

# DRAFT

## CONFIDENTIAL PRIVATE PLACEMENT MEMORANDUM

The Green Program – a project investment vehicle from Nordic Sun Worldwide Ltd.

*Up to 200,000 Shares of Common Stock at \$5.00 per share*

*Maximum Offering - 200,000 Shares*

*Minimum Offering - 500 Shares*

*Minimum Purchase Per Investor- 500 Shares*

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This Confidential Private Placement Memorandum (the "Memorandum") has been prepared in connection with an offering (the "Offering") of up to 200,000 shares of Common Stock, \$5.00 par value (the "Shares") of The Green Program (the "Company"). The minimum offering amount is 500 ("Minimum Offering Amount"), and the maximum offering amount is 200,000 ("Maximum Offering Amount"). The minimum purchase per investor is 500 shares, or \$2,500. Officers and directors of the Company will make offers and sales of the Shares; however, the Company retains the right to utilize any broker-dealers registered with the National Association of Securities Dealers, Inc. ("NASD") and applicable state securities authorities to sell all or any portion of the Shares. If the Company so elects, it may pay such broker-dealers a commission in the amount of up to 10% and a non-accountable expense allowance of up to 3% of the proceeds they have sold.

Offers and sales of the Shares will be made to individuals as defined in Rule 504 of Regulation D promulgated under the Securities Act of 1933, as amended (the "Act"), which includes the Company's officers, directors and affiliates.

The Offering is scheduled to terminate on August 30, 2013. The Company reserves the right, however, to extend the term of this Offering for a period of up to 30 days. See "The Offering."

This Memorandum may not be reproduced in whole or in part without the express prior written consent of the Company.

The date of this Confidential Private Placement Memorandum is May 07, 2013.

**THIS MEMORANDUM IS FOR CONFIDENTIAL USE AND MAY NOT BE REPRODUCED. DISTRIBUTION THAT IS NOT APPROVED BY THE COMPANY MAY RESULT IN A VIOLATION OF FEDERAL AND STATE SECURITIES REGULATIONS. THIS MEMORANDUM AND ALL ACCOMPANYING MATERIALS SHALL BE RETURNED TO AN AUTHORIZED OFFICER OF THE COMPANY UPON REQUEST.**

(Name of Offeree)

Copy Number

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THE SECURITIES HAVE NOT BEEN REGISTERED OR QUALIFIED UNDER THE SECURITIES ACT OF 1933 (THE "ACT") OR THE SECURITIES LAWS OF ANY STATE, IN RELIANCE UPON ONE OR MORE SPECIFIC EXEMPTIONS FROM

# DRAFT

REGISTRATION OR QUALIFICATION REQUIREMENTS. SUCH EXEMPTIONS LIMIT THE NUMBER AND TYPES OF INVESTORS TO WHICH THE OFFERING WILL BE MADE. AS A RESULT, THE SECURITIES OFFERED HEREBY ARE OFFERED TO "PURCHASERS" AS SUCH TERM IS DEFINED IN RULE 504 OF REGULATION D OF THE SECURITIES ACT OF 1933, AS AMENDED.

THE SECURITIES OFFERED HEREBY ARE HIGHLY SPECULATIVE AND INVOLVE A HIGH DEGREE OF RISK, AND SHOULD NOT BE PURCHASED BY ANYONE WHO CANNOT AFFORD THE LOSS OF HIS OR HER ENTIRE INVESTMENT. NEITHER THE SECURITIES AND EXCHANGE COMMISSION NOR ANY STATE SECURITIES COMMISSION HAS APPROVED OR DISAPPROVED OF THESE SECURITIES OR DETERMINED IF THIS MEMORANDUM IS TRUTHFUL OR COMPLETE. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

THESE SECURITIES ARE SUBJECT TO RESTRICTIONS ON TRANSFERABILITY AND RESALE AND MAY NOT BE TRANSFERRED OR RESOLD EXCEPT AS PERMITTED UNDER FEDERAL AND APPLICABLE STATE SECURITIES LAWS. THERE IS CURRENTLY NO PUBLIC MARKET FOR THE SECURITIES, AND INVESTORS SHOULD BE AWARE THAT THEY MAY BE REQUIRED TO BEAR THE FINANCIAL RISKS OF THIS INVESTMENT FOR AN INDEFINITE PERIOD OF TIME.

