inc.

The Company has a controlling interest of 35% in a joint venture of Cormo USA Inc. (See Note 14) Cormo USA Inc. is in the business of producing and developing peat moss replacement and natural foam products and technologies. Cormo USA was incorporated November 2018 and has just started to set up its business. The company is researching viable properties to set up its manufacturing plant. It is also investigating various economic development programs for assistance to build its plant and operations. The following summary information on the joint venture amounts are based on contributions received through to December 31, 2018:

Assets	$	1,787,500
Liabilities		16,824
Net Assets	$	1,770,676
Revenues	$	-
Expenses		29,324
Net Income	$	(29,324)
Company’s interest share on net income	$	(10,264)
Capital contribution to joint venture	$	-
Company’s interest share in net assets	$	619,736
Non-controlling interest on net income	$	(19,061)
Equity of Joint Venture	$	1,800,000
Company’s portion		700,000
Non-controlling interest in equity	$	1,100,000

In summary, the total aggregate non-controlling interest on net income was ($ 68,911) and the total aggregate non-controlling interest in equity was $ 1,334,675.

For Hero Wellness Systems Inc.	$	(49,850)
For Cormo USA Inc.		(19,061)
Total non-controlling interest on net income	**$**	**(68,911)**

For Hero Wellness Systems Inc.	$	234,675
For Cormo USA Inc.		1,100,000
Total non-controlling interest in equity	**$**	**1,334,675**
Less non-controlling interest on net income		**(68,911)**
Total non-controlling interest	**$**	**1,265,764**

14. Related party transactions

During the period ended December 31, 2018, the Company incurred management fees from two directors totaling an aggregate of $56,090 (for the seven months ended December 31, 2017 - $70,100; May 31, 2018 - $88,040; May 31, 2017 – $3,625). As at December 31, 2018, $Nil (for the seven months ended December 31, 2017 - $Nil; May 31, 2018 - $11,340; May 31, 2017 - $1,293) was owing to directors for management fees, and $1,200 (May 31, 2018 - $1,572) for expenses paid on behalf of the Company; and $12,068 (for the seven months ended December 31, 2017 $1,832; May 31, 2018 - $9,833; May 31, 2017 - $9,833) was owing to shareholders for expenses paid on behalf of the Company.

During the period ended December 31, 2018, the Company paid $1,750 (for seven months ended December 31, 2017 - $2,000; May 31, 2018 - $3,250; May 31, 2017 - $1,750) to a company with a director in common for rent for its office in Naples, Florida; $4,000 for website maintenance; $1,412 for communication expenses and $11,000 for further development of its intangible asset (May 31, 2017 - $10,500 for advertising and website design).

Transactions with a Majority Shareholder

Workplan Holdings Inc.

During the year ended May 31, 2017, Workplan Holdings Inc., a company controlled by a sole shareholder, purchased 4,000,000 restricted common shares from the former sole officer and director of the Company.

The Company entered into a property purchase agreement with Workplan Holdings Inc. and issued 1,250,000 restricted common stocks at $3.00 per share and acquired two mineral properties. (see Note 8)

The shareholder paid expenses on behalf of the Company in the amount of $500. As at December 31, 2018, $236 was owing (May 31, 2018 - $500).

The Company entered into a $30,000 demand notes payable with Workplan Holding AG, a company controlled by Workplan Holdings Inc., at an interest rate of 4% per annum. During the period ended May 31, 2018, the total principal and interest outstanding on the note was repaid in full by converting the principal loan and interest at $3.00 per share. The Company issued 10,159 common shares.

The Company settled a CHF 100,000 debt with Workplan Holding AG by entering into an agreement to issue 25,000 restricted shares valued at $4.00 per share. The CHF 100,000 was a loan from Workplan Holding AG to pay Flin Ventures to complete the Share Purchase Agreement for myfactor.io. The shares were issued during the period ended May 31, 2018.

The Company settled $25,000 debt with Workplan Holding Inc. by entering into an agreement to issue 7,576 restricted shares valued at $3.30 per share.

Amixca AG

On January 18, 2018, the Company entered into an agreement with Amixca AG for a period of three years commencing February 1, 2018 to provide business development services. The prepayment of $190,000 to Amixca AG was supposed to serve as consulting fees over the next three year period. The consulting agreement with Amixca AG was never utilized and Amixca AG did not provide any services. The consulting agreement was annulled and Amixca AG agreed to return the deposit with a payment schedule spanning over a year, beginning July 5, 2019 of $20,000 and thereafter, the first of every month of $15,455 until the full $190,000 has been repaid. As of the date of this report, the Company received $124,772. There remains $29,733 outstanding. (see Note 4).

Alimex GmbH

On June 28, 2017, the Company entered into a note receivable with a company with a common director of the Company in the amount of $200,000 with an interest rate of 3.5% per annum that is payable annually. Any unpaid interest shall be added to the principal of the loan on an annual basis and together will become the new amount used to calculate the amount of interest going forward. The note receivable, together with any accrued interest outstanding, is due June 28, 2022. As of December 31, 2018, the principal and interest owing was $210,692 (for the seven months ended December 31, 2017 - $202,973; May 31, 2018 - $206,463). On May 2, 2018, Alimex Gmbh assigned its interest in the note receivable from the Company to Workplan Holding on the same repayment terms. As of the date of this report, the note receivable and accrued interest totaling $215,228 was paid in full. (see Note 4).

SP Group (Europe) AG

SP Group (Europe) AG and the Company share a common majority shareholder. The Company entered into a 3 year consulting agreement with SP Group (Europe) AG whereby the Company will provide advisory and consulting services commencing May 1, 2017. This consulting agreement was terminated in August 2018. A new consulting agreement was entered on June 27, 2018 for a two year period commencing July 1, 2018 and ending June 30, 2020 in which SP Group (Europe) AG agrees to pay the Company $40,000 per month for financial research, due diligence services, and presentation materials for developmental prospects. The Company performs the obligations and invoices SP Group (Europe) AG on a monthly basis for services as rendered. Either party may terminate the agreement by providing 2 weeks written notice, As of December 31, 2018, there was $Nil remaining in deferred revenues (for the seven months ended December 31, 2017 - $30,000; May 31, 2018 - $25,000; May 31, 2017 - $30,000). As of the December 31, 2018 Company booked $240,000 in consulting revenues from SP Group (Europe) AG (for the seven months ended December 31, 2017 - $30,000; May 31, 2018 - $65,000; May 31, 2017 - $5,000). The consultancy agreement with SP Group (Europe) AG was mutually terminated at the end of March 2019.

On July 6, 2017, the Company entered into an agreement with SP Group (Europe) AG to acquire 20% ownership of SP Group (Europe) AG by issuing 6,000 restricted common stock of the Company at $3.50 per share for a total value of $21,000. SP Group (Europe) AG has a portfolio of approximately 20 different projects in the natural resources sector which it develops and finances. SP Group (Europe) AG and Workplan Holdings Inc. have a common shareholder and director. (See Note 5).

