



GROGURU

2021 Report

Dear investors,

We've got the financial numbers covered, so tell your investors in human words how this past year went for you. It's possible that it's been a while since they heard from you, so remind them why they believed in you in the first place!

We need your help!

Spread the message about GroGuru to other impact investors. Our solutions save water, increase crop yield and crop security, and improve sustainability. We help farmers and the planet. We used the downturn related to Covid to expand our market footprint, deliver our stand-alone SaaS offering, and gain market share.

Sincerely,

Farooq Anjum

Board members

Patrick Henry

President & CEO

Our Mission

We hope to be the leader in strategic irrigation management for commercial farmers, broadening our scope of monitoring and recommendations to other proprietary data sources including micronutrients in the soil.

[See our full profile](#)



How did we do this year?

Report Card

B-



The Good

Survived Covid

Doubled SaaS subscribers

Inked some very important strategic partnerships



The Bad

Capital raise

Sales growth - impacted by Covid

2021 At a Glance

January 1 to December 31





\$838,528 +36%

Revenue



-\$1,457,336

Net Loss



\$3,024,931 [6%]

Short Term Debt



\$955,091

Raised in 2021



\$60

Cash on Hand
As of 12/31/21

INCOME

BALANCE

NARRATIVE

Management's Discussion and Analysis of Financial Condition and Results of Operations

You should read the following discussion and analysis of our financial condition and results of operations together with our financial statements and the related notes and other financial information included elsewhere in this offering. Some of the information contained in this discussion and analysis, including information regarding the strategy and plans for our business, includes forward-looking statements that involve risks and uncertainties. You should review the "Risk Factors" section for a discussion of important factors that could cause actual results to differ materially from the results described in or implied by the forward-looking statements contained in the following discussion and analysis.

Overview

GroGuru helps farmers make more money by increasing crop yield while saving water and other scarce resources in a sustainable way.

We hope to be the leader in strategic irrigation management for commercial farmers, broadening our scope of monitoring and recommendations to other proprietary data sources including micronutrients in the soil.

Milestones

GroGuru, Inc. was incorporated in the State of Delaware in June 2014.

Since then, we have:

- 🧠 Cutting edge Artificial Intelligence & Software as a Service platform - 1st season payback period
- 🌍 Global Impact - Significant Water Savings and Increased Food Security from crop yield increases
- 💰 GroGuru stands out in the global agriculture industry, which generates \$2.4 trillion annually
- 🚜 Patented technology - 30x improvement in scalability - 30% water efficiency

improvement

- 🇺🇸 4,000+ sensors deployed across 200+ customers in the US
- 😊 Existing customers represent 1 million deployable acres and a dealer footprint of 5 million acres
- 🧑🏫 Team brings extensive technical and domain expertise in wireless, AI, SaaS and crop science

Historical Results of Operations

- *Revenues & Gross Margin.* For the period ended December 31, 2021, the Company had revenues of \$838,528 compared to the year ended December 31, 2020, when the Company had revenues of \$617,986. Our gross margin was 29.96% in fiscal year 2021, compared to -0.88% in 2020.
- *Assets.* As of December 31, 2021, the Company had total assets of \$749,904, including \$22,643 in cash. As of December 31, 2020, the Company had \$1,226,363 in total assets, including \$483,012 in cash.
- *Net Loss.* The Company has had net losses of \$1,457,336 and net losses of \$2,912,074 for the fiscal years ended December 31, 2021 and December 31, 2020, respectively.
- *Liabilities.* The Company's liabilities totaled \$3,068,406 for the fiscal year ended December 31, 2021 and \$6,998,358 for the fiscal year ended December 31, 2020.

Liquidity & Capital Resources

To-date, the company has been financed with \$416,200 in debt, \$955,091 in equity, \$2,345,000 in convertibles, and \$1,456,007 in SAFEs.

After the conclusion of this Offering, should we hit our minimum funding target, our projected runway is 6 months before we need to raise further capital.

We plan to use the proceeds as set forth in this Form C under "Use of Funds". We don't have any other sources of capital in the immediate future.

We will likely require additional financing in excess of the proceeds from the Offering in order to perform operations over the lifetime of the Company. We plan to raise capital in 6 months. Except as otherwise described in this Form C, we do not have additional sources of capital other than the proceeds from the offering. Because of the complexities and uncertainties in establishing a new business strategy, it is not possible to adequately project whether the proceeds of this offering will be sufficient to enable us to implement our strategy. This complexity and uncertainty will be increased if less than the maximum amount of securities offered in this offering is sold. The Company intends to raise additional capital in the future from investors. Although capital may be available for early-stage companies, there is no guarantee that the Company will receive any investments from investors.

Runway & Short/Mid Term Expenses

GroGuru, Inc. cash in hand is \$60, as of December 2021. Over the last three months, revenues have averaged \$45,000/month, cost of goods sold has averaged

months, revenues have averaged \$45,000/month, cost of goods sold has averaged \$20,000/month, and operational expenses have averaged \$20,000/month, for an average net margin of \$5,000 per month. Our intent is to be profitable in 12 months.

Revenue rebounded from 2020 when we were heavily impacted by Covid19. We have accelerated our software as a service revenue ramp and added additional channel partners in support of revenue growth. We signed-on several new strategic partners that increase the coverage areas and importance of our product to key target customers.

We expect Revenue 1H2022 to be \$750,000. We expect Revenue in the full year 2022 to be \$1,500,000 - \$2,000,000. We expect expenses for 1H to be \$450,000 and full-year 2022 to be \$900,000.

We need an additional \$3,000,000 to \$5,000,000 to reach profitability. If we raise on the lower end of this range, we will focus more on expense containment versus a more aggressive plan for revenue expansion.

For additional sources of capital, we generate cash from revenue including hardware sales and our software as a service business.

Any projections mentioned above are forward-looking and cannot be guaranteed.

