UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 10-Q

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

For the quarterly period ended January 31, 2018

[ ] Transition Report pursuant to 13 or 15(d) of the Securities Exchange Act of 1934

For the transition period ___________________to

Commission File Number **0-23920**

REGI U.S., INC.

(Exact name of Small Business Issuer as specified in its charter)

Oregon	**91-1580146**
(State or other jurisdiction of incorporation or organization)	*(IRS Employer Identification No.)*
7520 N. Market St. Suite 10, Spokane, WA	**99217**
(Address of principal executive offices)	*(Postal or Zip Code)*
Issuer's telephone number, including area code:	**(509) 474-1040**

NA

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

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

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

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See definition of "accelerated filer and large accelerated filer" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer [ ]　　Accelerated filer [ ]

Non-accelerated filer [ ]　　Smaller reporting company [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 Exchange Act).
Yes [ ] No [X]

Indicate the number of shares issued and outstanding of each of the issuer's classes of common stock, as of the latest practicable date: 99,006,890 shares of common stock with no par value issued and outstanding, respectively, as of March 26, 2018.

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PART I. FINANCIAL INFORMATION

Item 1. Financial Statements

REGI U.S., Inc.
Consolidated Balance Sheets

	January 31, 2018 $ (Unaudited)	April 30, 2017 $ (Audited)
ASSETS		
Current Assets:		
Cash and cash equivalents	206,203	67,818
Prepaid expenses	36,535	8,987
Total current assets	242,738	76,805
Furniture and equipment, net	14,556	14,279
Total Assets	257,294	91,084
LIABILITIES AND STOCKHOLDERS' DEFICIT		
Current Liabilities:		
Accounts payable and accrued liabilities	251,733	219,966
Due to related parties	77,156	77,560
Convertible promissory notes, net of unamortized discount of $351 and $0, respectively	247,110	-
Convertible promissory notes – related parties, net of unamortized discount of $150 and $0, respectively	38,850	-
Total current liabilities	614,849	297,526
Long-term Liabilities:		
Convertible promissory notes, net of unamortized discount of $695,222 and $12,944, respectively	465,278	636,539
Convertible promissory notes – related parties, net of unamortized discount of $56,688 and $9,888, respectively	57,081	877,449
Total long-term liabilities	522,359	1,513,988
Total liabilities	1,137,208	1,811,514
Commitments and Contingencies	-	-
Stockholders' Deficit:		
Common stock, 150,000,000 shares authorized, no par value, 95,333,527 and 84,850,475 shares issued, respectively 95,333,527 and 84,022,744 shares outstanding, respectively	22,093,417	19,641,632
Accumulated deficit	(22,669,439)	(21,058,170)
Accumulated other comprehensive loss	(358,675)	(358,675)
Total REGI U.S., Inc. stockholders' deficit	(934,697)	(1,775,213)
Non-controlling interest	54,783	54,783
Total stockholders' deficit	(879,914)	(1,720,430)
Total Liabilities and Stockholders' Deficit	257,294	91,084

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

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

	Nine Months Ended January 31, 2018 $	Nine Months Ended January 31, 2017 $	Three Months Ended January 31, 2018 $	Three Months Ended January 31, 2017 $
Operating Expenses:				
General and administration	529,661	57,384	187,910	22,516
Research and development	603,191	-	203,201	-
Loss from operations	(1,132,852)	(57,384)	(391,111)	(22,516)
Other expense:				
Interest and financing expense	(478,417)	-	(281,137)	-
Total other expense	(478,417)	-	(281,137)	-
Net loss before non-controlling interest	(1,611,269)	(57,384)	(672,248)	(22,516)
Net loss attributable to non-controlling interest	-	7	-	-
Net loss attributable to REGI U.S., Inc.	(1,611,269)	(57,377)	(672,248)	(22,516)
Loss per share – basic and diluted	(0.02)	(0.00)	(0.01)	(0.00)
Weighted average number of common shares outstanding – basic and diluted	86,696,000	49,329,670	91,538,504	49,329,670
Comprehensive loss:				
Net loss	(1,611,269)	(57,384)	(672,248)	(22,516)
Translation adjustments	-	8,225	-	(6,136)
Comprehensive loss	(1,611,269)	(49,159)	(672,248)	(28,652)
Comprehensive loss attributable to non-controlling interest	-	(29,154)	-	16,917
Comprehensive loss attributable to REGI U.S., Inc.	(1,611,269)	(78,313)	(672,248)	(11,735)