THE STATEMENTS CONTAINED HEREIN ARE BASED ON INFORMATION BELIEVED BY THE COMPANY TO BE RELIABLE. NO WARRANTY CAN BE MADE THAT CIRCUMSTANCES HAVE NOT CHANGED SINCE THE DATE SUCH INFORMATION WAS SUPPLIED. THERE CAN BE NO ASSURANCE THAT THE COMPANY WILL BE ABLE TO SUCCESSFULLY IMPLEMENT ANY OF ITS PLANS, OR THAT ACTUAL FUTURE PLANS AND PERFORMANCE WILL NOT BE MATERIALLY DIFFERENT FROM THE COMPANY'S PRESENT EXPECTATIONS.

ANY INFORMATION OR REPRESENTATIONS CONTAINED IN THE COMPANY'S PROMOTIONAL OR MARKETING SOURCES OTHER THAN THIS MEMORANDUM MAY NOT BE AS CURRENT OR ACCURATE AS INFORMATION OR REPRESENTATIONS CONTAINED IN THIS MEMORANDUM, AND THEIR CONTENTS ARE EXCLUDED FROM THIS MEMORANDUM.

THIS OFFERING IS SUBJECT TO WITHDRAWAL, CANCELLATION OR MODIFICATION BY THE COMPANY WITHOUT NOTICE. THE COMPANY RESERVES THE RIGHT, IN ITS SOLE DISCRETION, TO REJECT ANY SUBSCRIPTION IN WHOLE OR IN PART FOR ANY REASON OR TO ALLOT TO ANY SUBSCRIBER LESS THAN THE NUMBER OF SHARES SUBSCRIBED FOR OR TO WAIVE CONDITIONS TO THE PURCHASE OF THE SHARES.

PROSPECTIVE INVESTORS ARE NOT TO CONSTRUE THE CONTENTS OF THIS MEMORANDUM AS LEGAL, INVESTMENT OR TAX ADVICE. IN MAKING AN INVESTMENT DECISION, INVESTORS MUST RELY ON THEIR OWN

# DRAFT

EXAMINATION OF THE COMPANY AND THE TERMS OF THE OFFERING, INCLUDING THE MERITS AND RISKS INVOLVED.

THIS MEMORANDUM DOES NOT CONSTITUTE AN OFFER TO SELL OR THE SOLICITATION OF AN OFFER TO BUY ANY SECURITY OTHER THAN THE SECURITIES OFFERED HEREBY, NOR DOES IT CONSTITUTE AN OFFER TO SELL OR A SOLICITATION OF AN OFFER TO BUY SUCH SECURITIES BY ANYONE IN ANY JURISDICTION IN WHICH SUCH OFFER OF SOLICITATION IS NOT AUTHORIZED, OR IN WHICH THE PERSON MAKING SUCH OFFER OR SOLICITATION IS NOT QUALIFIED TO DO SO. IN ADDITION, THE OFFERING MATERIALS CONSTITUTE AN OFFER ONLY IF A NAME AND IDENTIFICATION NUMBER APPEAR IN THE APPROPRIATE SPACES PROVIDED ON THE COVER PAGE AND CONSTITUTE AN OFFER ONLY TO THE PERSON WHOSE NAME APPEARS IN THOSE SPACES.

## EXECUTIVE SUMMARY

The Green Program, (hereinafter "the Program") has entered the operational phase 3 of a project sponsored by NORDIC SUN WORLDWIDE INC., a Rwandan corporation with offices that can be reached at the US offices at P.O. Box 2908, Capistrano Beach, California, 92624.

Nordic Sun Worldwide was founded in 2002 by William Quam. The Green Program was launched in 2009 and has already completed the design and field testing phases in Rwanda and the Democratic of the Congo. The company will continue to expand into the areas of health, safety, environment, certification and operational efficiencies in the mining sector, mainly in Africa.

Currently there is a staff of 2 people with all other trained local African staff on furlough pending additional funding.