Net Margin: -174%

Gross Margin: 30%

Return on Assets: -194%

Earnings per Share: -\$0.05

Revenue per Employee: \$76,230

Cash to Assets: 3%

Revenue to Receivables: 1,179%

Debt Ratio: 409%

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We ❤️ Our 1825 Investors

Thank You For Believing In Us

Charles Alvarez
Timothy Sutton
Kenneth E. Griffith
Lyndon Winn Carter
Tyler Drehotl
Felix Nwokolo
Herman Venter
Sean Stobart
Bryan Tan
Laxman Khanal
Joseph Oseghale
Thomas Frost
Jeremy Foxx
Leonard Scott
Ayman Awad
Will Lerner
Coventry Capital Partners...
Julian Maynard
Phillip Nembhard

Rahul Patel
William Nash SR
Jasper Gallo
Raging Bull
Stacey Cope
John Brown
Narapati Bhattarai
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Joshua Rogers
Bryan Saint-Louis
La Monte Wayne Peters
John S Gregg
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Maud Dzimiri
Paul J Chambers
Advait Kulkarni
John Armstead
Kelly Ray
Elton Pereira

Gregg Moorman
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Terri Denise Register
Michaelangelo Moran
Daniel Gonzalez
Kenechukwu Ani
Omar Shehab
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Ning QU
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Chris Price
Sesugh Tor Iordaah
Sheila Henriques
Srinivas Gadiraju
Michael Chang

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Brian McKeown
Harish Damodhardas Asar
Suhadkumar H Patel
Wayne Warner
Evan Beuscher
Darin E. Tockey
Paul Malcolm
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Douglas Cole Fenske
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Obed Agustin-Vargas
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Sherry Cochran

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Ricky Bass
Faisal Fahad J Alotaibi
Luis Gabriel Cabrera Mora
Sachin Bhat
Jamail Bogany
Elvies Atomah
Daniel Herrera
John Dax Gonzales
Nirmal KATTEL
Brett Casbeer
Eric Burtch
Mike Woo
David Gillie
Brian S Charles
Brook Emanuel
Ahmad Albinsaad

Martin Peter Hamilton
Valerie Griswold
Sebastian Dominguez
Thomas Costello
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Prabhudas Chelumala
Jessica Hutson
Joseph Scott
David Joel Hunt
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Craig J. Vom Lehn
Ken Rose
David Turay
Spencer Lindsay
Sharath Ramesh
Bryan McDaniel
Harold Altvater
Enmanuel F Henriquez ...
Stephen Gellatly