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

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

	Nine Months Ended January 31, 2018 $	Nine Months Ended January 31, 2017 $
Cash flows from operating activities		
Net loss	(1,611,269)	(57,384)
Adjustments to reconcile loss to net cash used in operating activities:		
Amortization of debt discount	301,937	-
Depreciation expense	4,301	-
Amortization of promissory note finders fee	35,598	-
Shares issued for services	59,500	-
Service settled with convertible promissory notes	143,923	-
Service settled with convertible promissory notes – related party	88,768	-
Changes in non-cash working capital items:		
Taxes receivable	-	(300)
Prepaid expenses	(27,548)	-
Accounts payable and accrued liabilities	118,964	(8,581)
Due to related parties	(404)	57,909
Net cash used operating activities	(886,230)	(8,356)
Cash flows from investing activities		
Purchase of research equipment and office furniture	(4,578)	-
Net cash used in investing activities	(4,578)	-
Cash flows from financing activities		
Cash overdraft	-	88
Redemption of promissory note	(14,152)	-
Issuance of common shares for option exercise	15,500	-
Issuance of convertible promissory notes	1,027,845	-
Net cash provided by financing activities	1,029,193	88
Foreign exchange effect	-	8,225
Increase (decrease) in cash	138,385	(43)
Cash and cash equivalents, beginning	67,818	43
Cash and cash equivalents, ending	206,203	-
Non-cash items		
Finder fee for promissory notes	62,600	-
Discount on convertible promissory notes for beneficial conversion features	1,004,514	-
Accounts payable settled with convertible promissory note	17,436	
Shares issued for note conversion	1,372,276	-
Supplemental Disclosures		
Interest paid	1,870	-
Income taxes paid	-	-

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

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

1. Nature of Business

REGI U.S., Inc. ("we", "our", the "Company", "REGI") has been engaged in the business of developing and building improved axial vane-type rotary devices for civilian, commercial and government applications with the marketing and intellectual rights in the U.S. Effective February 17, 2017 REGI purchased the worldwide marketing and intellectual rights, other than in the U.S., from Reg Technologies, Inc. ("Reg Tech"), a British Columbia company. No revenue has been derived to date from REGI's principal operations of research and development.

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

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

Asset Purchase Agreement

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

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

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

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

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

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

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

2. Significant Accounting Policies

Principles of consolidation

The accompanying unaudited interim consolidated financial statements of REGI have been prepared in accordance with accounting principles generally accepted in the United States of America, and should be read in conjunction with the audited financial statements and notes thereto for the year ended April 30, 2017 filed on Form 10-K with the SEC. In the opinion of management, the accompanying unaudited interim consolidated financial statements reflect all adjustments, consisting of normal recurring adjustments, necessary to present fairly the financial position and the results of operations for the interim period presented herein. The results of operations for interim periods are not necessarily indicative of the results to be expected for the full year or for any future period. Notes to the unaudited consolidated financial statements which would substantially duplicate the disclosures contained in the audited consolidated financial statements for fiscal 2017 as reported in the Form 10-K, have been omitted.

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

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

Investment in associates

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

As part of the APA the Company purchased from Reg Tech and owns 26.1% of equity interest in Minewest Silver and Gold Inc. ("Minewest"), a British Columbia company. Minewest owns a 70% interest subject to a 10% Net Profits Interest in mining property in British Columbia. As at the date of the asset purchase and the date of this report, Minewest is inactive due to lack of funding. As a result, the assets were impaired and no transactions are recorded for Minewest during the year ended April 30, 2017 or the nine months ended January 31, 2018.

Property and equipment

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

Depreciation of property and equipment is calculated using the straight-line method to write off the cost, net of any estimated residual value, over their estimated useful lives of the assets as follows: Office equipment 5 years and electronic equipment 2 years. Depreciation of office equipment is included in general and administrative expenses; depreciation of research equipment is included in research and development expense. During the nine months ended January 31, 2018 depreciation of $4,142 was recorded on the research equipment and $159 was recorded on office furniture.

