

PROSPECTUS

U-Grow Rentals, A Social Purpose Corporation

2,000,000 Shares of Common Stock

This prospectus will also allow us to issue up to 2,000,000 common shares (“Shares” or “Securities”) in our initial public offering with a maximum 180-day offering period ending August ____, 2023. The proceeds from the sale of the shares by the company will be available for use by the company. The securities being registered in this offering may be illiquid because they are not listed on any exchange or quoted on the OTC Markets and no market for these securities may develop. The issuer will sell the common stock being registered in this offering at a fixed price of \$2.00 per share. The company’s shares are not quoted on the OTC Markets.

	<u>Offering Price per Share</u>	<u>Gross Proceeds to Our Company</u>	<u>Net Proceeds to Our Company</u>
Per Share (Initial Public Offering)	\$ 2.00	\$ 2.00	\$ 2.00
Maximum (IPO)	\$ 2.00	\$ 4,000.00	\$ 4,000.00
Total	\$ 4,000,000	\$ 4,000.00	\$ 4,000.00

(1) There are no offering expenses which are relative to the number of shares being sold.

The Company is an emerging growth company, as defined in the Jumpstart Our Business Startups Act. The Company has elected not to utilize the extended transition periods provided for thereunder.

Our Independent Registered Public Accounting Firm has raised substantial doubts about our ability to continue as a going concern.

This offering is a best efforts self-underwritten offering where the officers and directors will be selling the securities and relying on the safe harbor provisions under Rule 3a-1 of the Exchange Act of 1934.

We are not a blank check company and have no plans or intentions to engage in a business combination following this offering.

There is a \$1,000 minimum purchase, the offering will terminate upon reaching the maximum proceeds, and the funds will be held in a separate account by the company but it is not a formal escrow or trust account therefore such funds may be available to creditors of the Company.

The securities offered in this prospectus involve a high degree of risk. You should consider the risk factors beginning on page 4 before purchasing our common stock.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed upon the adequacy or accuracy of this prospectus. Any representation to the contrary is a criminal offense.

The date of this prospectus is March, 2023.

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Unless otherwise specified, the information in this prospectus is set forth as of February ____, 2021, and we anticipate that changes in our affairs will occur after such date. We have not authorized any person to give any information or to make any representations, other than as contained in this prospectus, in connection with the offer contained in this prospectus. If any person gives you any information or makes representations in connection with this offer, do not rely on it as information we have authorized. This prospectus is not an offer to sell our common stock in any state or other jurisdiction to any person to whom it is unlawful to make such an offer.

PROSPECTUS SUMMARY

The following summary highlights selected information from this prospectus and may not contain all the information that is important to you. To understand our business and this offering fully, you should read this entire prospectus carefully, including the financial statements and the related notes beginning on page F-1. This prospectus contains forward-looking statements and information relating to U-Grow Rentals, A Social Purpose Corporation. See Cautionary Note Regarding Forward-Looking Statements on page 9.

INTRODUCTION

For the first time ever, patients can have full control over a remote operation of personal cannabis cultivation. U-Grow Rentals provides leasable high-tech rooms with 24-hour webcam monitoring and onsite assistance so that no detail will be left out of the grower's preferred process. On top of the ultra-convenience that growers have never had before, these private grow spaces are extremely flexible; a fully-customized cultivation set-up as easily as a full-service, "hands-off"

approach – where third-party onsite experts take care of all the details for you. U-Grow's flagship location will be in the cannabis-patient-rich state of California, and the address will be in what many are calling the "Silicone Valley of Marijuana": Los Angeles.

Market, Medicinal Marijuana: Two respected sources were queried for projections of the Medical Marijuana opportunity in terms of revenue: IBISWorld and Ackrell Capital. Note that recreational and medicinal segments are typically combined since there is believed to be a significant bleed-over between the two segments.