The Company sold 25% interest of its ownership of SP Group (Europe) AG for $6,000. The sale from SP Group (Europe) AG created a gain of $750 for the Company. The $6,000 was paid by the buyer during the period ended May 31, 2018. The Company sold all their remaining shares of SP Group (Europe) on December 26, 2018 back to SP Group (Europe) AG for $15,000.

The Company's majority shareholder, Christopher Grunder of Workplan Holding Inc., sold an aggregate 4,148,868 restricted shares of the Company in three separate private transactions. As a result, there was a change in the voting shares of the Company. Stefan Muehlbauer, the CEO of the Company, now owns 13.1% of the issued and outstanding shares of Company; Paul Meier now owns 19.7% of the issued and outstanding shares of the Company; and Kurt Muehlbauer now owns 6.5% of the issued and outstanding shares of the Company. Christopher Grunder, sole shareholder of Workplan Holding Inc., now owns 1.1% of the issued and outstanding shares of the Company. Kurt Muehlbauer is the father of Stefan Muehlbauer, CEO and director of the Company

Global Gaming Media Inc.

The Company entered into an agreement with Global Gaming Media Inc., a company with a common majority shareholder (Christopher Grunder), and acquired the Gator Lotto App on May 25, 2018 by issuing 100,000 restricted shares at $4.00 per share for the valuation of $400,000. The purchase includes the application for the Florida lotteries, all software rights to the Gator Lotto App, the domain, etc. The Company spent an additional $11,000 toward development costs. The Company will amortize the intangible asset over a three-year period, once it completes further development on its App. The latest version of the Lotto App was launched February 2019. At December 31, 2018, the Company determined that an impairment of $168,000 was required which approximate its market value. The Company currently does not have the resources to exploit the app and may consider selling this asset in the future.

<u>Transactions in Joint Ventures</u>

The Company is involved in two joint venture businesses and has a majority control of both Hero Wellness Systems Inc. and Cormo USA Inc. Pursuant to Accounting Standards Codification Topic 810, both of these companies are considered variable interest entities that requires the Company to consolidate. It runs the day to day operations, makes all managerial decisions and has the voting power over these entities. The Company will provide and help in the financial support of these ventures, on an as needed basis.

Hero Wellness Systems Inc.

On September 29, 2018, the Company entered into a joint venture agreement with Vitalizer Americas Inc. with its principal purpose to import, sale and distribute certain products offered by Vitalizer International AG of Switzerland. In April 2019, Vitalizer Americas Inc.'s name was changed to Hero Wellness Systems Inc. as it was no longer dealing with Vitalizer International AG. The Company holds 55% interest, Christopher Grunder of Workplan Holding Inc. holds 15% interest and Kurt Muehlbauer holds 15% interest. Hero Wellness Systems is in the business of providing luxury massage therapy solutions. The operating results of Hero Wellness Systems Inc. have been incorporated in the consolidated financial statements of the Company. The non-controlling interest that were not attributable to the Company have been reported separately.

Cormo USA Inc.

The Company entered into a letter of intent with Cormo AG on October 25, 2018 to form a joint venture agreement for the Company to provide business development, market research, sourcing, distribution and overall operations of Cormo AG's exclusive unrestricted use of its patents and licenses in North America. Cormo AG is in the business of producing and developing peat moss replacement, natural foam products and technologies. On February 25, 2019 the joint venture shareholder's agreement was finalized with a group of investors whereby the Company holds 35% interest, Cormo AG holds 35% interest, Paul Meier holds 2.5% interest, Stefan Muehlbauer holds 2.5% interest, and other investors hold an aggregate of 25% interest. As of the date of this report, the other investors contributed an aggregate of USD 400,000 to the joint venture. The operating results of Cormo USA Inc. have been incorporated in the consolidated financial statements of the Company. The non-controlling interest that were not attributable to the Company have been reported separately.

15. Income taxes

The following income tax do not include amounts from the joint ventures. The Company does not file consolidated income tax returns. Income tax recovery differs from that which would be expected from applying the effective tax rates to the net loss for the seven months ended December 31, 2018 and the years ended May 31, 2018 and 2017 for the Company is as follows:

	Dec 31 2018	May 31 2018	May 31 2017
Net loss for the period	$ (281,179)	$ (1,415,897)	$ (101,285)
Statutory and effective tax rate	21%	21%	34%
Income tax expense (recovery) at the effective rate	$ (59,048)	$ (297,338)	$ (34,437)
Permanent differences	394	262	735
Timing differences	(74,106)	235,039	-
Tax benefit deferred	132,759	62,037	33,702
Income tax recovery and income taxes recoverable	$ -	$ -	$ -

The Company has accumulated net operating losses for income taxes purposes of $1,257,984 of which $625,796 will expire beginning in 2032 and the balance of $632,188 is indefinite. The components of the net deferred tax asset at December 31, 2018, May 31, 2018 and May 31, 2017 and the statutory tax rate and the effective tax rate, and the amount of the valuation respectively, are scheduled below:

	Dec 31 2018	May 31 2018	May 31 2017
Tax losses carried forward	$ 1,257,984	$ 625,796	$ 330,382
Statutory and effective tax rate	21%	21%	34%
Deferred tax asset	264,177	131,417	112,330
Valuation allowance	(264,177)	(131,417)	(112,330)
Net deferred asset	$ -	$ -	$ -

The change in the valuation allowance for the period ended December 31, 2018 was $132,760. The change in valuation for years ended May 31, 2018 and 2017 was $19,087 and $34,437 respectively.

The Company file income tax returns in the United States of America and in the State of Nevada. The Company maintains its office in the State of Florida and is subject to state tax returns as well. At December 31, 2018, the Company is current with all its filings.

The US Tax Cuts and Jobs Act (the "Tax Reform Act") was enacted on December 22, 2017. The Tax Reform Act reduced the US federal corporate tax rate to 21% effective January 1, 2018, and requires companies to pay a one-time transition tax on earnings of certain foreign subsidiaries that were previously tax deferred and creates new taxes on certain foreign sourced earnings. As of December 31, 2018, we have completed the accounting for the tax effects of enactment of the Tax Reform Act.

16. Subsequent events

Subsequent to December 31, 2018, the following events took place:

A. The Company settled debts of $8,001 with a shareholder of the Company by issuing 2,425 restricted shares of the Company at $3.30 per share. The Company settled debts with Workplan Holding Inc. of $25,000 by issuing 7,576 restricted shares of the Company at $3.30 per share.

B. The Company issued 725 shares of the Company for subscription of $2.75 per share for the total amount of $1,993.75.

C. On March 1, 2019, the Company entered into a loan agreement with a shareholder for $50,000 with an interest rate of 3.5% per annum. The loan is due on or before April 15, 2022.

D. On July 12, 2019, the Company entered into a convertible loan agreement with a relative of the Chief Executive Officer of $20,000. The loan bears an interest rate of 3.5% per annum and is due on or before July 12, 2022. The loan is convertible in whole or in part at $1.45 per share.

E. On August 7, 2019, the Company entered into an assignment of receivables with a shareholder whereby the Company assigned $471,759 of receivables and accrued interest in return for a cash payment of $450,000, payable in three separate transactions by September 15, 2019. As of the date of this report, the Company was in receipt of $340,000. The cash payment received was applied towards the Alimex Gmbh loan and accrued interest thereof, the Amixca AG deposit, and other receivables.