Recent accounting pronouncements

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

3. Going Concern

The Company incurred net losses of $1,611,269 for the nine months ended January 31, 2018 and has a working capital deficit of $372,111 and an accumulated deficit of $22,669,439 at January 31, 2018. These factors raise substantial doubt about the ability of the Company to continue as a going concern. The consolidated financial statements do not include any adjustments that might result from the outcome of this uncertainty. As a result, the Company's consolidated financial statements as of January 31, 2018 and for the nine months ended January 31, 2018 have been prepared on a going concern basis, which contemplates the realization of assets and the settlement of liabilities and commitments in the normal course of business.

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

4. Secured Convertible Promissory Notes

As of January 31, 2018, REGI has outstanding senior secured convertible promissory notes (the "Convertible Notes") of $95,931 (net of unamortized discount of $56,838) issued to related parties and $712,388 (net of unamortized discount of $695,573) issued to non-related parties. As of April 30, 2017, REGI has outstanding Convertible Notes of $877,449 (net of unamortized discount of $9,888) issued to related parties and $636,539 (net of unamortized discount of $12,944) issued to non-related parties.

During the nine months ended January 31, 2018, the Company issued Convertible Notes for cash proceeds of $1,027,845, settled accounts payable from previous years of $17,436, service debt provided by related parties of $88,768, and service debt provided by non-related parties of $206,523 of which $62,600 was finders' fee for cash based Convertible Notes recorded as discount to these Convertible Notes. $35,598 of the $62,600 debt discount was amortized and recorded as financing charge during the nine months ended January 31, 2018.

The Convertible Notes are secured against all assets of the Company, repayable two years after the issuance, bearing simple interest rate of 10% during the term of the notes and simple interest rate of 20% after the due date. During the nine months ended January 31, 2018 $14,152 of the Convertible Notes were redeemed with cash payment. During the nine months ended January 31, 2018 $60,000 of the Convertible Notes were reclassified from non-related party at April 30, 2017 to related party as a debt holder became a director of the Company.

As of January 31, 2018, $17,436, $40,000, $1,323,293, $60,000 and $120,000 of the promissory notes are convertible at any time on or after ninety days from the issuance date into the Company's common stocks at $0.174, $0.12, $0.10, $0.09 and $0.08 per share respectively.

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

The Company determined that the conversion option was subject to a beneficial conversion feature and during the nine months ended January 31, 2018 the Company recorded a total beneficial conversion feature of $1,004,514, and amortization of the beneficial conversion feature of $301,937 as interest expense.

5. Related Parties

Amounts due to related parties are unsecured, non-interest bearing and due on demand. Related parties consist of the directors and officers and a former director of REGI and companies controlled or significantly influenced by these parties. As of January 31, 2017, there was $77,156 due to related parties. As of April 30, 2017, there was $77,560 due to related parties.

6. Stockholders' Equity

a) Common Stock

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

During the nine months ended January 31, 2018 related party convertible promissory notes of $126,152 and accrued interest of $10,931 were converted into a total of 1,369,964 shares of REGI's common stock at $0.10 per share, and convertible promissory notes of $755,185 and accrued interest of $41,173 were converted into a total of 1,054,779 shares of REGI's common stock at $0.755 per share

During the nine months ended January 31, 2018 non-related party convertible promissory notes of $407,330 and accrued interest of $16,155 were converted into a total of 4,234,487 shares of REGI's common stock at $0.10 per share, principal of $3,848 and accrued interest of $623 were converted into 55,892 common stock at $0.08 per share, principal of $10,000 and accrued interest of $879 were converted into 99,661 common stock at $0.12 per share of which 88,059 shares were issued by January 31, 2018 and 2,602 shares were issued in March, 2018.

During the nine months ended January 31, 2017 the Company issued 155,000 shares of its common stock for options exercised at $0.10 per share for a total proceed of $15,500. Among the 155,000 shares of common stock, 55,000 shares were issued to a related party.

During the nine months ended January 31, 2018 the Company issued 350,000 shares of its common stock for services provided by the directors, officers and consultants of the Company with the total value recorded at $59,500 based on the market trading price of the issuance date.