Market Forecast, IBISWorld 1: Industry revenue is estimated to increase at an annualized rate of 33.5% to \$15.0 billion over the five years to 2021. A growing number of medical marijuana patients, as well as a burgeoning recreational cannabis legalization movement, will spur demand for the industry. Rising demand is also forecast to widen profit margins, as is the success of the for-profit recreational marijuana business in Colorado and Washington. In particular, over the next five years, there will be growth of large commercial cultivators who will benefit immensely.

(IBISWorld Industry Report OD4141, September 2016 | Dmitry Diment, "Medical & Recreational Marijuana Growing in the US"): Although cannabis is federally illegal in the United States, 39 states have legalized cannabis in some form for recreational or medicinal use. The current consumer market for recreational and medicinal cannabis in the United States is estimated to be more than \$40 billion, including both legal and illegal consumption.

Ackrell Capital believes that it is a question of when – not if – the federal prohibition on cannabis will end. In analyzing how the end of prohibition may affect the cannabis industry, the numbers have assumed that prohibition ends by 2020. However, even with federal prohibition, the cannabis industry today is large and dynamic.

It is estimated that the U.S. cannabis consumer market for legalized recreational and medicinal use was \$4.4 billion in 2015 and will grow to \$9.5 billion in 2019. Once legalized federally, Ackrell estimates this market will grow to \$37 billion within 5 years and \$50 billion within 10 years.

Potential cannabinoid-based therapeutic applications have been identified for more than 40 medical conditions, including arthritis, cancer, chronic pain, epilepsy, glaucoma, and HIV/ AIDS. While this market will not develop until after the end of prohibition, we believe that the future cannabinoid-based pharmaceuticals market may ultimately exceed \$50 billion annually.

In conclusion, Ackrell believes that there is a potential \$100 billion market for cannabis. A broad range of investment opportunities exists both now and in the future for sophisticated investors who are willing to take significant risks.

Marketing and Distribution: A primary focus of U-Grow’s marketing initiatives is the medical industry. It is a medical-first, highly professional operation that is meant to attract and retain the attention of doctors. U-Grow believes that doctor credibility equals market credibility – along with the most desirable (read: high-quality) clients. As such, part of U-Grow’s development plan includes the creation and vetting of a special website dedicated to physician-created content. This will be a physician-first reference website or knowledge-sharing platform that will allow doctors to post experiences with strains, doses, unusual cases, and other useful and interesting information. In addition, other marketing initiatives will be carried out through a variety of mediums with digital and social-media marketing techniques being an initial focus. Exciting new targeted banner advertising is available now on the internet; these techniques can easily and efficiently reach key audience members using both demographic parameters as well as geographic parameters. Also, local grass-roots and word-of-mouth techniques will be undertaken within the cannabis production and distribution industry.

Target Market: As mentioned above, one of the primary focuses for reaching out to the market will be via the medical community. For the patient community, demographics can be summarized as follows:

- 64% are male, and 36% female.
- Most patients (84%) have some form of college education with 14% having completed postgraduate work.
- Most patients (84%) lived in or near a major city; 45% are parents.
- 61% are between the ages of 25 and 54 years with 17% being over the age of 55.
- The largest age category was 25 to 34 years at 28% of the total.

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Competition and Competitive Advantages: U-Grow faces primarily indirect competition from other growing-space providers; however, the Company believes that it has the ability to tap into each of the following competitive advantages:

- **First-Mover:** U-Grow represents the first time that a storage-facility cultivation business model with a remote monitoring system will be implemented on a large scale. The facility will require no registration as a commercial grower of cannabis – it will be seen in the State’s eyes as a storage facility. All onsite care of plants that the remote client directs will be performed by an outside party that is a vendor to the client – not U-Grow (although U-Grow will have resources to help the client choose a vendor if he would like)
- **Location:** U-Grow Rentals has the benefit of timing as Los Angeles appears to be particularly attractive when it comes to burgeoning medical marijuana demand. This is due to a “perfect storm” of legislation both at the State and City level along with an already-large cannabis-friendly culture.
- **Operational Cost/Customer Cost:** The facility has a very light operational labor footprint. The number of standard employees will almost be matched by the number of security employees. Passing on operational cost savings to the lessees allows them to realize a larger price save on their final product relative to other growing options they have.