The Company evaluated all events and transactions that occurred after December 31, 2018 through the date the Company issued these financial statements and found no other subsequent events that needed to be reported.

Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure.

Since inception on September 4, 2009, there were no disagreements with SPGX's principal accountants on any matter of accounting principle or practices, financial statement disclosure or auditing scope or procedure. In addition, there were no reportable events as described in Item 304 of Regulation S-K that occurred within SPGX's two most recent fiscal years and the subsequent interim periods. SPGX's Independent Registered Public Accounting Firm since May 4, 2018 has been Fruci & Associates, Certified Public Accountants of Spokane, Washington. From May 3, 2017 to May 4, 2018 SPGX's Independent Registered Public Accounting Firm was MNP LLP of Toronto, Ontario, Canada.

Item 9A. Controls and Procedures.

Disclosure Controls and Procedures

In connection with the preparation of this annual report on Form 10-K, an evaluation was carried out by SPGX's management, with the participation of the Chief Executive Officer and the Chief Financial Officer, of the effectiveness of SPGX's disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934 ("**Exchange Act**")) as of December 31, 2018. Disclosure controls and procedures are designed to ensure that information required to be disclosed in reports filed or submitted under the Exchange Act is recorded, processed, summarized, and reported within the time periods specified in the SEC rules and forms and that such information is accumulated and communicated to management, including the Chief Executive Officer and the Chief Financial Officer, to allow timely decisions regarding required disclosures.

Based on that evaluation, SPGX's management concluded, as of the end of the period covered by this report, that SPGX's disclosure controls and procedures were not effective in recording, processing, summarizing, and reporting information required to be disclosed, within the time periods specified in the SEC rules and forms and that such information was accumulated or communicated to management to allow timely decisions regarding required disclosure. In particular, SPGX has identified material weaknesses in internal control over financial reporting, as discussed below.

Management's Report on Internal Controls over Financial Reporting

Management is responsible for establishing and maintaining adequate internal control over financial reporting, as required by Sarbanes-Oxley (SOX) Section 404 A. SPGX's internal control over financial reporting is a process designed under the supervision of SPGX's Chief Executive Officer and Chief Financial Officer to provide reasonable assurance regarding the reliability of financial reporting and the preparation of SPGX's financial statements for external purposes in accordance with U.S. generally accepted accounting principles. Internal control over financial reporting includes those policies and procedures that:

- pertain to the maintenance of records that in reasonable detail accurately and fairly reflect the transactions and dispositions of SPGX's assets;

- provide reasonable assurance that transactions are recorded as necessary to permit preparation of the financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures are being made only in accordance with authorizations of management and the Board of Directors; and

- provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of SPGX's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions or that the degree of compliance with the policies or procedures may deteriorate.

Management conducted an assessment of the effectiveness of the Company's internal control over financial reporting as of December 31, 2018, based on criteria established in *Internal Control –Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission ("**COSO**"). As a result of this assessment, management identified material weaknesses in internal control over financial reporting.

A material weakness is a control deficiency, or a combination of deficiencies, in internal control over financial reporting such that there is a reasonable possibility that a material misstatement of SPGX's annual or interim financial statements will not be prevented or detected on a timely basis.

The matters involving internal controls and procedures that management considered to be material weaknesses under the standards of the Public Company Accounting Oversight Board were: (1) lack of a functioning audit committee and lack of a majority of outside directors on SPGX's board of directors, resulting in ineffective oversight in the establishment and monitoring of required internal controls and procedures; (2) inadequate segregation of duties consistent with control objectives; (3) insufficient written policies and procedures for accounting and financial reporting with respect to the requirements and application of US GAAP and SEC disclosure requirements; and (4) ineffective controls over period end financial disclosure and reporting processes. The aforementioned material weaknesses were identified by SPGX's Chief Financial Officer in connection with the audit of its financial statements as of December 31, 2018, May 31, 2018, and May 31, 2017 and communicated the matters to management.

As a result of the material weakness in internal control over financial reporting described above, management has concluded that, as of December 31, 2018, SPGX's internal control over financial reporting was not effective based on the criteria in *Internal Control – Integrated Framework* issued by COSO.

Management believes that the material weaknesses set forth in items (2), (3) and (4) above did not have an effect on SPGX's financial results. However, management believes that the lack of a functioning audit committee and lack of a majority of outside directors on SPGX's board of directors caused and continues to cause an ineffective oversight in the establishment and monitoring of the required internal controls over financial reporting.

SPGX is committed to improving its financial organization. As part of this commitment and when funds are available, SPGX will create a position to SPGX to segregate duties consistent with control objectives and will increase its personnel resources and technical accounting expertise within the accounting function by: (i) appointing one or more outside directors to its board of directors who will also be appointed to the audit committee of SPGX resulting in a fully functioning audit committee who will undertake the oversight in the establishment and monitoring of required internal controls over financial reporting; and (ii) preparing and implementing sufficient written policies and checklists that will set forth procedures for accounting and financial reporting with respect to the requirements and application of US GAAP and SEC disclosure requirements.

Management believes that the appointment of one or more outside directors, who will also be appointed to a fully functioning audit committee, will remedy the lack of a functioning audit committee and a lack of a majority of outside directors on SPGX's Board. In addition, management believes that preparing and implementing sufficient written policies and checklists will remedy the following material weaknesses: (i) insufficient written policies and procedures for accounting and financial reporting with respect to the requirements and application of US GAAP and SEC disclosure requirements; and (ii) ineffective controls over period end financial close and reporting processes. Further, management believes that the hiring of additional personnel who have the technical expertise and knowledge will result proper segregation of duties and provide more checks and balances within the department. Additional personnel will also provide the cross training needed to support SPGX if personnel turn-over issues within the department occur. This coupled with the appointment of additional outside directors will greatly decrease any control and procedure issues SPGX may encounter in the future.

Management will continue to monitor and evaluate the effectiveness of SPGX's internal controls over financial reporting on an ongoing basis and are committed to taking further action and implementing additional enhancements or improvements, as necessary and as funds allow.

SPGX's independent auditors have not issued an attestation report on management's assessment of SPGX's internal control over financial reporting. As a result, this annual report does not include an attestation report of SPGX's independent registered public accounting firm regarding internal control over financial reporting. SPGX was not required to have, nor has SPGX, engaged its independent registered public accounting firm to perform an audit of internal control over financial reporting pursuant to the rules of the Securities and Exchange Commission that permit SPGX to provide only management's report in this annual report.

Changes in Internal Controls

On May 2, 2018 Christian Winzenried resigned as Chief Executive Officer of SPGX, and Stefan Muehlbauer was appointed by the board of directors as the new Chief Executive Officer. Also, on July 31, 2018 Christian Winzenried resigned as Chief Financial Officer of SPGX, and Stefan Muehlbauer was appointed by the board of directors as the new Chief Financial Officer.