On November 2, 2017 the Company issued 3,172,269 shares of its common stock to Rand Energy. No value was assigned to these shares, as Rand Energy did not have any assets. These shares together with the 827,721 shares of common stock initially owned by Rand Energy and recorded as the Company's treasury shares, were transferred to the 49% shareholders of Rand Energy, as consideration for purchase of all of their 49% interest in Rand Energy, resulting in the Company owing 100% equity interest of Rand Energy.

b) Common Stock Options and Warrants

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

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

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

Options		**Exercise price**
2,500,000	$	0.10
300,000	$	0.20
300,000	$	0.35
300,000	$	0.50
100,000	$	0.75
3,500,000		

A summary of REGI's stock option activities for the nine months ended January 31, 2018 and the year ended April 30, 2017 are as follows:

	Nine months Ended January 31, 2018			Year Ended April 30, 2017		
	Options		Weighted Average Exercise Price	Options		Weighted Average Exercise Price
Outstanding at beginning of period	9,138,000	$	0.31	1,938,000	$	0.15
Granted	-		-	7,200,000		0.36
Exercised	(155,000)		0.10	-		-
Expired	(803,000)		0.10	-		-
Outstanding at end of period	8,180,000		0.35	9,138,000		0.31
Exercisable at end of period	7,445,000	$	0.35	7,684,500	$	0.34

The weighted average remaining contractual life of the options was 3.27 and 3.61 years at January 31, 2018 and April 30, 2017 respectively.

At January 31, 2018 and April 30, 2017, the Company had $Nil and $28,740 of total unrecognized compensation cost related to non-vested stock options and warrants, respectively. The intrinsic value of "in the money" exercisable options at January 31, 2018 and April 30, 2017 was $68,000 and $145,580, respectively.

7. Subsequent Events

Subsequent to January 31, 2018, a total of 2,960,000 shares of the Company's common stock were issued to the management and key consultants and employees of the Company.

Subsequent to January 31, 2018, a total of 272,397 and 440,966 shares of the Company's common stock were issued for convertible promissory notes at $0.08 and $0.10 per share, respectively.

Subsequent to January 31, 2018, the Company issued Convertible Notes for cash proceeds of $20,000, service debt provided by related parties of $12,420, and service debt provided by non-related parties of $38,238. The Convertible Notes are secured against all assets of the Company, repayable two years after the issuance, bearing simple interest rate of 10% during the term of the notes and simple interest rate of 20% after the due date.

On March 1, 2018, REGI granted an aggregate of 1,400,000 common stock options for services. These options vest upon grant, expire on March 1, 2023 and are exercisable at the following prices:

Options		**Exercise price**
450,000	$	0.10
250,000	$	0.20
125,000	$	0.35
125,000	$	0.50
100,000	$	0.75
100,000	$	1.00
125,000	$	0.75
125,000	$	0.75
1,400,000		

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

Forward-Looking Statements

Certain statements contained in this Quarterly Report on Form 10-Q constitute "forward-looking statements." These statements, identified by words such as "plan," "anticipate," "believe," "estimate," "should," "expect" and similar expressions include our expectations and objectives regarding our future financial position, operating results and business strategy. These statements reflect the current views of management with respect to future events and are subject to risks, uncertainties and other factors that may cause our actual results, performance or achievements, or industry results, to be materially different from those described in the forward-looking statements. Such risks and uncertainties include those set forth in our 10-K for the fiscal year ended April 30, 2017. We do not intend to update the forward- looking information to reflect actual results or changes in the factors affecting such forward-looking information. We advise you to carefully review the reports and documents we file from time to time with the Securities and Exchange Commission (the "SEC"), particularly our Annual Reports on Form 10-K, our Quarterly Reports on Form 10-Q and our Current Reports on Form 8-K.

All dollar amounts in this Quarterly Report are in U.S. dollars unless otherwise stated.

Nature of Business

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

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

Recent Development

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

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

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

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

Going Concern

We incurred net losses of $1,611,269 for the nine months ended January 31, 2018 and have a working capital deficit of $372,111 and an accumulated deficit of $22,669,439 at January 31, 2018. Further losses are expected until we enter into licensing agreements of our technologies. These factors raise substantial doubt about the ability of the Company to continue as a going concern.

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

Due to the uncertainty of our ability to generate sufficient revenues from our operating activities and/or to obtain the necessary financing to meet our obligations and repay our liabilities arising from normal business operations when they come due, in their report on our financial statements for the year ended April 30, 2017, our registered independent auditors included additional comments indicating concerns about our ability to continue as a going concern. Our financial statements contain additional note disclosures describing the circumstances that led to this disclosure by our registered independent auditors. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

Results of Operations for Nine months Ended January 31, 2018 Compared to the Nine months Ended January 31, 2017

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

We had a net loss of $1,611,269 during the nine months ended January 31, 2018, increased from net loss of $57,384 during the nine months ended January 31, 2017 when we had very limited cash available for maintenance of our public compliance requirements.