The Green Program was initially capitalized by an investment of \$1,500,000.00 from William Quam and John Metzger. The design and research phase of the Program was completed in 2012 and the full program described below is now ready for deployment in the Great Lakes Region. Currently there is no debt or other financial encumbrance against Nordic Sun Worldwide or The Green Program. A profit of \$368,000.00 is projected for the current calendar year with a net income profit potential per year for the first two full years of operation, equal to 4 to 5 times the World Bank growth forecasts of 5% for the region.

The Company is also developing additional innovative resource extraction support products and services which can be expected to produce revenue before the end of the financing period.

## 1. THE OFFERING

The Company intends to raise a minimum of \$600,000 and a maximum of \$1,000,000.00 in this Offering to fund the continued growth and expansion of our business. The Common Stock offered in this private placement is exempt from registration under Rule

# DRAFT

504 of Regulation D promulgated under the Securities Act of 1933, as amended, that allows exemptions from applicable federal and state securities laws, and in reliance upon the representations and warranties of each of the purchasers that they are purchasing the Common Stock for investment purposes and not with a view to any resale or distribution thereof.

The Offering is being made on an "all or none" basis until the Minimum Offering Amount of \$2,500.00 is raised. Proceeds received prior to raising the Minimum Offering Amount will be held in an escrow account with the Company's bank. Upon raising the Minimum Offering Amount, these proceeds will be released for use by the Company and, thereafter, 100% of the proceeds raised in the Offering, up to the Maximum Offering Amount of \$1,000,000.00, will be immediately available for use by the Company without impound or escrow.

The proceeds from the sale of the Shares offered hereby will be approximately \$1,000,000.00 if all 200,000 Shares are sold. The net proceeds from this offering will be used to deploy the 3TG Minerals Traceability Certification program in the Great Lakes region of Africa, expand marketing, sales and distribution capabilities and provide working capital. The following itemizes the intended use of proceeds:

The expenditures projected in the foregoing list are estimates based on management projections of the operating needs of the Program. Although the amounts set forth represent our present intentions with respect to proposed expenditures, actual expenditures may vary substantially, depending upon future developments such as marketing decisions, sales activity, and certain other local factors.

The following table sets forth the actual capitalization of the Company prior to the Offering and as adjusted to reflect receipt of the Maximum Offering Amount proceeds from the issuance and sale of all 200,000 Shares in the Offering.

The total shareholder's equity is \$2,500,000.00 with a total Company capitalization of \$2,500,000.00. The following description of certain matters relating to the securities of the Company does not purport to be complete and is subject in all respects to applicable international law and to the provisions of the Company's articles of incorporation ("Articles of Incorporation") and bylaws (the "Bylaws").

Each share of Common Stock entitles the holder thereof to one vote on all matters submitted to a vote of the shareholders. The holders of Common Stock do not have preemptive rights or rights to convert their Common Stock into other securities. Holders of Common Stock are entitled to receive, pro rata, such dividends as may be declared by our Board of Directors out of legally available funds. Upon liquidation, dissolution or winding up of the Company, and after payment of creditors and the liquidated preference to preferred stockholders, if any, the assets will be divided pro-rata on a share-for-share basis among the holders of the shares of Common Stock. All shares of Common Stock now outstanding are fully paid, validly issued and non-assessable. The certificates representing the Shares being offered hereby will bear a legend to the effect that the Shares represented by the certificate are not registered under the Act, or under the securities laws of any state, and therefore cannot be transferred unless properly registered

# DRAFT

under the Act or Intended Use Cost pursuant to an opinion of counsel satisfactory to counsel to the Company that an exemption from the Act is available.

The following table sets forth certain information, as of May 07, 2013 and as adjusted to give effect to the Offering, regarding the beneficial ownership of the Common Stock by (i) each beneficial owner of more than 5% of the outstanding shares of Common Stock, (ii) each director of the Company, and each executive officer of the Company, and (iii) by all executive officers, directors of the Company as a group.

The Company currently intends to retain its earnings for future growth and, therefore, does not anticipate declaring any dividends in the foreseeable future. The Company would expect that determinations to pay dividends on its shares would be based primarily upon the financial condition, results of operations, regulatory and business capital requirements, any restrictions contained in financing or other agreements binding upon the Company, and other factors that the board of directors deems relevant.