There have been no other changes in SPGX's internal controls over financial reporting (as defined in Rule 13a-15(f) of the Exchange Act) during the period ended December 31, 2018, that materially affected, or are reasonably likely to materially affect, SPGX's internal control over financial reporting.

Item 9B. Other Information

None

PART III

Item 10. Directors, Executive Officers, and Corporate Governance.

(a) Identify Directors and Executive Officers

Each director of SPGX holds office until (i) the next annual meeting of the stockholders, (ii) his successor has been elected and qualified, or (iii) the director resigns.

SPGX's management team is listed below.

Officer's Name	Sustainable Projects Group Inc.
Stefan Muehlbauer	Director and President, CEO, CFO, CCO, Treasurer, Corporate Secretary
Tiffany Muehlbauer	Chief Operating Officer
Dr. Philip Grothe	Director
Lilibeth Fani Grunder	Director

Stefan Muehlbauer ● Mr. Muehlbauer (41 years old) has been the Chief Executive Officer of SPGX since May 2018, the Chief Financial Officer of SPGX since July 2018, the Chief Communications Officer of SPGX and a director of SPGX since February 2017, and has been the Treasurer and Corporate Secretary of SPGX since January 2018, and was the Chief Financial Officer of SPGX from January to May 2018. During the past five years, Mr. Muehlbauer has served as CEO of Arma Communications Inc, a business development and marketing Agency in Naples, Florida since 2013. Previously, Mr. Muehlbauer held positions with several leading investment banks in Europe. Mr. Muehlbauer was the Chief Operating Officer at Silvia Quandt & Cie AG where he was responsible for building up the institution's research and corporate finance activities. Mr. Muehlbauer received his degree in Finance from the University of Miami.

Tiffany Muehlbauer ● Mrs. Muehlbauer (40 years old) has been the Chief Operating Officer of SPGX since September 2018. During the past five years, Mrs. Muehlbauer has worked as Chief Operating Officer and Creative Director at Arma Communications Inc. Previously Mrs. Muehlbauer has worked as Head of Marketing and Equities Broker at Julius Baer Brokerage in Frankfurt Germany. Mrs. Muehlbauer holds a bachelors degree in Finance and Marketing from the University of Miami.

Dr. Philip Grothe ● Dr. Grothe (45 years old) has been a director of SPGX since July 2018 and was the President and Chief Executive Officer of SPGX from January 2017 to February 2017 and a director of SPGX from January 2017 to May 2018. During the past five years, Dr. Grothe has been the CEO of alimex Group since 2014. Prior to joining alimex he was partner and shareholder of Simon, Kucher & Partners, a top management consultancy focusing on strategy, marketing, pricing and sales. Dr. Grothe started his career at Deloitte Consulting where he worked as a manager and project leader in numerous marketing and sales projects. Dr. Grothe graduated in Economics and obtained his PhD in Strategic Management.

Lilibeth Fani Grunder ● Ms. Fani Grunder (38 years old) has been a director of SPGX since May 2018. During the past five years, Ms. Fani Grunder has been an account operations specialist with Nike in Switzerland and previous to that CEO of Timet in Zurich Switzerland.

(b) Identify Significant Employees

SPGX has two significant employees. SPGX relies upon the services and time of its key management. Stefan Muehlbauer, CEO and CFO, has devoted and will continue to devote approximately 40 hours per week or 100% of his working time to SPGX's business. Tiffany Muehlbauer, COO, has devoted and will continue to devote approximately 40 hours per week or 100% of her working time to SPGX's business. Dr. Philip Grothe, Director, has devoted and will continue to devote approximately one hour per week or 2% of his working time to SPGX's business. Lilibeth Fani Grunder, Director, has devoted and will continue to devote approximately one hour per week or 2% of her working time to SPGX's business.

(c) Family Relationships

There is no family relationship among the directors or officers of SPGX, with the exception of Tiffany Muehlbauer, who is the spouse of Stefan Muehlbauer.

(d) Involvement in Certain Legal Proceedings

During the past 10 years, no director, officer, or promoter of SPGX has been:

- a general partner or executive officer of any business against which any bankruptcy petition was filed, either at the time of the bankruptcy or two years prior to that time;

- convicted in a criminal proceeding or named subject to a pending criminal proceeding (excluding traffic violations and other minor offenses);

- subject to any order, judgment or decree, not subsequently reversed, suspended or vacated, of any court of competent jurisdiction, permanently or temporarily enjoining, barring, suspending or otherwise limiting his involvement in any type of business, securities or banking activities;

- subject to any order, judgment or decree, not subsequently reversed, suspended or vacated, of any Federal or State authority barring, suspending or otherwise limiting for more than 60 days the right of such person to engage in any activity as a futures commission merchant, introducing broker, commodity trading advisor, commodity pool operator, floor broker, leverage transaction merchant, any other person regulated by the Commodity Futures Trading Commission, or an associated person of any of the foregoing, or as an investment adviser, underwriter, broker or dealer in securities, or as an affiliated person, director or employee of any investment company, bank, savings and loan association or insurance company, or engaging in or continuing any conduct or practice in connection with such activity, or to be associated with persons engaged in any such activity;

- found by a court of competent jurisdiction in a civil action or by the SEC to have violated any Federal or State securities law, and the judgment in such civil action or finding by the SEC has not been subsequently reversed, suspended, or vacated;

- found by a court of competent jurisdiction in a civil action or by the Commodity Futures Trading Commission to have violated any Federal commodities law, and the judgment in such civil action or finding by the Commodity Futures Trading Commission has not been subsequently reversed, suspended or vacated;

- the subject of, or a party to, any Federal or State judicial or administrative order, judgment, decree, or finding, not subsequently reversed, suspended or vacated, relating to an alleged violation of:

  - any Federal or State securities or commodities law or regulation; or
  - any law or regulation respecting financial institutions or insurance companies including, but not limited to, a temporary or permanent injunction, order of disgorgement or restitution, civil money penalty or temporary or permanent cease-and-desist order, or removal or prohibition order; or
  - any law or regulation prohibiting mail or wire fraud or fraud in connection with any business entity; or

- the subject of, or a party to, any sanction or order, not subsequently reversed, suspended or vacated, of any self-regulatory organization, any registered entity, or any equivalent exchange, association, entity or organization that has disciplinary authority over its members or persons associated with a member.

(e) Compliance with Section 16(a) of the Exchange Act.