Dennis Ramos	Michael Kuvinka III	Frank Palazzolo	William F. Coleman, III	Isaac Donkor	Malek Badawi	Adrian Garcia
Debra Guyton	Stephen Stevenson	Rafay Siddiqui	Tyrone Baskerville	Don Wilson	Kevin Hartford	Patrick Auld
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Christopher J Reed	Hamydoo Sy	Boudewijn Berendsen	Justin Entreklin	Dann Vinther	Partha Kashyap	Carol Bonnafe
Patrick McCarthy	Marc Ramsey	Judi Souza	Crystal Garcia	Roland Brown	E Gluckert	Charles McClain
Jason Samfield	Warren Aldrich	Tarun Eldho Alias	Gustavo Castro	David Hudson	Johnny F Monroe	Ellen Ray
Riz Karim	Akil Fudail	Ronna Jones	Prashant Behl	Nicky Golbahar	Kathy Austin	Gautam Singh
Prasad Bagewadi	Michael Hammermeister	Thomas Kurian	Rae Lynn Nettles	Tem Balanco	Jerry Tsai	Max Dufour
Michael Moore	John McKay	Hatem Rowaihy	Darren Priest	Angel Rosa	Sung Yun LEE	Suman Purumandla
Yolanda Jackson	Seth Cottle	Mark Englese	Chantel Marie Ault	Simon Walker	Veronica Johnson	Butler Raines
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Robert Holder	Buck Bell	Charlton Vergara	Kevin Brown	Todd A. Theman	Robert KANG	Evan Beuscher
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Albert Frederik Van Ahee	Brent Smith	Matthew Ferree	Debra Guyton	Darren T Smith	Sanjeev Anand	Jonathan Lo
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Craig Parr	Steve Sursa	Kenji Krzywosz	Heather Lavon Harvey	Todd Finkbeiner	Kevin Bouressa	Raymond Mills
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J Anthony Bushnell	Jeremie Amy Roy	Wilfrid Jean-francois	Stephen Finchum	Olusesan Daniels	Charles Rex Hawley	Tony Gagliardi
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Ian James BUDDERY	Greg Savage	Fakheruddin M Mustafa	Dennis G Morgan Sr	Rony Paul	Michael Edwards	Gamar Vincent
Tucker Cragun	Bruce Skriloff	Christopher Quiroz	Jason Butts	Robert Porter	Muralidhara Chillakuru	Matthieu Jacquier
Robin Joyner	Valerie Ward	Paul Regalia	Jorg Weissflog	Tiago Nakamura	Manuel E. Lugo Recart	Francois Pereira
Bryan Abner	Beata Tou	Keith Guerlin	Connie Hodge	Jared Astrinos	David Friedman	Ivan Gutierrez
Adrian Lai	Christie Sitterly	Laxman Dahal	Rahina I Zomah	David Dunbar	Fernando Bonilla	Timothy Lee
Bobby Sivongxay	Dominique L Percell	Whispered Wisdom	Marvin Anderson	Beulah Smith	Mary Harmon	Tyler Goodman
Aaron Herman	Keynae Agnew	Shaun Donovan	Manish Aggarwal	Dror KRAFT	Mallory Oschner	Terry Tj Parlet McCarn
Jon Snyder	Mubarak Alhitmi	Kevin Lovell	Jonathan Lo	Steven J Murray	Paulie Grugan	Chow Choi Chin
Leonard Llewellyn	Carlos E Cepeda Real	Peter Lee Geffrard	William Troy Harp	Jaspreet Singh	Christal Rayford	Jessica Baker
Ron Bara	Iris and James Mundo Sea...	Antonio C ALVES	Kenneth G Schreifels	Yvonne Yeboah	Patsy Harrison	Laura Beth Taylor
Adrian R Mandry Mercado	Michael Kelly	Flory Simerdu	Andrew Miller	Edward Southwick	Randy E. Lemons	Jeffrey Toste
Neil Young	Roy Seeber	Adele Van Rooyen	Larry Hall	Juan Aristizabal	Paul Washington	Raj Madam
Shannon Holloway	Glen MacLean	Yeshua Alexander	Ernst Decoster	James G. Scott	Christopher Gates	Bill Wakeley
Fnu Fahad	Joe Connolly	Taye Adams	Omar Shamsaldeen	Matt Maziarz	Ehren Wells	Terrence King
Agustin Gonzalez Vicente	David Rawlings	Joan Hanson	Linda Orth Jamesion	Elizabeth Mahon Mulhern	Chafa Knox	William McGuire
Nathaniel L Moulton	Tonja Hall	Tiffany Colston	David J. Cornell	Amilou Marcella	Anthony J Diaz	Deson Jackson
Elias Pardo III	Elder TORRES	Matthew J Vinez	Anton Baltaga	Chad Gray	Terrence Reginald Solomon	Sean Brady
Leora Calmus	Henry Shao	Max Wong	Harold Taber	Tracey Raditz	Nicole L. Martin	Chelsea MCGOVERN
James W Ayers Jr	Randy Burkhardt	Corey Vike	Demorise Dantzler	Marva Williams	Jamie Banes	Antony Muintung
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Yogey Minaya	Katrina Gregg	Rene Leopoldo Santin	J.R. Coleman	Bobby Edelman	Michael Rose	Ka Chun Wong
Tobias Berens	Benjamin Mena	Vicente J Godfrey	Hayden Rose	Matt Kelly	Felipe Oshiro Gaglianone	Joyce Weigel
Evan Ezen Reas	Joe Plante	Gregory Bundy	Chad Kirby	Moses Gonzales	Khan Akmal	Chris Hultz
Guy Penard	Trung Duong	Vishwa Raj	Adrian Gonzales	Patrick Kane	Yiannis Bessiris	Glenm Hauer
Bob DeRosa	Cheryl Davis	George Sebastian	Anupom Syam	Chuck Pisano	Derek Nigel Wallbank	Jose Juarez
Jack James	Al McCoskey	Martha Sugra	Ved Gupta	Darla Cummings	J.D. Liebrock	Toan Kim Hoang
Fern Gelin	Cathy Paris	Guelda Simeon	Christopher Cummings	Sascha Beinert	Melvin Callender	Brandon Kuhn
Florence Menzies	Anastasia Konkina	Brad Johnson	Ed Strasbourg	Skyler R Touchet	Reynaldo Machado	Don Jakel
Menachem Lev	Donna M Cyris Hemans	Karen Percival	Joseph Romano	Peter Kuo	Amanda Dickau	Broadshade Investments
Vishwa Raj	Ian James BUDDERY	Kandi Clark	Surya Prakash Tiwari	Henry Shao	Matthew J Vinez	George Sebastian
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Bill Robinson	Chi Zeng	Joy Lynn Anderson Waga...	Jason Victor	Chafa Knox	Corey Vike	Otis James
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Keith McGowan	Timothy J Reiterman	Steven Cook	David Mayorga	Paul Jackson Jones	Chad W Huneycutt	Brian L White
Rosa Romo HIGLEY	Brian Sheets	Mohammed H Barry	Margaret C McKee	Jeffrey Scott Edwards	Jeffrey Corteguera	Aurus Sanchez
David Paisley	Glenn Walker	Robert Earwood	Alexander Quiroz	Justin Cragun	Joven SALA	Richard Bentley
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Charles McClung	Josh Perrye	Fred Dailey	Bill Chandler	Steven Darbant	Effie Favreau	Terry Conner
Kingsley Asare	Richard Jimenez	Rafael Nyautshi	Dvir Gefen	Prasad Matti Rao	Ronald B Schey	George Mower
Eric Schubert	Roshan Joshi	Christopher Lamont	Jim Jensen	Destini Henderson	Godfrey Smith	Ray Bias
Mohammed Alshiha	Joseph Lalley	Ricardo Silva	Keny Petit-Frere	Jared DeJonckheere	Maria Clark	Bhupendra Patel
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Steven Rafael Rodela	Srinivasan Gudapati	Michael Pellegrini	Dennis McKibbin	Gayatri Panda	Eric Fortier	Rachel Bain
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Thomas Oster	Glenn Rudolph	Vinh Diep	Rob Codling	Marc Anthony Alanis	Jerry Canaday	Bharat Damalcheruvu
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David D. Leithner	Timothy Tennimon	Tiki Nelson	Juan Carlos Bonnin	Vinaya Gogineni	Amy T. Roetschke	Manoj Patra
KASH SHEIKH	James M Burton	Jeff Rimmel	Chance Koelln	Sultan Shafei	IRA Greg Pearl	Dan Evans
Jenna Ochoa	Frantz PetitFrere	Mack Shelton	Teresita Morris	Kevin Kachin	Robert Brown	Nicholas Pike
Gary Kirby	Jeff Sipe	William Pupa	Frederick Lamar Cornish Sr	Ceziel Nova	David McDonald	Parul Patel
Vignesh Kumar Sathyamo...	Brian Dykstra	Joseph WILLIAMS	James Sloh	Christopher Bunting	Sadia Tahseen	Kenyatta Martin
Trenton Jeffrey Breithaupt	John Turpin	Brandon Denton	Justin Blue	Todd Sandberg	Suraj Bossoondyal	Glenn Hunter