## 2. BUSINESS PLAN

**The company strategy:** 1) Field deploy in the 10 countries that border the DRC the 3TG Mineral Traceability Certification Program so US companies will have a method to comply with the US Dodd-Frank, E.U. and Canadian legislation covering "conflict minerals". 2) Create distributed, renewable power generation mini-grids in the areas where we will be introducing the 3TG Mineral Traceability Certification Programs. 3) Collect and market detailed geologic and other related data in the Great Lakes Region where we will be introducing the 3TG Mineral Traceability Certification Program.

**The marketing strategy:** Due to the unique nature of the 3TG mineral certification process and the very limited number of organizations that have the ability to operate in this environment we will use a combination of price and direct marketing to the mining sector to gain a 20% market share within the first 2 years. In order to increase income and to gain acceptance of the local population for the Green Program, we will establish and supervise the operation of a series of distributed generation of renewable electrical power. These mini-networks will be established in locations where there is currently no existing electrical power generation or distribution grid and in locations we will frequent as we operate the 3TG Mineral Traceability Certification process. Concurrent with the implementation of the 3TG Mineral Traceability Certification process we will also be collecting detailed geologic data that will be marketed to a variety of organizations.

Name and Number of Percentage Owned  
William Quam Managing Director 35%  
John Metzger Director of Operations 35%

# DRAFT

## 3. MANAGEMENT

The following table sets forth each director, principal director, and other control person: Directors will hold office until their successors have been elected or qualified at an annual shareholders' meeting, or until their death, resignation, retirement, removal, or disqualification.

Vacancies on the board will be filled by a majority vote of the remaining directors. Officers of the Company serve at the discretion of the Board of Directors.

We may establish an informal Executive Advisory Board with appointments made by the Board of Directors. The role of the Executive Advisory Board will be to assist our management with general business and strategic planning. We intend to compensate Executive Advisory Board members with any combination of cash, common stock, or stock options.

Our Articles of Incorporation and bylaws provide blanket indemnification for our directors and officers to the fullest extent permissible under Delaware law. The Company has entered into indemnification agreements with members of the management team that indemnify, defend and hold harmless these members from liability incurred in connection with their duties as officers and directors of the Company.

We maintain insurance policies under which the directors and officers of the Company will be insured, against certain losses arising from claims made against such directors and officers by reason of any acts or omissions in their respective capacities as directors or officers, including liabilities under the Securities Act.

## 4. RISK FACTORS

*Investment in our Shares involves a high degree of risk and should be regarded as speculative. You should consider investing in our Shares only if you can afford the loss of your entire investment. Accordingly, you should consider carefully the following factors, in addition to the other information concerning our Company and our business contained in this Memorandum, before purchasing the Shares offered hereby. The following factors are not to be considered a definitive list of all the risks associated with an investment in our Shares.*

### **Unanticipated obstacles to execution of business plan**

Our proposed plan of operation and prospects will depend largely upon our ability to successfully establish The Green Program in the Democratic of the Congo and the other 10 countries impacted by the US Dodd-Frank, E.U. and Canadian “conflict minerals” legislation in a timely fashion, retain and continue to hire skilled management, technical, marketing and other personnel; and attract and retain significant numbers of quality business partners and corporate clients. There can be no assurance that we will be able to successfully implement our business plan or develop or maintain future business relationships, or that unanticipated expenses, problems or technical difficulties which would result in material delays in implementation will not occur.

# DRAFT

## Competition

The international community has determined that a more comprehensive response to the problem of “conflict minerals” needs to be developed. “Conflict Minerals” are referred to as the 3T & G minerals – Tin, Tantalum, Tungsten and Gold that have been used to fuel the instability and human rights abuses in the eastern part of the Democratic Republic of the Congo (DRC). The United States enacted the “Congo Conflict Minerals Act of 2009” as part of the Dodd-Frank Wall Street Reform Act of 2009 to address the presence of “conflict minerals” in the global 3TG minerals supply chain. The law requires that the 3TG minerals supply chain that stretches from the DRC and the countries that border the DRC, including South Sudan, Uganda, Rwanda, Burundi, Tanzania, Malawi, Zambia, Angola, Republic of the Congo and the Central African Republic to smelters must be able to identify any minerals or products that may contain “conflict minerals”.