1

Our Company is an “emerging growth company,” as defined in the Jumpstart Our Business Startups Act.

Our Company shall continue to be deemed an emerging growth company until the earliest of—

- (The last day of the fiscal year of the issuer during which it had total annual gross revenues of
- A \$1,070,000,000 (as such amount is indexed for inflation every 5 years by the Commission to reflect the
-) change in the Consumer Price Index for All Urban Consumers, published by the Bureau of Labor
- Statistics, setting the threshold to the nearest 1,000,000) or more;

(C The date on which such issuer has, during the previous 3-year period, issued more than \$1,000,000 in non-convertible debt; or

(D The date on which such issuer is deemed to be a ‘large accelerated filer’, as defined in section 240.12b-2 of title 17, Code of Federal Regulations, or any successor thereto.’)

As an emerging growth company, the company is exempt from Section 404(b) of Sarbanes Oxley. Section 404(a) requires Issuers to publish information in their annual reports concerning the scope and adequacy of the internal control structure and procedures for financial reporting. This statement shall also assess the effectiveness of such internal controls and procedures.

As an emerging growth company, the company is exempt from Section 404(b) requiring that the registered accounting firm shall, in the same report, attest to and report on the assessment of the effectiveness of the internal control structure and procedures for financial reporting.

As an emerging growth company, the company is exempt from Sections 14A and B of the Securities Exchange Act of 1934 which require shareholder approval of executive compensation and golden parachutes.

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THE OFFERING

This prospectus covers up to 2,000,000 shares to be issued and sold by the company at a price of \$2.00 per share in a direct public offering.

ABOUT THIS OFFERING

Securities Being Offered	Up to 2,000,000 shares of common stock of U-GROW, Inc. to be sold by the issuer at a price of \$2.00 per share.
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Initial Offering Price	The issuer will sell up to 2,000,000 shares at a price of \$2.00 per share.
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Terms of the Offering	The issuer will offer and sell the shares of its common stock at a price of \$2.00 per share in a direct offering to the public.
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Termination of the Offering	The offering will conclude when the company has sold all of the 2,000,000 shares of common stock offered by it up to a maximum of 180 days.
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Risk Factors	An investment in our common stock is highly speculative and involves a high degree of risk. See Risk Factors beginning on page 4.
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RISK FACTORS

An investment in our common stock is highly speculative, involves a high degree of risk, and should be made only by investors who can afford a complete loss. You should carefully consider the following risk factors, together with the other information in this prospectus, including our financial statements and the related notes, before you decide to buy our common stock. If any of the following risks actually occur, our business, financial condition, or results of operations could be materially adversely affected. The trading of our common stock could decline, and you may lose all or part of your investment therein.

Risks Relating to the Early Stage of Our Company

We are at a very early operational stage and our success is subject to the substantial risks inherent in the establishment of a new business venture.

The implementation of our business strategy is in a very early stage. Our business and operations should be considered to be in a very early stage and subject to all of the risks inherent in the establishment of a new business venture. Accordingly, our intended business and operations may not prove to be successful in the near future, if at all. Any future success that we might enjoy will depend upon many factors, several of which may be beyond our control, or which cannot be predicted at this time, and which could have a material adverse effect on our financial condition, business prospects, and operations and the value of an investment in our company.

Our principal executive offices are located at 1158 Nevada Road, Phelan CA, 92329, and our telephone number is 702-400-1820. Our website address is www.U-Grow.com. Information contained on or that can be accessed through our website does not constitute part of this prospectus and the inclusion of our website address in this prospectus is an inactive textual reference only.

We have not proven that our business model will allow us to generate a profit. We have produced an operational product and require additional financing for the marketing and production of the product and the development of future products.

We may have difficulty raising additional capital, which could deprive us of the necessary resources.