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Aviroop Nag	James Wolfe	Michael Ligouri	Ben Winnes	Shannon Truesdell	Todd Prescia	Adam DeBenedittis
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Nicholas Richards	Leonard Chijioke Ezenwa	David Cooperston	Iman Kazerani	Soham Jeffrey Saha	Juan Vicenty	Felix E Sandoval
Bennie W. Cooper	Reema Dalal	Richard A. HENRY	Thippawan Ruiz	Linh Nguyen	Gary Hinder	Jamal Avery
David Pacheco	Todd A Washburn	Myrna Busch	Gabriele Saviolli	Luigi Lancia	Sharon Lombardo	Amara Duru
Jose Ramos	Dapo Lediju	Darlington Etumni	Greg Mortimeyer	Ilia Kalikin	James Kim	Dennis Hendricks
Eric Wendelschafer	Sovik Kumar Nath	Cynthia Clark	Cindy Mead	Greg Barnes	Jacqueline Sperling	James E. Barnes
Donald Barnes	Khaleel Welsh	Maria Blanco	Dustin Conrad	Nicole Forrest	David Giaccone	Joshua Bailey
Alex Niederkofler	David Harris	Jason Glaser	Sasikala Vemulapalli	Austin L Rohn	Stamatios Theodoropoulos	Nigel Rodrigues
Robert Appleton	Cesar PABLO	Ryan Shock	Mandy Kosak	Khaja Modin	Tyler Pinson	Sourabh Dhawan
Patrick Enweronye	LESTER DE PERALTA	Dania Francois	Krystle Nazario	Francisco Gomez-Martin	Ed Grzybek	Franco Dattilo
Richard Hinds	Sam Watson	Andrew Tomlin	Mark Christy	Eric JOHNSON	Venkata Lukka	Edna Doak
Rakuto Shimizu	Larry D Barriner	Anderson Simpliste	Richard Danon	Luca Ecarl	Mehulkumar Patel	Tillman Maxwell
John P Warner	Troy Campbell	Clayton Hickenbotham	Rushi S Suchde	Aaron Ishigo	Gokul Kumar Singaravadi...	Mandy Ho
Marcus Villarreal	Clarence Disharoon	Adam Fishback	Armando Cano	Mario A Valverde	Gustavo Rodrigues Zenai...	Brad Hostetter
Sharday F Johnson	Daniel Heflin	Carlos DAVILA	Charles WINKELMAN	Lenwood Greene	Henry Sotomayor	Fritz Allard
Joe Southern	Brett Likes	Carlos ARIZA	Roger Vinson	Longinus Ugwuuebulem	Roxanne Leonard	Sohrab Bonshahi
Michael R Hayek	James Cleveland	Bruno D'Angelo	Bruno D'Angelo	Gabriel Paravisini	Sanjay Ghatnekar	Zachary G. Duffy
Ramesh Maddipoti	Charles Cleveland	Gregory Mitchell	Kevin Joslyn	David IHWAKAR	Phabiola Dumay Jeune	Kon Willberg
Abraham Heebink	Kevin Gilmartin	Joseph Bobenrieth III	Kristopher Visness	Joshua Richardson	Holley Moyes	Bert Socolove
John Kamau	Michael Raymond	Joseph D Burns	Omorie Mckell	Vikash Kumar	Blair Scanlan	Mosa Mottaghi
Matthews Nyaku Malebana	Garrick Liddiard	Evan Johnson	Simon Mildren	Raghu Kilambi	Jeremy Aryee	Robert Snyder
Eunice Devis	Michael Arciola	Emmanuel Blanc	Sonja Palmer	Manuel Eiras Casal	Kurt Kochev	Tawanna Beck
Norton F. Davis	Haley Dunham	Brian Allen	Hazel Jeremiah-Michels	Nick Andrade	Prasad Gadiraju	Christopher Eggert
Austin Hawley	Geoffrey Goldstein	Ho Wei Siong	Tek Nath Timsina	Pedro Fujiwara	Anthony Barrett A. Astud...	Bobby J Rogers
James Phillips	William Wren	Clarence Brinn	Daniel Guzek	Malachi Hurst	Justin Philip DeJesus	Stan Hall
Donald Lambert	David Gabriel	Terry Haapala	Isabel Boyle	Tony Boone	Richard Stone	Jeffrey L Kircher
Sherly Roc-Cineas	Kenneth F Moser	Abdul Golden	Scott Montgomery	CW Durrette II	Miguel Ivan Herrero	Hamilton Magtibay
Chris George	James Laws Jr	Priyanka Mehta	Kenneth Richardson	Scott Thompson	David Stockwell	Sherry Hall
Sandy Hoar	Mike Cordonnier	Kalimbiri Akeem BUJIRIRI	Connor Whitman	Stein Menkerud	Robert Boyer	Augustine Ezenwa
Johan Fehr	Franklin E Njubigbo	Aba Joseph	William Marin	Emmanuel Molion	Ronel Delva	Chris Grey
Michael A Graham	Shamel Proctor	Nathan Blackman	James Mellander	Eyo Aloysius EKANEM	Ernest Dufort	Brian Lallement
Thomas W Seiling	Mohamed Almhieri	Valentino Chua	Rena Harris	Gregory Coleman	Matthys Goosen	Luciano Ferreira
Krishnan Johan P Srinivas...	Ricky Scarborough	Gregory Wilson	John Segura	Antonia M Buban	Agnieszka Bartosiak	Keith Lawrence Havard
Frank J Barreca Jr	Hien Lam	G. Shon Peoples	Miguel Ortiz	Richard M. Hoefflin	Nandini Bhattacharya	Jeff Durgin
Paul AUSTIN	Senthilkumar BALASUND...	Louis Bowler	Mexo Celus	Alexandra Huebner	Tennyson Lytle	Arunkumar Azhagudurai
Seth Cohn	Kristie Weston	Bradley Jacoby	Davonda Smith	Stephen F. Branham	Ernest Barr	Gnana SUNDERAM
Steevenson Jolicoeur	Glen Mendez	Simon Villalobos	Annette Davis	Robert Chambers	Denis Collins	Raffi Boyadjian
Andrew Kameen	Deepak Kumar Balasubra...	Mick Hall	Evangelos Katradis	David A Hilton Jr.	Srikar Veerareddy	Mohammed Saquib
Kimberly F. Katz	Gordon Merrick	Pepito A Cadondon	Wayne Lee	Bhesh Mainali	Scot Grunow	Sohail Huda
Jeffrey Neuman	Lokesh Wulvarana	Elton D. Clendenen	Gordon Julian	Lorene Evans	Maria Nieves Buriilo	Myron H Rasmussen
John Lehotsky	Gary Barretta	Joanne Enright	Gregory Tolver	Almonte Smith	James M Hutt	Charles Brown
James Wilson	Jacquessaint Jean Jacques	Dov Bodek	Ravi Patel	Reginald M Moultrie	Patricia Oseroff	Lennox George
Debra Hart	Nicholas Gessner	Ernest Vogt	Deepak Gotur	Minh Tran	Jeremy Ryan Seppi	Jeff Lombardo
Rachel Duarosan	Randy Sumala	Nathaniel Ohemeng	Michael Pureski	Jose Arango	Rajendra Pandey	Harry Hodges
Susan Zakrzewski	Maximilian Rampulla	Amit Maheshwari	Nicholas Buonaugurio	Christopher Kargel	Curtis R Wagner	Jerrey Lott
Ryan Pflugner	Kenneth Fisher	Ken Colledge	Jerry Mitchell	George Quarrantey	Lartey Woods	Elizabeth Bangura
Eric Lewis II	Joshua Stephen	Anthony McGough	Andrew Mcdougall	Christian Villalba	Rosa Lopez	Gerald S Robb Jr
Sanjay Shah	Michael Gilmour	Mary Vinson	Solomon Esekheigbe	Jordan St Mary	Nicholas Bennett	Rajesh M Patel
Tangelia Cotton	Patricia Fromer	Bryant Stevenson	Pankaj Yadav	Charles J. Jenkins	Daryl Martin	Jeremy Reyes
Rup Kharel	Bridgette Crowley	Alan White	Kiranmayi Komati	Javier E Medina	Eric Hendricks	Francis Kumassah
Randall Hamilton	Larry Kent Steinmetz	Feagaiga Fatu	Thomas Waller	Daniel Lee POLACHEK	Vickie RAPP	Kare'l Lokeni
Oscar Antonio Baez	Vinay V SATTI	Sean Knight	Palemon Gatica	Jimmy Washington	Chang Woo Lee	Chinyere Loveth Duru
Donald Price	Deven Patel	Odalys Santana	Alan Christie	Christopher Best	Angela Nwaru	Brad Soucek
John Bennett	Jennifer Stumm	Karthik Thenkondar	Eric Daniel Townsend	Joshua Chase	Syed Zafer	Christopher Fry
Prasad V KATTA	Avinash V Deshmukh	Stephen Maurice Samaan	Alvin Hoover	John Avila	Jeffrey Cruz	Michael Morreale
Vincent J Collins	Manoj Kunchala	Klaas Reins	Leo Chan	Subrahmanyam Choppa	Mark Thompson	Paul Piatkowski
David Gordon	David Hill	Lee Lacy	Thembile Mtwa	Leslie Mercer	Jeff N	Greig Yerkes
Adena D. Shipton	Lucie Eos	Boris Curwen	James Daly	Alexis St Amant III	Adeyemi Alabi	Brandon Olson
John Pollard	Ella Knott	Julie Hart	Diane Lesley-Neuman	Irvink Romero	Edward Obodo	Brian Rockwell
Jimmy Menjivar	Tay Chye Hwi Jim	Bryant L Carradine	David Martinelli	Nathaniel Gertzman	Tennessee Myers	Paul Reyes
Ankur Sharma	Sae Ho Chun	Jamie Paananen	Cbi ENT	Onkemetse P Kibitwe	Michael Beard	
Sam Beam	Nivin Kurien	Dane Williams	Claude E Richardson	Kathy Kloss	John Bedford	
Qin Sun	Andrew Bloomfield	Aaron Phelps	Anissa King	David Wieder	David Lion	