The US Securities and Exchange Commission (SEC) was given the responsibility of implementing the Dodd-Frank legislation and finalized Rules to govern this process. The Rules require that publicly traded U.S. companies identify and publish reports addressing if their supply chain is free of “conflict minerals” and if there is proper mine safety reporting by the suppliers of 3TG minerals. The Green Program was specifically designed by mining sector professionals to address the requirements of both the Dodd-Frank legislation and the SEC Rules. The EU and Canada have also begun the legislative process to require similar regulatory control of companies who operate within their borders.

The ITRI plan relies on a verbal and unverifiable declaration by the different suppliers up the mineral supply chain that no conflict minerals are contained in the minerals or shipments of 3T minerals they are supplying. This type of certification effort is referred to as “Bag and Tag”. As the minerals are purchased from different sources, they are placed into a bag and tagged with details of the supplier of the minerals who verbally certifies that the minerals are from a specific location and assigned a unique serial number. In the case of a large mining operation, the employees of the company verbally certify that the minerals only come from their mining concession. The tagging is not done as the minerals are leaving the mining hole or site and in some cases the minerals are left untagged for several days until the government tagging official is able to return to the mine site. During this time the minerals are left untagged and under the control of the mine site operator, trader or cooperative.

Currently there is no process in place to verify if the minerals at any point of the “upstream” supply chain (from the mine site to the smelter) are the same minerals that were “certified” as coming from the noted mine site. “Conflict minerals” that can currently be purchased at a significant discount, are currently being substituted for the non-conflict minerals according to the UN Group of Experts. Even at large mining sites, there is no motivation for anyone to go to the added expense of ensuring that the minerals that are being tagged, are, in fact, coming from the location that is noted on the tagging paperwork.

The ITRI tagging certification scheme is not able to verify in a more scientific and tamper-proof manner the country of origin of any of the minerals that are tagged, as is

# DRAFT

required by the SEC Rules and OECD standards of “due diligence”. The current high level of smuggling that occurs throughout the 3TG minerals supply chain results in a situation where it is impossible for the global 3TG minerals supply chain to certify that it is free of “conflict minerals” with the level of confidence and due diligence that is required.

The Green Program will be the only program in the region that on a large scale will be able to provide scientifically based traceability of the 3TG mineral supply chain and allow companies to comply with the U.S. Dodd-Frank and SEC Rules that require all US reporting companies to identify the presence of 3TG “conflict minerals” in their supply chain. The 6,000 impacted U.S. reporting companies will not be able to provide a “reasonable country of origin inquiry” without the deployment of The Green Program. Additional details and reports can be found at [www.thegreenprogram.org](http://www.thegreenprogram.org))

We believe that numerous factors, including social and political instability, general economic trends could affect our ability to compete successfully. The ITRI trade support group includes many large companies that have substantially greater market presence and financial, technical, marketing and other resources than we do. There can be no assurance that we will have the financial resources, technical expertise or marketing and support capabilities to compete successfully. All of these factors and numerous unknown future events could result in significant operational challenges, which in turn could result in lower revenues, which could materially adversely affect our potential profitability.

## **Expectations and Reliance on Management**

We depend on our senior management to work effectively as a team, to execute our business strategy and business plan, and to manage employees and consultants. Our success will be dependent on the personal efforts of key personnel. Any of our officers or employees can terminate his or her employment relationship at any time, and the loss of the services of such individuals could have a material adverse effect on our business and prospects. Our senior management team has worked in the mining sector in Africa and the US for a number of years and has a shared vision of how to bring this project to successful operational and financial levels within a 2 year period.

## **Forward Looking Statements**

This Memorandum contains forward-looking statements that are based on our current expectations, assumptions, estimates, and projections about our business, the mining sector, and the realities of the resource rich developing economies of Africa. When used in this Memorandum, the words "expects," "anticipates," "estimates," "intends," "believes," and similar expressions are intended to identify forward-looking statements. These forward-looking statements are subject to risks and uncertainties that could cause actual results to differ materially from those projected. The cautionary statements made in this Memorandum should be read as being applicable to all related forward-looking statements wherever they appear in this Memorandum.