We expect to continue to devote significant capital resources to Company research and development. In order to support the initiatives envisioned in our business plan, we will need to raise additional funds through public or private debt or equity financing, collaborative relationships, or other arrangements. Our ability to raise additional financing depends on many factors beyond our control, including the state of capital markets, the market price of our common stock, and the development or prospects for the development of real estate projects. Because our common stock is not listed on a major stock market, many investors may not be willing or allowed to purchase it or may demand steep discounts. Sufficient additional financing may not be available to us or may be available only on terms that would result in further dilution to the current owners of our common stock.

We expect to raise additional capital during 2023 but we do not have any firm commitments. If we are unsuccessful in raising additional capital, or the terms of raising such capital are unacceptable, we may have to modify our business plan and/or significantly curtail our planned activities and other operations.

There are substantial doubts about our ability to continue as a going concern and if we are unable to continue our business, our shares may have little or no value.

The company's ability to become a profitable operating company is dependent upon its ability to generate revenues and/or obtain financing adequate to fulfill its research and market introduction activities, and achieving a level of revenues adequate to support our cost structure has raised substantial doubts about our ability to continue as a going concern. We plan to attempt to raise additional equity capital by selling shares in this offering and, if necessary, through one or more private placements or public offerings. However, the doubts raised, relating to our ability to continue as a going concern, may make our shares an unattractive investment for potential investors. These factors, among others, may make it difficult to raise any additional capital.

Because we are currently considered a development stage company within the meaning of Regulation C 406 pursuant to the Securities Exchange Act of 1933, the ability of holders of our common stock to sell their shares may be limited by applicable regulations

As a result of our classification as a “development stage company”, our investors are allowed to rely on the “safe harbor” provisions of Rule 144 promulgated pursuant to the Securities Act of 1933 so as not to be considered underwriters in connection with the sale of securities until one year from the date that we cease to be a “shell company.” Additionally, as a result of our classification a shell company:

- Investors should consider shares of our common stock to be significantly risky and illiquid investments.
- We may not register our securities on Form S-8 (an abbreviated form of registration statement).
- Our ability to attract additional funding to sustain our operations may be limited significantly.

We can provide no assurance or guarantee that we will cease to be a “shell company” and, accordingly, we can provide no assurance or guarantee that there will be a liquid market for our shares.

Risks Relating to Our Business

Our proprietary rights could potentially conflict with the rights of others and we may be prevented from selling some of our products.

Third parties may assert intellectual property claims against us, particularly as we expand our business and the number of products we offer. Our defense of any claim, regardless of its merit, could be expensive and time-consuming and could divert management resources. Successful infringement claims against us could result in significant monetary liability or prevent us from selling some of our products. In addition, the resolution of claims may require us to redesign our products, license rights from third parties, or cease using those rights altogether.

Management has limited relevant experience in managing the manufacturing of products, our business has a higher risk of failure.

Given the relatively small marketing budget and limited experience of our officers, there can be no assurance that such efforts will be successful. Further, if our initial efforts to create a market for our website are not successful, there can be no assurance that we will be able to attract and retain qualified individuals with marketing and sales expertise to attract subscribers to our website. Our future success will depend, among other factors, upon whether our services can be sold at a profitable price and the extent to which consumers acquire, adopt, and continue to use them. There can be no assurance that our application will gain wide acceptance in its targeted markets or that we will be able to effectively market our services. There can be no assurance that they will be successful in obtaining adequate assistance or cooperation from third parties at a cost consistent with the resources of the Company.

We will consider retaining additional full-time management and administrative support personnel, as our business and operations increase. We do not foresee engaging additional full-time management or administrative support personnel during the next 12 months.

Risks Relating to Our Stock

The Offering price of \$2.00 per share is arbitrary.

The Offering price of \$2.00 per share has been arbitrarily determined by our management and does not bear any relationship to the assets, net worth, or projected earnings of the Company, or any other generally accepted criteria of value.

We have no firm commitments to purchase any shares.