Dale Thompson	Martin Spragg	Christian Bernard	Eric Schmitz	Alan Artley	Salif Bobby Kone	Benjamin Chambliss
Johann Litwinenko	Richard H Brehm	Edwin Walker	Peter O Garrett	Charmont Williams	Roger M Bean	Gabor Sztvovecz
Alexander Braunstein	Doug Baugher	Stephen Dye	Michael Dolph	Tolu Salako	Darin Henry	Bruce Houck
Gaurav Garg	Anne Miller	Ronald Douglas Weaver	Walter Monroy	Hannah Buchan	Chris Olson	Jonathan Wright
Trentan Daley	Raja Karumuri	Merek Chang	Kevin P. Voss	Sam Caspersen	Richard Bradley	Scott Gall
Rejoice Boney	Tom McBride	Kyle Brookshire	David Q	Fabiano De Val	Michael Brandt	Rene Weber
Leslie Urbanovsky	Ade Adeoti	Lionel Ronald	Richard Reynolds	Dino DeMartinis	Jordan Willingham	Fabio Ordigoni
Desirae Parette	Roy Brunicardi	Tracey Cree	Brice Laux	Michael Pellegrini	Jason Robinson	Maria L BECERRA
Lars Hellsten	Loretha Pennix	Carl Chapman	Rudolfo Munguia	Eliot Guadalupe	Kalimuddin S Jafferji	Kevin Flanders
Anthony Davis	Teri Bansbach	Sherie OConnell	Michael Oke	Daniel Ryan DAY	Ron Rianda	Ray Huber Jr
Alan R Peterson	Damien Barrett	Lauren Petree	Ebrahim Assadi Lari	Adam Arra	Linda Stephenson	Sarah Ferrick
Gregory R Stoops	Lee Cannon	Kelli Edmond	Keith Hanson	John Stidolph	Mathew Dale	Gerald Roeder
Mark K Gettle	Kevin Lipine	Charlotte Lukezich	Salwa Abdulla	Clydell White	Anthony J Ohmer	Cole Irwin
Brandon Brown	Sung Hoi	Demetri Christian	Matthew Ryan	Kathryn Kirkpatrick	Jan Nagele	John Ortiz
Jeremy Mobley	Joseph Ortolani	Michael Dunning	Daniel Wrocklage	Ronnie Bolton	Eldridge Holliday	Stefania Calabrese
Garry CHAN	Kamlesh Patel	Alex Fuentes	Marie Jecrois	Vanessa Tercero	Carla T. Sisco	Patrick Wetzel
Samuel Hentz	Jane Geary	Denice Harmyk	Renald Jean-Philippe	Ryan Cadigan	Shuja Keen	Satish Nayak
Patrick Laight	Rupal A Patel	Jason Bond	Carlos Bianchi	Sergio GARCIA	Carl E Morsbach	Ronald Meyers
Kim Szymura	Kevin Switzer	Ray Wirta	Vinh Diep	Mark Reed	Matt Shekoyan	Geogy Philip
Kendis Moore Drake	Charlene Heuer	Steven Richard HINES	Tiago Filipe Ramos Carval...	Andrew Kameen	Jim Shekoyan	Max Rudman
Robert Strobel	Dave Davis	Ed Grzybek	Frank Peart	Chris Apostolou	Lateisha Hayes	Tony Rivas
Philip Hasterok	Roy Tolbert	Octavia Simpson	Jacob Adelman	Edward Zeldovich	nlrMaL Patel	Marilyn Monter
Christian D Bennion	Brian Lallement	Tennyson Lyttle	Myron H Rasmussen	John V Krewer	Angela Carter	Jasmeeti Singh
Jaspreeti MEHTA	Harry Hodges	Alan GREGORY	Joseph Bobenrieth III	Robert McKenna	James M Reuter	Mark Bos
James Poole	Richard Seymour	Jason Stingerie	Joshua Taddeo	Mustafa Kathawala	Heather Looney	James Usry
Marty D. Monroe	Jason Clark	Christopher Hartley	Jason NIELSEN	Vimal Kumar Ambat	Patrick Laight	Linda Mitchell
Patricia Oseroff	Gerhard Dicenta	Gary Pearcy	Lisa Pezzella	Joseph Anthony	Joanne P Moss	Eric Twitty
Seth Wilson	Jennifer Carroll	Amandeep Dindral	Jean Baptiste Zongo	Keith B. Willhelm	Jonathan Hendrickson	Stephen PODMASKA
Victor Kegwe	Calvin Markwat	Steven Codrington	David Ramirez	Michael Isaksson	John Cronan	Michael Harris
Paul Efron	Steven Brevett	John Leon Boler	Duane Weber	Leo Chan	William Dean	Grahame Harlow
Alexios Alexiou	Noemi Rodriguez	Raimund C Hoenes	Richard Litzky	Curtis Patterson	Gilbert Fields	Geoffrey John Otypka
Neldon Watson	Juan Gonzalez	Lisa Lu	Sarah Bass	Randy Anderson	Marc Alexandre Wuarin	Nicola Onassis
Vincent Berkman	Jeff N	John Turner	Anthony DeBiase	Gary Tirohn	David Wieder	Adeyemi Alabi
Yannick Tison	Teri Bansbach	John Hauck	Dapo Lediju	Ryan Gardner	Chad Phillips	Michael C BAZAREWSKY
John Turpin	Uma Hedemark	Dariana Francois	Dalia I Dailey	Lawrence Chong	Henry Sotomayor	Robert Katilas
Jerry Mitchell	John Bedford	Curtis R Wagner	Maggie Dean	Doron Shpanof	Bruno DAngelo	Clarence Disharoon
Manuel Vogt	Charles Banholzer	Marcus Villarreal	Debra H Bennett	Marcell Benkes-Toth	Eric Weigold	Jeffrey Wasco
Hans Ulrich Engel	Maresa Friedman	Brook Ferney	Paul Lee	Adie Akuffo-Afful		

