



DIVISION OF
CORPORATION FINANCE

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

November 2, 2023

Rafael Pinedo
President and Principal Executive Officer
CAM Group, Inc.
5900 Balcones Drive,
Suite 100
Austin, TX 78731

Re: CAM Group, Inc.
Offering Statement on Form 1-A
Filed October 13, 2023
File No. 024-12339

Dear Rafael Pinedo:

We have reviewed your offering statement and have the following comments.

Please respond to this letter by amending your offering statement and providing the requested information. If you do not believe a comment applies to your facts and circumstances or do not believe an amendment is appropriate, please tell us why in your response. After reviewing any amendment to your offering statement and the information you provide in response to this letter, we may have additional comments.

Offering Statement on Form 1-A, Filed October 13, 2023

Cover Page

1. We note that you plan to make an offering of 600,000,000 shares of common stock. However, your charter states that you have authorized only 100,000,000 shares of common stock, which on its face is insufficient to accommodate the proposed offering. Please tell us how you plan to proceed.
2. Please disclose on the cover page that there is substantial doubt about your ability to continue as a going concern. Please include a cross-reference to the going concern disclosure elsewhere in the offering circular.

Description of Business

Organization and History, page 26

3. We note your disclosure on page 27 that you are currently contemplating a merger with Technomeca Defense, Inc., an entity headquartered in Spain. Please clarify how you

intend to remain eligible under Rule 251(b)(1) of Regulation A if the merger with a Spanish entity occurs.

4. We note your disclosure on page 26 that CAM Group Inc. previously managed "CAM Group," which included a Hong Kong entity referred to as "CAM HK" and a Hebei Province entity referred to as "CAM Hebei." Please clarify your disclosure here, and the corresponding section in the F-Pages, as to whether these two Chinese entities are still part of your business. Alternatively, if these entities have been dissolved, please state as much. In addition, we note that on the cover page you define CAM Group Inc. as the "Company." However, on page 26 you define the "Company" as "CAMG, CAM HK and CAM Hebei," please clarify this discrepancy.
5. Please update and clarify the status of the proposed merger with Technomeca Defense, Inc. In addition, regarding the Technomeca transaction, please provide the information required by Item 13 of Form 1-A (Interest of Management and Others in Certain Transactions) or tell us why you believe such information is not required.
6. Regarding the judgment against the company that you learned about on August 16, 2022, and your subsequent appeal, please provide a materially complete description of the matter. In doing so, at a minimum, please disclose the following information:
 - the name of the court that issued the judgment against you, and the date of the judgment.
 - the names of the plaintiffs in the litigation that resulted in the judgments, any current or prior relationships between them and you, and the status of any efforts by them to collect the judgment.
 - a description of the legal claims upon which the judgement was based, and a description of the alleged factual basis underlying such claims.
 - recognizing the magnitude of the judgment relative to the size of your assets, please provide appropriate risk factor disclosure of the risks to you if the judgment is enforced against you, and update your Management's Discussion and Analysis of Financial Condition accordingly.
 - the name of the court to which you have appealed the judgment and the status of the appeal.

General

7. We note the inclusion of financial statements for the years ended December 31, 2022 and 2021. Please revise the offering circular to also provide an interim balance sheet as of a date no earlier than six months after the most recently completed fiscal year end. Refer to Part F/S(b)(3)(B) of Form 1-A.

Rafael Pinedo
CAM Group, Inc.
November 2, 2023
Page 3

8. In addition to qualifying a Regulation A offering with the Commission, issuers in Tier 1 offerings must register or qualify their offering in any state in which they seek to offer or sell securities pursuant to Regulation A. Please provide a written representation confirming that at least one state has advised the company that it is prepared to qualify or register the offering.

We will consider qualifying your offering statement at your request. In connection with your request, please confirm in writing that at least one state has advised you that it is prepared to qualify or register your offering. If a participant in your offering is required to clear its compensation arrangements with FINRA, please have FINRA advise us that it has no objections to the compensation arrangements prior to qualification.

We remind you that the company and its management are responsible for the accuracy and adequacy of their disclosures, notwithstanding any review, comments, action or absence of action by the staff.

Please contact Nicholas Nalbantian at 202-551-7470 or Dietrich King at 202-551-8071 with any other questions.

Sincerely,

Division of Corporation Finance
Office of Trade & Services

cc: Frank I Igwealor, Esq.