We incurred research and development expenses of $603,191 in the nine months ended January 31, 2018, and no such expenses in the nine months ended January 31, 2017.

During the nine months ended January 31, 2018 we incurred interest and finance expense of $477,337 on outstanding secured convertible promissory notes and $1,080 on a promissory note. We did not incur interest expense in the nine months ended January 31, 2017.

Total general and administrative expenses increased from $57,384 in the nine months ended January 31, 2017 to $529,661 in the nine months ended January 31, 2018, as we had more funds available and expanded our operations in the current period.

Results of Operations for Three months Ended January 31, 2018 Compared to the Three months Ended January 31, 2017

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

We had a net loss of $672,248 during the three months ended January 31, 2018, increased from net loss of $22,516 during the three months ended January 31, 2017 when we had very limited cash available for maintenance of our public compliance requirements.

We incurred research and development expenses of $203,201 in the three months ended January 31, 2018, and no such expenses in the three months ended January 31, 2017.

During the three months ended January 31, 2018 we incurred interest and finance expense of $280,777 on outstanding secured convertible promissory notes and $360 on a promissory note. We did not incur interest expense in the three months ended January 31, 2017.

Total general and administrative expenses increased from $22,516 in the three months ended January 31, 2017 to $187,910 in the three months ended January 31, 2018, as we had more funds available and expanded our operations in the current period.

Liquidity and Capital Resources

During the nine months ended January 31, 2018, we used $886,230 in operations, financed our operations mainly with proceeds of $1,027,845 from issuance of secured convertible promissory notes and $15,500 from option exercises, and paid $14,152 for redemption of convertible promissory notes.

We plan to raise additional capital through debt and/or equity financings. We cannot provide any assurance that additional funding will be available to finance our operations on acceptable terms in order to enable us to complete our plan of operations. There are no assurances that we will be able to achieve further sales of our common stock or debts or any other form of additional financing. If we are unable to achieve the financing necessary to continue our plan of operations, then we will not be able to continue the development of our technologies and our business will fail.

Off-Balance Sheet Arrangements

We have no off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on our financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that is material to our stockholders.

Critical Accounting Policies

We have identified certain accounting policies that are most important to the portrayal of our current financial condition and results of operations. Our significant accounting policies are disclosed in Note 2 of the consolidated financial statements for the nine months ended January 31, 2018, attached hereto.

Contractual Obligations

We do not currently have any contractual obligations requiring any payment obligation from us.

Item 3. Quantitative and Qualitative Disclosures about Market Risk

We are a smaller reporting company as defined by Rule 12b-2 of the *Securities Exchange Act of 1934* and are not required to provide the information under this item.

Item 4. Controls and Procedures

(a) *Evaluation of disclosure controls and procedures*

Based upon an evaluation of the effectiveness of our disclosure controls and procedures performed by our management, with participation of our Chief Executive Officer and our Chief Financial Officer as of the end of the period covered by this report, our Chief Executive Officer and our Chief Financial Officer concluded that our disclosure controls and procedures were not effective due to inadequate segregation of duties.

As used herein, " *disclosure controls and procedures* " mean controls and other procedures of our company that are designed to ensure that information required to be disclosed by us in the reports that we file or submit under the Securities Exchange Act is recorded, processed, summarized and reported, within the time periods specified in the Commission's rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by us in the reports that we file or submit under the Securities Exchange Act is accumulated and communicated to our management, including our principal executive and principal financial officers, or persons performing similar functions, as appropriate to allow timely decisions regarding required disclosure.

We are taking steps to enhance and improve the design of our disclosure controls. During the period covered by this interim report, we have not been able to remediate the material weaknesses identified above. To remediate such weaknesses, we need to appoint additional qualified personnel to address inadequate segregation of duties, and adopt sufficient written policies and procedures for accounting and financial reporting. These remediation efforts are largely dependent upon securing additional financing to cover the costs of implementing the changes required. If we are unsuccessful in securing such funds, remediation efforts may be adversely affected.