Thank You!

From the GroGuru Team



Patrick Henry
President & CEO





Farooq Anjum, PhD
VP of Engineering & CTO

20+ years experience building complex systems. Designed wireless networks in 30+ countries. Published 60+ papers, wrote 2 books, and awarded 15 patents. Ph.D. in Electrical and Computer Engineering from University of Maryland College Park.



Jeff Campbell, PhD
Chief Scientific Officer

Inventor of 19 patents from various soil sensors and the Stevens Hydraprobe. Ph.D. in physics from Dartmouth College.



David Sloane, PhD
Chief Agronomist

20 years of experience in irrigation agronomy. Ph.D. in Agronomy from University of Adelaide in Australia.



Vince Ferrante
VP Sales

20 years of experience selling complex system solutions products. Founded Martek, a rep company that he sold Ewing Foley.



Details

The Board of Directors

DIRECTOR	OCCUPATION	JOINED
Rory Moore	CEO @ EvoNexus	2019
Farooq Anjum	VP of Engineering and CTO @ GroGuru, Inc.	2014
Patrick Henry	President & CEO @ GroGuru, Inc.	2018

Officers

OFFICER	TITLE	JOINED
Farooq Anjum	CTO	2014
Patrick Henry	President CEO	2018

Voting Power [?]

HOLDER	SECURITIES HELD	VOTING POWER
Jeff Campbell	5,579,001 Common Stock	20.8%
Patrick Henry	6,275,000 Common Stock	23.3%
Farooq Anjum	10,303,375 Common Stock	37.3%

Past Equity Fundraises

DATE	AMOUNT	SECURITY	EXEMPTION
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12/2018	\$1,456,007	Safe	Section 4(a)(2)
09/2019	\$0	Warrant	Section 4(a)(2)
03/2020	\$2,345,000		Section 4(a)(2)
05/2020	\$208,100		Other
06/2020	\$949,211		506(c)
08/2020	\$1,070,000		4(a)(6)
08/2021	\$955,091	Preferred Stock	Regulation Crowdfunding
01/2022	\$208,100		Other
	\$332,394		4(a)(6)

The use of proceeds is to fund general operations.

Convertible Notes Outstanding

ISSUED	AMOUNT	INTEREST	DISCOUNT	VALUATION CAP	MATURITY
03/14/2020	\$2,345,000 [?]	6.0%	20.0%	\$6,000,000	03/14/2022 [?]

Outstanding Debts

LENDER	ISSUED	AMOUNT	OUTSTANDING	INTEREST	MATURITY	CURRENT?
SBA [?]	05/06/2020	\$208,100	\$0 [?]	0.0%		
SBA [?]	01/31/2022	\$208,100	\$208,100 [?]	0.0%	04/30/2022	Yes

Related Party Transactions

None.

Capital Structure

CLASS OF SECURITY	SECURITIES (OR AMOUNT) AUTHORIZED	SECURITIES (OR AMOUNT) OUTSTANDING	VOTING RIGHTS
Common Stock	40,000,000	26,822,121	Yes
SECURITIES RESERVED FOR ISSUANCE UPON EXERCISE OR CONVERSION			
Warrants:	354,674		
Options:	8,459,314		

Risks

We are a growth startup company and are not currently profitable. We expect to need to raise additional capital to further develop our business. We can give no assurance that we will successfully negotiate or obtain additional financing on terms favorable or acceptable to us, or at all. We do not have any commitments for additional financing. Our ability to obtain additional capital will depend on market conditions, the U.S. economy and other factors outside our control. If we do not obtain adequate financing or such financing is not available on acceptable terms, our ability to continue our operations would be significantly limited. If we are not able to sell all of the securities offered in this financing, or complete such additional equity or debt financing, we may not have the funds necessary to fully execute our objectives. Our failure to secure necessary financing on a timely basis when needed (including the maximum offering amount hereunder) could have a material adverse effect on our business, prospects, financial condition and results of operations.