# DRAFT

## **ADDITIONAL INFORMATION**

As a prospective investor, you and your professional advisors are invited to review any materials available to us relating to The Green Program, our plan of operation, our management and financial condition, this Offering and any other matter relating to this Offering. We will afford you and your professional advisors the opportunity to ask questions of, and receive answers from, our officers concerning such matters and to obtain any additional information (to the extent we possess such information and can acquire it without unreasonable expense) necessary to verify the accuracy of any information set forth in the Memorandum. All such information and materials may be requested from William Quam at +1 949 306 3899.

Investment in the Shares involves significant risks and is suitable only for persons of adequate financial means who have no need for liquidity with respect to this investment and who can bear the economic risk of a complete loss of their investment. The Offering is made in reliance on exemptions from the registration requirements of the Securities Act and applicable state securities laws and regulations.

The suitability standards discussed below represent minimum suitability standards for prospective investors. The satisfaction of such standards by a prospective investor does not necessarily mean that the Shares are suitable investment for such prospective investor. Prospective investors are encouraged to consult their personal financial advisors to determine whether an investment in the Shares is appropriate. The Company may reject subscriptions, in whole or in part, in its absolute discretion.

The Company will require each investor to represent in writing, among other things, that (i) by reason of the investor's business or financial experience, or that of the investor's professional advisor, the investor is capable of evaluating the merits and risks of an investment in the Shares and of protecting its own interests in connection with the transaction (ii) the investor is acquiring the Shares for its own account, for investment only and not with a view toward the resale or distribution thereof, (iii) the investor is aware that the Shares have not been registered under the Securities Act or any state securities laws, (iv) the investor is aware of, and has executed and delivered, the subscription agreement to be entered into in connection with the purchase of the Shares, (v) the investor is aware of the absence of a market for the Shares, and (vi) unless otherwise approved by the Company, such investor meets the suitability requirements set forth below.

Except as set forth below, each investor must represent in writing that he or she fully understand the inherent risks involved in this investment as is defined in Rule 504 of Regulation D under the Securities Act and is listed below. Additional information on this Rule can be found at the SEC web site <http://www.sec.gov/info/smallbus/qasbsec.htm#npo>

Rule 504. is sometimes referred to as the “seed capital” exemption, provides an exemption for the offer and sale of up to \$1,000,000 of securities in a 12-month period. Your company may use this exemption so long as it is not a blank check company and is not subject to Exchange Act reporting requirements. In general,

# DRAFT

you may not use general solicitation or advertising to market the securities, and purchasers generally receive “restricted securities.” Purchasers of restricted securities may not sell them without SEC registration or using another exemption, which is further explained below under the heading “Resales of restricted securities.” Investors should be informed that they may not be able to sell securities of a non-reporting company for at least a year without the issuer registering the transaction with the SEC.

Your company may, however, use the Rule 504 exemption for a public offering of its securities with general solicitation and advertising, and investors will receive non-restricted securities, under one of the following circumstances:

- It sells in accordance with a state law that requires the public filing and delivery to investors of a substantive disclosure document; or
- It sells in accordance with a state law that requires registration and disclosure document delivery and also sells in a state without those requirements, so long as your company delivers to all purchasers the disclosure documents mandated by a state in which it is registered; or
- It sells exclusively according to state law exemptions that permit general solicitation and advertising, so long as sales are made only to "accredited investors" (we describe the term “accredited investor” in more detail below in connection with our description of Rule 506 offerings).

Any person or entity who desires to purchase Shares offered hereby shall be required to deliver all of the following to the Company prior to such purchase: (a) Signed original copies of the Subscription Agreement. On each signature page, the subscriber must sign, print his, her or its name, address, and social security number or tax identification number where indicated and print the number of Shares subscribed for and the date of execution. The last page of the Subscription Agreement must contain the printed name of the subscriber, the required signature and the date of execution. (b) A check or money order equal to the total purchase price of the Shares being purchased.

The Company reserves the right to accept or reject any subscription for Shares in whole or part for any reason whatsoever. If a subscriber is rejected by the Company, all funds tendered for investment will be returned to the subscriber, without interest or deduction, promptly after such rejection, along with notice thereof.

## THE GREEN PROGRAM