Section 16(a) of the Security Exchange Act of 1934 requires directors, executive officers and 10% or greater shareholders of SPGX to file with the Securities and Exchange Commission initial reports of ownership (Form 3) and reports of changes in ownership of equity securities of the Company (Form 4 and Form 5) and to provide copies of all such Forms as filed to SPGX. Based solely on SPGX's review of the copies of these forms received by it or representations from certain reporting persons, management believes that SEC beneficial ownership reporting requirements for the transition period from June 1, 2018 to December 31, 2018 were met, with the exception of the following:

(1) Stefan Muehlbauer failed to file a Form 4 – Change of Beneficial Ownership of Securities and a Schedule 13D in a timely manner, and a Form 5 - Annual Statement of Changes in Beneficial Ownership of Securities; (2) Lilibeth Fani Grunder failed to file a Form 3 – Initial Statement of Beneficial Ownership of Securities and a Form 5 - Annual Statement of Changes in Beneficial Ownership of Securities; (3) Dr. Philip Grothe failed to file a Form 5 - Annual Statement of Changes in Beneficial Ownership of Securities; (4) Tiffany Muehlbauer failed to file a Form 3 – Initial Statement of Beneficial Ownership of Securities in a timely manner and a Form 5 - Annual Statement of Changes in Beneficial Ownership of Securities; (5) Kurt Muehlbauer failed to file a Form 3 – Initial Statement of Beneficial Ownership of Securities, a Form 4 – Change of Beneficial Ownership of Securities, and a Schedule 13D in a timely manner; (6) Paul Meir failed to file a Form 3 – Initial Statement of Beneficial Ownership of Securities, a Form 4 – Change of Beneficial Ownership of Securities, and a Schedule 13D in a timely manner, and failed to file a Form 5 - Annual Statement of Changes in Beneficial Ownership of Securities; (7) Christopher Grunder failed to file a Form 4 – Change of Beneficial Ownership of Securities and a Schedule 13D in a timely manner, and a Form 5 - Annual Statement of Changes in Beneficial Ownership of Securities; and (8) Christian Winzenried failed to file a Form 5 - Annual Statement of Changes in Beneficial Ownership of Securities.

(f) Nomination Procedure for Directors

SPGX does not have a standing nominating committee; recommendations for candidates to stand for election as directors are made by the board of directors. SPGX has not adopted a policy that permits shareholders to recommend candidates for election as directors or a process for shareholders to send communications to the board of directors.

(g) Audit Committee Financial Expert

SPGX has no financial expert. Management believes the cost related to retaining a financial expert at this time is prohibitive. SPGX's Board of Directors has determined that it does not presently need an audit committee financial expert on the Board of Directors to carry out the duties of the Audit Committee. SPGX's Board of Directors has determined that the cost of hiring a financial expert to act as a director of SPGX and to be a member of the Audit Committee or otherwise perform Audit Committee functions outweighs the benefits of having a financial expert on the Audit Committee.

(h) Identification of Audit Committee

SPGX does not have a separately-designated standing audit committee. Rather, SPGX's entire board of directors perform the required functions of an audit committee. Currently, each director is a member of SPGX's audit committee, but only Dr. Philip Grothe and Ms. Lilibeth Fani Grunder meet SPGX's independent requirements for an audit committee member. See "Item 13. (c) Director independence" below for more information on independence.

SPGX's audit committee is responsible for: (1) selection and oversight of SPGX's independent accountant; (2) establishing procedures for the receipt, retention and treatment of complaints regarding accounting, internal controls and auditing matters; (3) establishing procedures for the confidential, anonymous submission by SPGX's employees of concerns regarding accounting and auditing matters; (4) engaging outside advisors; and, (5) funding for the outside auditor and any outside advisors engaged by the audit committee.

As of December 31, 2018, SPGX did not have a written audit committee charter or similar document.

(i) Code of Ethics

SPGX has adopted a financial code of ethics that applies to all its executive officers and employees, including its CEO and CFO. See Exhibit 14 – Code of Ethics for more information. SPGX undertakes to provide any person with a copy of its financial code of ethics free of charge. Please contact SPGX at 239-307-2925 to request a copy of SPGX's financial code of ethics. Management believes SPGX's financial code of ethics is reasonably designed to deter wrongdoing and promote honest and ethical conduct; provide full, fair, accurate, timely and understandable disclosure in public reports; comply with applicable laws; ensure prompt internal reporting of code violations; and provide accountability for adherence to the code. Management is currently updating is Code of Ethics, and will file an updated Code of Ethics when completed.

Item 11. Executive Compensation.

SPGX has paid $72,244 in compensation to its named executive officers during the transition period from June 1, 2018 to December 31, 2018 as set out in the table below.

SUMMARY COMPENSATION TABLE

Name and principal position (a)	Year (b)	Salary ($) (c)	Bonus ($) (d)	Stock Awards ($) (e)	Option Awards ($) (f)	Non-Equity Incentive Plan ($) (g)	Non-qualified Deferred Compensation Earnings ($) (h)	All other compensation ($) (i)	Total ($) (j)
Stefan Muehlbauer	2017	3,625	nil	nil	nil	nil	nil	nil	3,625
CEO May 2018 - present	2018[1]	20,040	nil	nil	nil	nil	nil	nil	20,040
CFO July 2018 - present	2018[2]	55,090	nil	nil	nil	nil	nil	nil	55,090
Tiffany Muehlbauer	2018[2]	16,154	nil	nil	nil	nil	nil	nil	16,154
COO Oct 2018 - present									
Christian Winzenried	2017	nil	nil	nil	nil	nil	nil	nil	nil
President and CEO	2018[1]	nil	nil	nil	nil	nil	nil	7,000	7,000
Feb 2017 - May 2018	2018[2]	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a
Dr. Philip Grothe	2017	nil	nil	nil	nil	nil	nil	nil	nil
President and CEO	2018[1]	68,000	nil	nil	nil	nil	nil	nil	68,000
Jan 2017 - Feb 2017	2018[2]	1,000	nil	nil	nil	nil	nil	nil	1,000
Suha Hächler	2017	nil	nil	nil	nil	nil	nil	nil	nil
CFO July 2016 - Jan 2018	2018[1]	nil	nil	nil	nil	nil	nil	nil	nil
President & CEO July 2016 - Jan 2017	2018[2]	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a
Law Yau Yau	2017	nil	nil	nil	nil	nil	nil	nil	nil
President, CEO and CFO	2018[1]	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a
Sep 2007–July 2016	2018[2]	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a

[1] For the fiscal year ended May 31, 2018 .
[2] For the transition period from June 1, 2018 to December 31, 2018.

Since SPGX's inception, no stock options, stock appreciation rights, or long-term incentive plans have been granted, exercised or re-priced.

Currently, SPGX does not have an employment agreement with any executive officers or directors, with the exception of the following:

On August 1, 2017, SPGX entered into a services agreement with Dr. Philip Grothe in which Dr. Grothe agreed to accept the appointment as a director and to provide director-related services to SPGX. As consideration for such services, SPGX agreed to annually pay Dr. Grothe 16,000 restricted common shares in the capital of SPGX. See Exhibit 10.7 - Services Agreement for more details.

On May 1, 2018, SPGX entered into an employment agreement with Stefan Muehlbauer in which Mr. Muehlbauer agreed to accept the appointment as Chief Executive Officer of SPGX and to provide CEO-related services to SPGX. As consideration for such services, SPGX agreed to pay Mr. Muehlbauer $7,500 monthly for a period of three years, and be renewed for successive one year terms until terminated. See Exhibit 10.22 - Employment Agreement for more details.

On May 1, 2018, SPGX entered into an employment agreement with Tiffany Muehlbauer in which Ms. Muehlbauer agreed to accept the appointment as Office Manager of SPGX and to provide management services to SPGX. As consideration for such services, SPGX agreed to pay Ms. Muehlbauer $42,000 annually for a period of three years, and be renewed for successive one year terms until terminated. Effective October 1, 2018, Tiffany Muehlbauer accepted the appointment of Chief Operating Officer. See Exhibit 10.23 - Employment Agreement for more details.