If we raise additional funds through the issuance of additional debt securities, then such securities may have rights, preferences or privileges senior to those of the securities offered hereby, and holders of the securities offered hereby may experience dilution. If we raise additional funds through the issuance of debt, we will be required to service that debt and will likely become subject to restrictive covenants and other restrictions contained in the instruments governing that debt, which may limit our operational flexibility.

Offerings under Section 4(a)(6) of Securities Act of 1933, as amended (the "Securities Act"), are exempt from state and federal registration requirements. Therefore, there is less disclosure of, or publicly available, information contained in this document than would typically be provided in a registered offering. While we have attempted to summarize the risks to the best of our ability, there may in fact be risks associated with

participating in this offering, and Company-specific risks that have not been contemplated in this document.

Investments in private companies, particularly early stage companies such as us, involve a high degree of risk. Early stage companies are usually comparatively more vulnerable to developments such as rapid changes in technology, fluctuations of demand and prices and to marketing competition from larger, more well established competitors. Therefore, we cannot assure that we will ever achieve or maintain profitability from our operations.

The market values of investments in private companies (especially early stage companies such as us) are difficult to determine. They generally are subject to negotiations between company management and prospective investors, and may result in values that are highly arbitrary. Furthermore, a private investment made in our company will be illiquid and likely will be long term in nature and may require years from the date of initial investment before disposition, if ever. The value of your investment may be lost or substantially devalued at liquidity.

Neither the Convertible Promissory Notes to be issued in this offering (the "Notes") nor the securities issuable upon their conversion will be registered under the Securities Act, or the securities laws of any state or other jurisdiction, and will not be subject to resale unless they are subsequently registered under the Securities Act and other applicable securities laws or an exemption from registration is available. Thus, there will no public market for the Notes or the securities issuable upon conversion of the Notes, and no public market is expected to develop.

Given the early stage of our company and the rapidly evolving nature of the markets in which we compete, we may experience significant fluctuations in our future operating results due to a variety of factors, many of which are outside our control. Factors that may adversely affect our future operating results include, without limitation, unforeseen development costs, variable operating costs, general economic conditions and market conditions, and the development or introduction of new technological innovations, products or services by our competitors. If we are unable to address the above factors, our operating results may fall below the expectations of management, which could adversely affect our business.

Our future success depends on the efforts of a small management team. The loss of services of any of the members of the management team may have an adverse effect on the company. There can be no assurance that we will be successful in attracting and retaining other personnel we require to successfully grow our business.

COVID-19 has had an impact on our business. In the first quarter of 2020, we experienced disruption to our supply chain that affected our sales revenue. In addition, our year-to-date revenue is approximately 20-25% lower than our forecasted revenues for the same period. This is also due to the COVID-19 health crisis and its impact on the economy. For example, some farmers have delayed adopting new technology due to the economic impact and uncertainty caused by the COVID-19 pandemic. These factors, coupled with decreased business and consumer confidence and substantial unemployment resulting from the declared global pandemic of COVID-19 and restrictions on activity, have precipitated a sharp economic slowdown and recession, and the economic climate may deteriorate further. The extent and duration of the effects of the COVID-19 pandemic and economic downturn are difficult to predict, which makes our future performance more difficult to predict. If the COVID-19 pandemic and economic downturn persist, or if they worsen, we expect that our business will continue to be adversely affected, resulting in a further negative impact on our business, financial condition, results of operations and cash flows.

For GroGuru to execute on its multi-year growth plan, it needs to add key people in target geographies to build sales channels and drive sales growth. If we are unable to hire these key people, it can potentially slow sales growth and could adversely effect the company.

GroGuru has protected some of its core intellectual property with United States and international patents (patents owned by GroGuru, Inc.). If these patents are challenged or overturned, this could adversely effect the company.

Laws and regulations in the United States that provides financial incentives to farmers, such as the Farm Bill, could be removed or changed, which could slow sales growth and adversely effect the company.

GroGuru is in the early stage of a multi-year growth plan. Macroeconomic changes could slow sales growth.

Additional issuances of securities. Following the Investor's investment in the Company, the Company may sell interests to additional investors, which will dilute the percentage interest of the Investor in the Company. The Investor may have the opportunity to increase its investment in the Company in such a transaction, but such opportunity cannot be assured. The amount of additional financing needed by the Company, if any, will depend upon the maturity and objectives of the Company. The declining of an opportunity or the inability of the Investor to make a follow-on investment, or the lack of an opportunity to make such a follow-on investment, may result in substantial dilution of the Investor's interest in the Company.

Issuer repurchases of securities. The Company may have authority to repurchase its securities from shareholders, which may serve to decrease any liquidity in the market for such securities, decrease the percentage interests held by other similarly situated investors to the Investor, and create pressure on the Investor to sell its securities to the Company concurrently.

A sale of the issuer or of assets of the issuer. As a minority owner of the Company, the Investor will have limited or no ability to influence a potential sale of the Company or a substantial portion of its assets. Thus, the Investor will rely upon the executive management of the Company and the Board of Directors of the Company to manage the Company so as to maximize value for shareholders. Accordingly, the success of the Investor's investment in the Company will depend in large part upon the skill and expertise of the executive management of the Company and the Board of Directors of the Company. If the Board Of Directors of the Company authorizes a sale of all or a part of the Company, or a disposition of a substantial portion of the Company's assets, there can be no guarantee that the value received by the Investor, together with the fair market estimate of the value remaining in the Company, will be equal to or exceed the value of the Investor's initial investment in the Company.

Transactions with related parties. The Investor should be aware that there will be occasions when the Company may encounter potential conflicts of interest in its operations. On any issue involving conflicts of interest, the executive management and Board of Directors of the Company will be guided by their good faith judgement as to the Company's best interests. The Company may engage in transactions with affiliates, subsidiaries or other related parties, which may be on terms which are not arm's-length, but will be in all cases consistent with the duties of the management of the Company to its shareholders. By acquiring an interest in the Company, the Investor will be deemed to have acknowledged the existence of any such actual or potential conflicts of interest and to have waived any claim with respect to any liability arising from the existence of any such conflict of interest.