We have no firm commitment to the purchase of any shares. Therefore there is no assurance that a trading market will develop or be sustained. The Company has not engaged a placement agent or broker for the sale of the shares. The Company may be unable to identify investors to purchase the shares and may have inadequate capital to support its ongoing business obligations.

Our shares are not currently traded on any market or exchange. We will apply to have our common stock traded over the counter; there is no guarantee that our shares will ever be quoted on the OTC or listed on an exchange, which could severely impact their liquidity.

Currently, our shares are not traded on any market or exchange. We will apply to have our common stock quoted via the OTC. Therefore, our common stock is expected to have fewer market makers, lower trading volumes, and larger spreads between bid and asked prices than securities listed on an exchange such as the New York Stock Exchange or the NASDAQ Stock Market. These factors may result in higher price volatility and less market liquidity for the common stock. It is possible that the company's shares may never be quoted on the OTC or listed on an exchange.

A low market price would severely limit the potential market for our common stock.

Our common stock is expected to trade at a price substantially below \$5.00 per share, subjecting trading in the stock to certain SEC rules requiring additional disclosures by broker-dealers. These rules generally apply to any non-NASDAQ equity security that has a market price share of less than \$5.00 per share, subject to certain exceptions (a "penny stock"). Such rules require the delivery, prior to any penny stock transaction, of a disclosure schedule explaining the penny stock market and the risks associated therewith and impose various sales practice requirements on broker-dealers who sell penny stocks to persons other than established customers and institutional or wealthy investors. For these types of transactions, the broker-dealer must make a special suitability determination for the purchaser and have received the purchaser's written consent to the transaction prior to the sale. The broker-dealer also must disclose the commissions payable to the broker-dealer, current bid and offer quotations for the penny stock and, if the broker-dealer is the sole market maker, the broker-dealer must disclose this fact and the broker-dealer's presumed control over the market. Such information must be provided to the customer orally or in writing before or with the written confirmation of trade sent to the customer. Monthly statements must be sent disclosing recent price information for the penny stock held in the account and information on the limited market in penny stocks. The additional burdens imposed upon broker-dealers by such requirements could discourage broker-dealers from effecting transactions in our common stock.

FINRA sales practice requirements may also limit a stockholders ability to buy and sell our stock.

In addition to the penny stock rules promulgated by the SEC, which are discussed in the immediately preceding risk factor, FINRA rules require that in recommending an investment to a customer, a broker-dealer must have reasonable grounds for believing that the investment is suitable for that customer. Prior to recommending speculative, low-priced securities to their non-institutional customers, broker-dealers must make reasonable efforts to obtain information about the customer's financial status, tax status, investment objectives and other information. Under interpretations of these rules, FINRA believes that there is a high probability that speculative low-priced securities will not be suitable for at least some customers. FINRA requirements make it more difficult for broker-dealers to recommend that their customers buy our common stock, which may limit the ability to buy and sell our stock and have an adverse effect on the market value for our shares.

An investor's ability to trade our common stock may be limited by trading volume.

A consistently active trading market for our common stock may not occur on the OTC. A limited trading volume may prevent our shareholders from selling shares at such times or in such amounts as they may otherwise desire. The company's shares may never be quoted on the OTC or listed on an exchange.

Our company has a concentration of stock ownership and control, which may have the effect of delaying, preventing, or deterring a change of control.

Our common stock ownership is highly concentrated. Through ownership of shares of our common stock, one shareholder, our officer beneficially owns 98% of our total outstanding shares of common stock before this offering. As a result of the concentrated ownership of the stock, these stockholders, acting in concert, will be able to control all matters requiring stockholder approval, including the election of directors and approval of mergers and other significant corporate transactions. This concentration of ownership may have the effect of delaying, preventing or deterring a change in control of our company. It could also deprive our stockholders of an opportunity to receive a premium for their shares as part of a sale of our company and it may affect the market price of our common stock.

We have not voluntarily implemented various corporate governance measures, in the absence of which, shareholders may have more limited protections against interested director transactions, conflicts of interest and similar matters.