Also, SPGX reimburses all of its management and directors for reasonable expenses incurred by performing their duties for SPGX.

There are no employment agreements or other compensating plans or arrangements with regard to any named executive officer which provide for specific compensation in the event of resignation, retirement, other termination of employment or from a change of control of SPGX or from a change in a named executive officer's responsibilities following a change in control.

Item 12. Security Ownership of Certain Beneficial Holders and Management and Related Stockholder Matters.

(a) **Security Ownership of Certain Beneficial Owners (more than 5%)**

(1) Title of Class	(2) Name and Address of Beneficial Owner	(3) Amount and Nature of Beneficial Owner [1]	(4) Percent of Class [2]
common stock	**Paul Meier** Steinlerstrasse 18, Wangi, 9545 Switzerland	1,508,152	19.7%
common stock	**Stefan Muehlbauer** 225 Banyan Blvd, Suite 220, Naples, Florida, 34102	1,000,000	13.1%
common stock	**Kurt Muehlbauer** 225 Banyan Blvd, Suite 220, Naples, Florida, 34102	500,000	6.5%

[1] The listed beneficial owner has no right to acquire any shares within 60 days of the date of this Form 10-K from options, warrants, rights, conversion privileges or similar obligations excepted as otherwise noted.

[2] Based on 7,648,113 common shares issued and outstanding as of November 25, 2019.

(b) Security Ownership of Management

(1) Title of Class	(2) Name and Address of Beneficial Owner	(3) Amount and Nature of Beneficial Owner	(4) Percent of Class [1]
common stock	**Stefan Muehlbauer** 225 Banyan Blvd, Suite 220, Naples, Florida, 34102	1,000,000	13.1%
common stock	**Tiffany Muehlbauer** 225 Banyan Blvd, Suite 220, Naples, Florida, 34102	nil	nil
common stock	**Dr. Philip Grothe** 225 Banyan Blvd, Suite 220, Naples, Florida, 34102	16,000	0.2%
common stock	**Lilibeth Fani Grunder** 225 Banyan Blvd, Suite 220, Naples, Florida, 34102	nil	nil
common stock	Directors and Executive Officers (as a group)	1,016,000	13.3%

[1] Based on 7,648,113 common shares issued and outstanding as of November 25, 2019.

Each person listed above has full voting and investment power with respect to the common shares indicated. Under the rules of the SEC, a person (or a group of persons) is deemed to be a "beneficial owner" of a security if he or she, directly or indirectly, has or shares power to vote or to direct the voting of such security. Accordingly, more than one person may be deemed to be a beneficial owner of the same security. A person is also deemed to be a beneficial owner of any security, which that person has the right to acquire within 60 days, such as options or warrants to purchase SPGX's common shares.

(c) Changes in Control

Management is not aware of any arrangement that may result in a change in control of SPGX.

Item 13. Certain Relationships and Related Transactions, and Director Independence.

(a) Transactions with Related Persons

During the transition period from June 1, 2018 to December 31, 2018, no director, executive officer, security holder, or any immediate family of such director, executive officer, or security holder has had any direct or indirect material interest in any transaction or currently proposed transaction, which SPGX was or is to be a participant, that exceeded the lesser of (1) $120,000 or (2) one percent of the average of SPGX's total assets at year-end for the last three completed fiscal years, with the exception of the following:

(1) Christopher Grunder - Sale and purchase of shares in SP Group (Europe) AG

Pursuant to the terms and conditions of a share purchase agreement dated July 6, 2017 Workplan Holding Inc., a company wholly-owned by Christopher Grunder, the principal shareholder of SPGX, sold 2,000 shares in the capital of SP Group (Europe) AG to SPGX. These shares represent a 20% interest in SP Group (Europe) AG. As consideration for the purchased shares, SPGX issued 6,000 restricted shares of common stock in the capital of SPGX to Workplan Holding Inc. for a purchase price of $21,000. See Exhibit 10.4 - Share Purchase Agreement for more details.

In addition, as a condition precedent to the Share Purchase Agreement, SPGX required SP Group (Europe) AG and its majority shareholder, Christopher Grunder, to enter into an agreement that will require SP Group (Europe) AG to declare an annual dividend to be paid to all of its shareholders. Pursuant to the terms and conditions of the dividend agreement dated July 10, 2017 among Christopher Grunder, Sustainable Petroleum Group Inc, and SP Group (Europe) AG, SPGX will be entitled to 20% of the net profits of SP Group (Europe) AG in each fiscal year. See Exhibit 10.5 - Dividend Agreement for more details.

On December 26, 2018, SPGX sold all its shares of SP Group (Europe) AG back to SP Group (Europe) AG for CHF 15,000.

(2) Christopher Grunder - Sale and purchase of myfactor.io AG

Pursuant to the terms and conditions of a share purchase agreement dated May 31, 2018 SP Group (Europe) AG, a company which Christopher Grunder is a controlling shareholder, and who was a principal shareholder of SPGX at that time, acquired all of the shares in myfactor.io AG from SPGX. As consideration for the sale of all of its interest in myfactor.io.AG, SPGX was to be paid Euro$220,000 as a purchase price. See Exhibit 10.21 - Share Purchase Agreement for more details.

(3) Christopher Grunder – Amixca AG

SPGX advanced a refundable $190,000 deposit to Amixca AG for due diligence. After such due diligence, SPGX decided not to proceed with the acquisition of Amixca AG. At the time of the advance of funds, Amixca AG and Workplan Holdings AG have a common significant shareholder (Christopher Grunder). On January 18, 2018, SPGX entered into an agreement with Amixca AG for a period of three years commencing February 1, 2018 to provide business development services. The prepayment of $190,000 to Amixca AG was supposed to serve as consulting fees over the next three year period. The consulting agreement with Amixca AG was never utilized and Amixca AG did not provide any services. The consulting agreement was annulled and Amixca AG agreed to return the deposit with a payment schedule spanning over a year, beginning July 5, 2019 of $20,000 and thereafter, the first of every month of $15,455 until the full $190,000 has been repaid.
As of the date of this report, there was approximately $44,775 remaining to be paid on the repayment.

(4) Christopher Grunder - SP Group (Europe) AG

At the time of the agreement, SP Group (Europe) AG and SPGX share a common majority shareholder (Christopher Grunder). SPGX entered into a three year consulting agreement with SP Group (Europe) AG whereby SPGX will provide advisory and consulting services commencing May 1, 2017. The agreement provides that SP Group (Europe) AG will pay SPGX as follows:

a. $5,000 per month for the first year;
b. $10,000 per month for the second year; and
c. $15,000 per month for the third year.

SPGX received a lump sum payment which has been allocated to deferred revenues. As of December 31, 2018, there was $Nil remaining in deferred revenues (May 31, 2018 - $25,000). As of the December 31, 2018, SPGX booked $240,000 in consulting revenues from SP Group (Europe) AG (May 31, 2018 - $65,000). The consultancy agreement was mutually terminated at the end of March 2019.