Minority Ownership

An Investor in the Company will likely hold a minority position in the Company, and thus be limited as to its ability to control or influence the governance and operations of the Company.

The marketability and value of the Investor's interest in the Company will depend upon many factors outside the control of the Investor. The Company will be managed by its officers and be governed in accordance with the strategic direction and decision-making of its Board Of Directors, and the Investor will have no independent right to name or remove an officer or member of the Board Of Directors of the Company.

Following the Investor's investment in the Company, the Company may sell interests to additional investors, which will dilute the percentage interest of the Investor in the Company. The Investor may have the opportunity to increase its investment in the Company in such a transaction, but such opportunity cannot be assured.

The amount of additional financing needed by the Company, if any, will depend upon the maturity and objectives of the Company. The declining of an opportunity or the inability of the Investor to make a follow-on investment, or the lack of an opportunity to make such a follow-on investment, may result in substantial dilution of the Investor's interest in the Company.

Exercise of Rights Held by Principal Shareholders

As holders of a majority-in-interest of voting rights in the Company, the shareholders may make decisions with which the Investor disagrees, or that negatively affect the value of the Investor's securities in the Company, and the Investor will have no recourse to change these decisions. The Investor's interests may conflict with those of other investors, and there is no guarantee that the Company will develop in a way that is optimal for or advantageous to the Investor.

For example, the shareholders may vote to amend the terms of the certificate of

incorporation for the company, change the terms of securities issued by the Company, change the management of the Company, and even force out minority holders of securities. The shareholders may make changes that affect the tax treatment of the Company in ways that are unfavorable to you but favorable to them. They may also vote to engage in new offerings and/or to register certain of the Company's securities in a way that negatively affects the value of the securities the Investor owns. Other holders of securities of the Company may also have access to more information than the Investor, leaving the Investor at a disadvantage with respect to any decisions regarding the securities he or she owns. In cases where the rights of holders of convertible debt, SAFES, or other outstanding options or warrants are exercised, or if new awards are granted under our equity compensation plans, an Investor's interests in the Company may be diluted. This means that the pro-rata portion of the Company represented by the Investor's securities will decrease, which could also diminish the Investor's voting and/or economic rights. In addition, as discussed above, if a majority-in-interest of holders of securities with voting rights cause the Company to issue additional stock, an Investor's interest will typically also be diluted.

Restrictions on Transfer

The securities offered via Regulation Crowdfunding may not be transferred by any purchaser of such securities during the one year period beginning when the securities were issued, unless such securities are transferred:

- to the issuer;
- to an accredited investor²;
- as part of an offering registered with the U.S. Securities and Exchange Commission; or
- to a member of the family of the purchaser or the equivalent, to a trust controlled by the purchaser, to a trust created for the benefit of a member of the family of the purchaser or the equivalent, or in connection with the death or divorce of the purchaser or other similar circumstance.

Valuation Methodology for Prior Reg CF Raise

The offering price for the securities offered pursuant to this Form C has been determined arbitrarily by the Company, and does not necessarily bear any relationship to the Company's book value, assets, earnings or other generally accepted valuation criteria. In determining the offering price, the Company did not employ investment banking firms or other outside organizations to make an independent appraisal or evaluation. Accordingly, the offering price should not be considered to be indicative of the actual value of the securities offered hereby.

The initial amount invested in a Convertible Note is determined by the investor, and we do not guarantee that the Convertible Note will be converted into any particular number of shares.

As discussed in Question 13, when we engage in an offering of equity involving Stock, Investors may receive a number of shares of Preferred Stock calculated as either the conversion price equal to the lesser of (i) 80% of the price paid per share for Equity Securities by the Investors in the Qualified Financing or (ii) the price equal to the quotient of the valuation cap of \$8,500,000.00 (the "Valuation Cap") divided by the aggregate number of outstanding shares of the Company's stock as of immediately prior to the initial closing of the Qualified Financing (assuming full conversion or exercise of all convertible and exercisable securities then outstanding, but excluding the shares of equity securities of the Company issuable upon the conversion of the Notes or any other debt).

Because there will likely be no public market for our securities prior to an initial public offering or similar liquidity event, the price of the Stock that Investors will receive, and/or the total value of the Company's capitalization, will be determined by our board of directors. Among the factors we may consider in determining the price of Stock are prevailing market conditions, our financial information, market valuations of other companies that we believe to be comparable to us, estimates of our business potential, the present state of our development and other factors deemed relevant. In the future, we will perform valuations of our units that take into account, as applicable, factors such as the following:

- unrelated third party valuations;
- the price at which we sell other securities in light of the relative rights, preferences and privileges of those
- our results of operations, financial position and capital resources;
- current business conditions and projections;

- current business conditions and projections;
- the marketability or lack thereof of the securities;
- the hiring of key personnel and the experience of our management;
- the introduction of new products;
- the risk inherent in the development and expansion of our products;
- our stage of development and material risks related to our business;
- the likelihood of achieving a liquidity event, such as an initial public offering or a sale of our company given the market conditions and the nature and history of our business;
- industry trends and competitive environment;
- trends in consumer spending, including consumer confidence;
- overall economic indicators, including gross domestic product, employment, inflation and interest rates; and
- the general economic outlook.

We will analyze factors such as those described above using a combination of financial and market-based methodologies to determine our business enterprise value. For example, we may use methodologies that assume that businesses operating in the same industry will share similar characteristics and that the Company's value will correlate to those characteristics, and/or methodologies that compare transactions in similar securities issued by us that were conducted in the market.

Company

GroGuru, Inc.

- Delaware Corporation
- Organized June 2014
- 11 employees

4250 Executive Square
Suite 200
La Jolla CA 92037

<https://www.groguru.com/>

Business Description

Refer to the [GroGuru](#) profile.

EDGAR Filing

The Securities and Exchange Commission hosts the [official version of this annual report](#) on their EDGAR web site. It looks like it was built in 1989.

Compliance with Prior Annual Reports

GroGuru is current with all reporting requirements under Rule 202 of Regulation Crowdfunding.

All prior investor updates

You can refer to the company's [updates page](#) to view all updates to date. Updates are for investors only and will require you to log in to the Wefunder account used to make the investment.