

SUSTAINABLE PROJECTS GROUP INC.

FORM 8-K (Current report filing)

Filed 09/01/21 for the Period Ending 08/26/21

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	Business Support Services
Sector	Industrials
Fiscal Year	12/31

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported) **August 26, 2021**

SUSTAINABLE PROJECTS GROUP INC.

(Exact name of registrant as specified in its charter)

Nevada

(State or other jurisdiction
of incorporation)

000-54875

(Commission
File Number)

81-5445107

(I.R.S. Employer
Identification No.)

2316 Pine Ridge Rd, Naples, Florida

(Address of principal executive offices)

34109

(Zip Code)

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

225 Banyan Boulevard, Suite 220, Naples, Florida 34102a

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the Registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
None	N/A	N/A

INFORMATION TO BE INCLUDED IN REPORT

Item 4.01. Changes in Registrant's Certifying Accountant.**a Termination of Independent Registered Public Accounting Firm**

On August 26th, 2021, Fruci & Associates II, PLLC ("Fruci") was terminated as the independent auditor of Sustainable Projects Group Inc. ("SPGX"). Fruci's audit report on the financial statements of SPGX for the year ended December 31, 2019, did not contain an adverse opinion or disclaimer of opinion, nor was it qualified as to uncertainty, audit scope, or accounting principles except that it provided a modified opinion for the substantial doubt to continue as a going concern.

There have been no disagreements during the fiscal year ended December 31, 2019 and the subsequent interim period up to and including the date of Fruci's termination between SPGX and Fruci on any matter of accounting principles or practices, financial statement disclosure, or auditing scope or procedure, which, if not resolved to the satisfaction of Fruci, would have caused them to make reference to the subject matter of the disagreement in connection with their report on SPGX's financial statements for that period. During SPGX's fiscal year ended December 31, 2019, SPGX disclosed that its internal controls over financial reports were not effective. SPGX's internal control weaknesses were discussed by its Board of Directors with Fruci, and Fruci has been authorized to respond fully to the inquiries of SPGX's successor accountants with respect to such weaknesses.

SPGX has provided Fruci with a copy of this report and has requested in writing that Fruci provide a letter addressed to the Securities and Exchange Commission stating whether or not they agree with the above statements. SPGX has received the requested letter from Fruci and has included such letter as an exhibit to this report.

b Appointment of Independent Registered Public Accounting Firm

On August 26, 2021, SPGX appointed K.R. Margetson Ltd ("Margetson") as its new independent auditor. The Board of Directors unanimously approved the engagement of Margetson.

SPGX did not consult with Margetson during the fiscal year ended December 31, 2019 and any subsequent interim period prior to their engagement regarding: (i) the application of accounting principles to a specific completed or proposed transaction or the type of audit opinion that might be rendered on SPGX's financial statements, and neither a written report was provided to SPGX nor oral advice was provided that the newly appointed auditor concluded was an important factor in reaching a decision as to the accounting, auditing or financial reporting issue; or (ii) any matter that was either the subject of a disagreement or a reportable event as defined and described in paragraphs (a)(1)(iv) and (a)(1)(v) of Item 304 of Regulation S-K, promulgated under the Securities Exchange Act of 1934, as amended.

Item 9.01. Financial Statements and Exhibits.**(d) Exhibits**

Exhibit	Description	
16.1	Letter to Securities and Exchange Commission dated August 31, 2021 from Fruci regarding change in independent registered public accounting firm	Included

SIGNATURES

Pursuant to 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.

Dated: September 1, 2021

By: /s/ Stefan Muehlbauer

Stefan Muehlbauer – CEO

Letter of Fruci & Associates
(former principal independent accountant)



August 31, 2021

U.S. Securities and Exchange Commission
100 F Street, N.E.
Washington, DC 20549

RE: Sustainable Projects Group Inc.

Dear Sir or Madam:

We have read the statements made by Sustainable Projects Group Inc., which we understand will be filed with the Securities and Exchange Commission, pursuant to Item 4.01 "Changes in Registrant's Certifying Accountant" in the Form 8-K dated August 31, 2021. We agree with the statements disclosed under Item 4.01 in such Form 8-K insofar as they relate to our Firm.

We have no basis on which to agree or disagree with the other statements contained in the Form 8-K.

Sincerely,

/s/ Fruci & Associates II, PLLC
Spokane, Washington