(5) Global Gaming Media Inc.

SPGX entered into an agreement with Global Gaming Media Inc., a company with a common majority shareholder (Christopher Grunder), and acquired the Gator Lotto App on May 25, 2018 by issuing 100,000 restricted shares at $4.00 per share for the valuation of $400,000. The purchase includes the application for the Florida lotteries, all software rights to the Gator Lotto App, the domain, etc. SPGX spent an additional $11,000 toward development costs. The latest version of the Lotto App was launched February 2019. At December 31, 2018, the Company determined that an impairment of $168,000 was required which approximate its market value. The Company currently does not have the resources to exploit the app and may consider selling this asset in the future.

(b) Promoters and control persons

From inception of SPGX on September 4, 2009 to July 2016, Law Yau Yau was the only promoter of SPGX's business, and from July 2016 to February 2017 Suha Hächler was the only promoter of SPGX's business. From February 2017 to May 2018 Mr. Hächler and Christian Winzenried were the only promoters of SPGX's business. Since May 2018 Stefan Muehlbauer has been the only promoter of SPGX's business. No promoter of SPGX has received anything of value from SPGX nor is any person entitled to receive anything of value from SPGX for services provided as a promoter of the business of SPGX.

(c) Director independence

SPGX's board of directors currently consists of Stefan Muehlbauer, Dr. Philip Grothe, and Lilibeth Fani Grunder. Pursuant to Item 407(a)(1)(ii) of Regulation S-K of the Securities Act, SPGX's board of directors has adopted the definition of "independent director" as set forth in Rule 4200(a)(15) of the NASDAQ Manual. In summary, an "independent director" means a person other than an executive officer or employee of SPGX or any other individual having a relationship which, in the opinion of SPGX's board of directors, would interfere with the exercise of independent judgement in carrying out the responsibilities of a director, and includes any director who accepted any compensation from SPGX in excess of $200,000 during any period of 12 consecutive months with the three past fiscal years. Also, the ownership of SPGX's stock will not preclude a director from being independent.

In applying this definition, SPGX's board of directors has determined that Dr. Grothe and Ms. Fani Grunder each qualify as an "independent director" pursuant to the same rule.

As of the date of the report, SPGX did not maintain a separately designated compensation or nominating committee.

SPGX has also adopted this definition for the independence of the members of its audit committee. Each of the directors is a member of SPGX's audit committee. SPGX's board of directors has determined that only Dr. Grothe and Ms. Fani Grunder are "independent" for purposes of Rule 4200(a)(15) of the NASDAQ Manual, applicable to audit, compensation and nominating committee members, and are "independent" for purposes of Section 10A(m)(3) of the Securities Exchange Act.

Item 14. Principal Accounting Fees and Services

(1) Audit Fees

The aggregate fees billed for each of the last two fiscal years for professional services rendered by the principal accountant for SPGX's audit of annual financial statements and for review of financial statements included in SPGX's Form 10-Q's or services that are normally provided by the accountant in connection with statutory and regulatory filings or engagements for those fiscal years was:

2018 - $82,000 - Fruci & Associates – Certified Public Accountants
2017 - $19,836 – MNP LLP – Chartered Accountants

(2) Audit-Related Fees

The aggregate fees billed in each of the last two fiscal years for assurance and related services by the principal accountants that are reasonably related to the performance of the audit or review of SPGX's financial statements and are not reported in the preceding paragraph:

2018 - $0 - Fruci & Associates – Certified Public Accountants
2018 - $2,000 – MNP LLP – Chartered Accountants
2017 - $9,156 – MNP LLP – Chartered Accountants

(3) Tax Fees

The aggregate fees billed in each of the last two fiscal years for professional services rendered by the principal accountant for tax compliance, tax advice, and tax planning was:

2018 - $nil – Fruci & Associates – Certified Public Accountants
2017 - $nil – MNP LLP – Chartered Accountants

(4) All Other Fees

The aggregate fees billed in each of the last two fiscal years for the products and services provided by the principal accountant, other than the services reported in paragraphs (1), (2), and (3) was:

2018 - $nil – Fruci & Associates – Certified Public Accountants
2017 - $nil – MNP LLP – Chartered Accountants

(6) The percentage of hours expended on the principal accountant's engagement to audit SPGX's financial statements for the most recent fiscal year that were attributed to work performed by persons other than the principal accountant's full time, permanent employees was nil %.

Item 15. Exhibits, Financial Statement Schedules.

1. Financial Statements

Financial statements of Sustainable Projects Group Inc. have been included in Item 8 above.

2. Financial Statement Schedules

All schedules for which provision is made in Regulation S-X are either not required to be included herein under the related instructions or are inapplicable or the related information is included in the footnotes to the applicable financial statement and, therefore, have been omitted from this Item 15.

3. Exhibits

All Exhibits required to be filed with the Form 10-K are included in this annual report or incorporated by reference to SPGX's previous filings with the SEC, which can be found in their entirety at the SEC website at www.sec.gov under SEC File Number 000-54875 and SEC File Number 333-169331.

Exhibit	Description	Status
3.1	Articles of Incorporation and Certificate of Amendment, filed as an exhibit to SPGX's registration statement on Form S-1 filed on September 13, 2010, and incorporated herein by reference.	Filed
3.2	By-Laws, filed as an exhibit to SPGX's registration statement on Form S-1 filed on September 13, 2010, and incorporated herein by reference.	Filed
3.3	Certificate of Amendment, filed as an exhibit to SPGX's Form S-1 (Registration Statement) filed on September 13, 2010, and incorporated herein by reference.	Filed
3.4	Certificate of Amendment, filed as an exhibit to SPGX's Form 8-K (Current Report) filed on December 19, 2016, and incorporated herein by reference.	Filed
3.5	Certificate of Amendment, filed as an exhibit to SPGX's Form 8-K (Current Report) filed on October 26, 2017, and incorporated herein by reference.	Filed
10.1	Share Purchase Agreement dated July 25, 2016 filed as an exhibit to SPGX's Form 8-K (Current Report) filed on August 11, 2016, and incorporated herein by reference.	Filed
10.2	Property Purchase Agreement dated March 13, 2017 filed as an exhibit to SPGX's Form 8-K (Current Report) filed on March 17, 2017, and incorporated herein by reference.	Filed
10.3	Deposit Agreement dated June 23, 2017 filed as an exhibit to SPGX's Form 8-K (Current Report) filed on July 11, 2017, and incorporated herein by reference.	Filed
10.4	Share Purchase Agreement dated July 6, 2017 filed as an exhibit to SPGX's Form 8-K (Current Report) filed on July 11, 2017, and incorporated herein by reference.	Filed
10.5	Dividend Agreement dated July 10, 2017 filed as an exhibit to SPGX's Form 8-K (Current Report) filed on July 11, 2017, and incorporated herein by reference.	Filed
10.6	Consulting Agreement dated April 24, 2017 filed as an Exhibit to SPGX's Form 10-K (Annual Report) on August 31, 2017, and incorporated herein by reference.	Filed
10.7	Services Agreement dated August 1, 2017 filed as an Exhibit to SPGX's Form 10-K (Annual Report) on August 31, 2017, and incorporated herein by reference.	Filed
10.8	Share Purchase Agreement dated July 25, 2017 filed as an exhibit to SPGX's Form 8-K (Current Report) filed on December 6, 2017, and incorporated herein by reference.	Filed
10.9	Share Purchase Agreement dated January 18, 2018 filed as an exhibit to SPGX's Form 8-K (Current Report) filed on January 19, 2018, and incorporated herein by reference.	Filed
10.10	Consultant Agreement dated January 18, 2018 filed as an exhibit to SPGX's Form 8-K (Current Report) filed on January 19, 2018, and incorporated herein by reference.	Filed
10.11	Share Purchase Agreement dated January 30, 2018 filed as an exhibit to SPGX's Form 8-K (Current Report) filed on January 31, 2018, and incorporated herein by reference.	Filed
10.12	Asset Purchase Agreement dated for reference May 22, 2018 filed as an exhibit to SPGX's Form 8-K (Current Report) filed on May 31, 2018, and incorporated herein by reference.	Filed
10.13	Letter of Intent dated for reference September 25, 2018 filed as an exhibit to SPGX's Form 8-K (Current Report) filed on October 3, 2018, and incorporated herein by reference.	Filed
10.14	Shareholder's Agreement dated September 29, 2018 filed as an exhibit to SPGX's Form 8-K (Current Report) filed on October 3, 2018, and incorporated herein by reference.	Filed
10.15	Letter Agreement dated December 31, 2018 filed as an exhibit to SPGX's Form 8-K (Current Report) filed on February 14, 2019, and incorporated herein by reference	Filed
10.16	Purchase Agreement dated December 26, 2018 filed as an exhibit to SPGX's Form 8-K (Current Report) filed on February 14, 2019, and incorporated herein by reference.	Filed