Recent federal legislation, including the Sarbanes-Oxley Act of 2002, has resulted in the adoption of various corporate governance measures designed to promote the integrity of the corporate management and the securities markets. Some of these measures have been adopted in response to legal requirements; others have been adopted by companies in response to the requirements of national securities exchanges, such as the NYSE or the NASDAQ Stock Market, on which their securities are listed. Among the corporate governance measures that are required under the rules of national securities exchanges and NASDAQ, are those that address the board of Directors independence, audit committee oversight, and the adoption of a code of ethics. While our Board of Directors has adopted a Code of Ethics and Business Conduct, we have not yet adopted any of these corporate governance measures, and since our securities are not listed on a national securities exchange or NASDAQ, we are not required to do so. It is possible that if we were to adopt some or all of these corporate governance measures, shareholders would benefit from somewhat greater assurances that internal corporate decisions were being made by disinterested directors and that policies had been implemented to define responsible conduct. For example, in the absence of audit, nominating and compensation committees comprised of at least a majority of independent directors, decisions concerning matters such as compensation packages to our senior officers and recommendations for director nominees, may be made by a majority of directors who have an interest in the outcome of the matters being decided. Prospective investors should bear in mind our current lack of corporate governance measures in formulating their investment decisions.

Because we will not pay dividends in the foreseeable future, stockholders will only benefit from owning common stock if it appreciates.

We have never paid dividends on our common stock and we do not intend to do so in the foreseeable future. We intend to retain any future earnings to finance our growth. Accordingly, any potential investor who anticipates the need for current dividends from his investment should not purchase our common stock.

CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

This prospectus contains forward-looking statements. We have based these forward-looking statements largely on our current expectations and projections about future events and financial trends affecting the financial condition of our business. These forward-looking statements are subject to a number of risks, uncertainties and assumptions, including, among other things:

Factors that might cause these differences include the following:

- the ability of the company to offer and sell the shares of common stock offered hereby;
- the integration of multiple technologies and programs;
- the ability to successfully complete development and commercialization of sites and our company's expectations regarding market growth;

- the ability to retain certain members of management;
- our expectations regarding general and administrative expenses;
- our expectations regarding cash balances, capital requirements, anticipated revenue and expenses, including infrastructure expenses; and
- other factors detailed from time to time in filings with the SEC.

In addition, in this prospectus, we use words such as “anticipate,” “believe,” “plan,” “expect,” “future,” “intend,” and similar expressions to identify forward-looking statements.

We undertake no obligation to update publicly or revise any forward-looking statements, whether as a result of new information, future events or otherwise after the date of this prospectus. In light of these risks and uncertainties, the forward-looking events and circumstances discussed in this prospectus may not occur and actual results could differ materially from those anticipated or implied in the forward-looking statements.

USE OF PROCEEDS

Gross Proceeds	7,500,000	100.00 %	15,000,000	100.00 %	22,500,000	100.00 %	1,000,000	100.00 %
Use of Proceeds								
Development								
Projects	4,500,000	60.00 %	9,000,000	60.00 %	13,500,000	60.00 %	18,000,000	60.00 %
Operations	1,125,000	15.00 %	2,250,000	15.00 %	3,375,000	15.00 %	4,500,000	15.00 %
Working Capital	750,000	10.00 %	1,500,000	10.00 %	2,250,000	10.00 %	3,000,000	10.00 %
Inventory	750,000	10.00 %	1,500,000	10.00 %	2,250,000	10.00 %	3,000,000	10.00 %
Reserve	375,000	5.00 %	750,000	5.00 %	1,125,000	5.00 %	1,500,000	5.00 %

The proceeds and use of proceeds are based on inputs from a variety of sources provided to management.

These remain estimates and actual results are expected to be different.