(b) *Changes in Internal Control over Financial Reporting*

There were no changes in our internal control over financial reporting during the quarter ended January 31, 2018 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II- OTHER INFORMATION

Item 1. Legal Proceedings

We are not a party to any pending legal proceeding. Management is not aware of any threatened litigation, claims or assessments.

Item 1A. Risk Factors

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

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

During the nine months ended January 31, 2018, the Company issued Convertible Notes for cash proceeds of $1,027,845, settled accounts payable from previous years of $17,436, service debt provided by related parties of $88,768, and service debt provided by non-related parties of $206,523 of which $62,600 was finders' fee for cash based Convertible Notes recorded as discount to these Convertible Notes. Subsequent to January 31, 2018, the Company issued Convertible Notes for cash proceeds of $20,000, service debt provided by related parties of $12,420, and service debt provided by non-related parties of $38,238.

The convertible notes are secured against all assets of the Company, repayable two years after the issuance, bearing simple interest rate of 10% during the term of the notes and simple interest rate of 20% after the due date.

As of the date of this report, $17,436, $40,000, $1,332,760, $60,000 and $100,000 of the promissory notes are convertible at any time on or after ninety days from the issuance date into the Company's common stocks at $0.174, $0.12, $0.10, $0.09 and $0.08 per share respectively.

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

Subsequent to January 31, 2018, a total of 2,960,000 shares of the Company's common stock were issued to the management and key consultants and employees of the Company for their research and development as well as support efforts for the Company's technologies.

Subsequent to January 31, 2018, a total of 272,397 and 440,966 shares of the Company's common stock were issued for convertible promissory notes at $0.08 and $0.10 per share, respectively.

Item 3. Defaults Upon Senior Securities

None.

Item 4. Mine Safety Disclosures

Not applicable.

Item 5. Other Information

None.

Item 6. Exhibits

(a) Exhibit(s)

31.1	Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 302 of the *Sarbanes-Oxley Act of 2002* *
31.2	Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 302 of the *Sarbanes-Oxley Act of 2002**
32.1	Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the *Sarbanes-Oxley Act of 2002* *
32.2	Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the *Sarbanes-Oxley Act of 2002* *
32.3	101.INS XBRL Instance Document**
101.SCH	XBRL Taxonomy Extension Schema Document**
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document**
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document**
101.LAB	XBRL Taxonomy Extension Label Linkbase Document**
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document**

* Filed herewith.

** In accordance with Regulation S-T, the XBRL-formatted interactive data files that comprise Exhibit 10.1 in this Quarterly Report on Form 10-Q shall be deemed “furnished” and not “filed”.

SIGNATURES

Pursuant to the requirements of the *Securities Exchange Act of 1934* , the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

March 26, 2018

REGI U.S., INC.

/s/ Paul Chute

Paul Chute
President and Chief Executive Officer

Exhibit 31.1

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

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

1. I have reviewed this quarterly report on Form 10-Q of **REGI U.S., Inc.** ;

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

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

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

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

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

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

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

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

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

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

Date: March 26, 2018

By: */s/ Paul Chute*
Paul Chute
Chief Executive Officer

Exhibit 31.2

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

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

1. I have reviewed this quarterly report on Form 10-Q of **REGI U.S., Inc.** ;

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

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

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

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

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

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

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

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

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

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

Date: March 26, 2018

By: */s/ Victoria Huang*
Victoria Huang
Chief Financial Officer

Exhibit 32.1

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

In connection with the Quarterly Report of **REGI U.S., Inc.** (the " *Company* ") on Form 10-Q for the period ended January 31, 2018 as filed with the Securities and Exchange Commission on the date hereof (the " *Report* "), the undersigned, in the capacities and on the dates indicated below, hereby certifies pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the *Sarbanes-Oxley Act of 2002* , that to his knowledge:

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

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

Date: March 26, 2018

By: */s/ Paul Chute*
Paul Chute
President and Chief Executive Officer

Exhibit 32.2

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

In connection with the Quarterly Report of **REGI U.S., Inc.** (the " *Company* ") on Form 10-Q for the period ended January 31, 2018 as filed with the Securities and Exchange Commission on the date hereof (the " *Report* "), the undersigned, in the capacities and on the dates indicated below, hereby certifies pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the *Sarbanes-Oxley Act of 2002* , that to his knowledge:

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

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

Date: March 26, 2018

By: */s/ Victoria Huang*
Victoria Huang
Chief Financial Officer