Exhibit	Description	Status
10.17	Call Option Agreement dated December 26, 2018 filed as an exhibit to SPGX's Form 8-K (Current Report) filed on February 14, 2019, and incorporated herein by reference.	Filed
10.18	Purchase Agreement dated December 26, 2018 filed as an exhibit to SPGX's Form 8-K (Current Report) filed on February 14, 2019, and incorporated herein by reference.	Filed
10.19	Call Option Agreement dated December 26, 2018 filed as an exhibit to SPGX's Form 8-K (Current Report) filed on February 14, 2019, and incorporated herein by reference.	Filed
10.20	Shareholder's Agreement dated February 25, 2019 filed as an exhibit to SPGX's Form 8-K (Current Report) filed on March 1, 2019, and incorporated herein by reference.	Filed
10.21	Share Purchase Agreement dated May 31, 2018 filed on August 29, 2019, and incorporated herein by reference.	Filed
10.22	Employment Agreement dated May 1, 2018 filed on August 29, 2019, and incorporated herein by reference.	Filed
10.23	Employment Agreement dated May 1, 2018 filed on August 29, 2019, and incorporated herein by reference.	Filed
14	Code of Ethics, filed as an exhibit to SPGX's 2010 registration statement on Form S-1 filed on September 13, 2009, and incorporated herein by reference.	Filed
31	Certifications pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.	**Included**
32	Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.	**Included**
101 *	Financial statements from the annual report on Form 10-K of Sustainable Projects Group Inc. for the transition period from June 1, 2018 to December 31, 2018, formatted in XBRL: (i) the Condensed Consolidated Balance Sheets, (ii) the Condensed Consolidated Statements of Operations and Comprehensive Loss; (iii) the Condensed Consolidated Statements of Stockholders' Equity, and (iv) the Condensed Consolidated Statements of Cash Flows.	

*** In accordance with Rule 402 of Regulation S-T, the XBRL ("Extensible Business Reporting Language") related information is furnished and not deemed filed or part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933, is deemed not filed for purposes of Section 18 of the Securities Exchange Act of 1934, and otherwise is not subject to liability under these sections.**

SIGNATURES

In accordance with the requirements of the Securities Exchange Act of 1934, Sustainable Projects Group Inc. has caused this report to be signed on its behalf by the undersigned duly authorized person.

SUSTAINABLE PROJECTS GROUP INC.

By:	***/s/ Stefan Muehlbauer***
Name:	**Stefan Muehlbauer**
Title:	**Director, President & CEO**
Dated:	**November 25, 2019**

Pursuant to the requirements of the Securities Exchange Act of 1934, the following persons on behalf of Sustainable Projects Group Inc. and in the capacities and on the dates indicated have signed this report below.

Signature	Title	Date
/s/ Stefan Muehlbauer **STEFAN MUEHLBAUER**	President, Chief Executive Officer, Principal Executive Officer Chief Financial Officer, Principal Financial Officer, Principal Accounting Officer, Treasurer, Corporate Secretary, and Chief Communications Officer Member of the Board of Directors	**November 25, 2019**
/s/ Dr. Philip Grothe **DR. PHILIP GROTHE**	Member of the Board of Directors	**November 25, 2019**
/s/ Lilibeth Fani Grunder **LILIBETH FANI GRUNDER**	Member of the Board of Directors	**November 25, 2019**

Exhibit 31

SUSTAINABLE PROJECTS GROUP INC.
CERTIFICATIONS PURSUANT TO
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

CERTIFICATION

I, Stefan Muehlbauer, certify that:

1. I have reviewed this annual report on Form 10-K for the transition period from June 1, 2018 to December 31, 2018 of Sustainable Projects Group Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

(c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: **November 25, 2019**

/s/ Stefan Muehlbauer
Stefan Muehlbauer
Chief Executive Officer

SUSTAINABLE PROJECTS GROUP INC.
CERTIFICATIONS PURSUANT TO
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

CERTIFICATION

I, Stefan Muehlbauer, certify that:

1. I have reviewed this annual report on Form 10-K for the transition period from June 1, 2018 to December 31, 2018 of Sustainable Projects Group Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

(c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: **November 25, 2019**

/s/ Stefan Muehlbauer

Stefan Muehlbauer
Chief Financial Officer

Exhibit 32

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

In connection with the Annual Report of Sustainable Projects Group Inc. (the “Company”) on Form 10-K for the transition period from June 1, 2018 to December 31, 2018 as filed with the Securities and Exchange Commission on the date hereof (the “Report”), I, Stefan Muehlbauer, President and Chief Executive Officer of the Company and a member of the Board of Directors, certify, pursuant to 18 U.S.C. §1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

(1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Stefan Muehlbauer

Stefan Muehlbauer
Chief Executive Officer
Date: **November 25, 2019**

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

In connection with the Annual Report of Sustainable Projects Group Inc. (the “Company”) on Form 10-K for the transition period from June 1, 2018 to December 31, 2018 as filed with the Securities and Exchange Commission on the date hereof (the “Report”), I, Stefan Muehlbauer, Chief Financial Officer of the Company and a member of the Board of Directors, certify, pursuant to 18 U.S.C. §1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

(1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Stefan Muehlbauer

Stefan Muehlbauer
Chief Financial Officer
Date: **November 25, 2019**