DILUTION

"Dilution" represents the difference between the offering price of the shares of common stock and the net book value per share of common stock immediately after the completion of the offering. "Net book value" is the amount that results from subtracting total liabilities from total assets. In this offering, the level of dilution is increased as a result of the relatively low book value of our issued and outstanding stock. Assuming all shares offered herein are sold, giving effect to the receipt of the maximum estimated proceeds of this offering net of the offering expenses, our net book value will be \$(348,391) or \$(0.00086) per share. Therefore, the purchasers of the common stock in this offering will incur an immediate and substantial dilution of approximately \$1.49 per share while our present stockholders will receive an increase of \$0.00086 per share in the net tangible book value of the shares they hold. This will result in a 99.936% dilution for purchasers of stock in this offering.

The following table illustrates the dilution to the purchasers of the common stock in this offering:

	Maximum Offering
Offering Price Per Share	\$ 2.00
Book Value Per Share Before the Offering	\$ -0.0001
Book Value Per Share After the Offering	\$ -0.00086
Net Increase to Original Shareholder	\$ -0.00096
Decrease in Investment to New Shareholders	\$ 1.99904
Dilution to New Shareholders (%)	99.936 %

MARKET FOR COMMON EQUITY AND RELATED STOCKHOLDER MATTERS

Our common stock is not currently traded on any exchange. We cannot assure that any market for the shares will develop or be sustained. The Company intends to apply to trade on the OTC: Pink Sheets. We have not paid any dividends on our common stock and do not anticipate paying cash dividends in the foreseeable future. We intend to retain any earnings to finance the growth of our business. We cannot assure you that we will ever pay cash dividends. Whether we pay cash dividends in the future will be at the discretion of our Board of Directors and will depend upon our financial condition, results of operations, capital requirements and any other factors that the Board of Directors decides are relevant. See Management's Discussion and Analysis of Financial Condition and Results of Operations.

As of March 1, 2023, the Company has one shareholder who holds 100% of its issued and unissued outstanding common stock.

DESCRIPTION OF BUSINESS AND PROPERTY

Our Company

The Company was formed in February 2020 in the State of California as a Social Purpose Corporation.

Business Strategy

For the first time ever, patients can have full control over a remote operation of personal cannabis cultivation. U-Grow Rentals provides leasable high-tech rooms with 24-hour webcam monitoring and on-site assistance so that no detail will be left out of the grower's preferred process. On top of the ultra-convenience that growers have never had

before, these private grow spaces are extremely flexible; a fully-customized cultivation set-up as easily as a full-service, “hands-off”

approach – where third-party onsite experts take care of all the details for you. U-Grow’s flagship location will be in the cannabis-patient-rich state of California, and the address will be in what many are calling the “Silicone Valley of Marijuana”: Los Angeles.

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Ackrell Capital believes that it is a question of when – not if – the federal prohibition on cannabis will end. In analyzing how the end of prohibition may affect the cannabis industry, the numbers have assumed that prohibition ends by 2020. However, even with federal prohibition, the cannabis industry today is large and dynamic.

It is estimated that the U.S. cannabis consumer market for legalized recreational and medicinal use was \$4.4 billion in 2015 and will grow to \$9.5 billion in 2019. Once legalized federally, Ackrell estimates this market will grow to \$37 billion within 5 years and \$50 billion within 10 years.

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In conclusion, Ackrell believes that there is a potential \$100 billion market for cannabis. A broad range of investment opportunities exists both now and in the future for sophisticated investors who are willing to take significant risks.

EMPLOYEES

As of March 1, 2023, we had three (full-time employees, including management. We consider our relations with our employees to be good.

Description of Property

We currently lease office space at 1158 Nevada Road, Phelan CA, 92329, USA as our principal office. We believe these facilities are in good condition, but we may need to expand our leased space as our research and development efforts increase.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion of our financial condition and results of operations should be read in conjunction with (i) our audited financial statement as of December 31, 2021, which appears elsewhere in this registration statement. This registration statement contains certain forward-looking statements and our future operating results could differ materially from those discussed herein. Such forward-looking statements involve known and unknown risks, uncertainties, and other factors which may cause our actual results, performance, or achievements to be materially different from any future results, performance, or achievements expressed or implied by such forward-looking statements. Given these uncertainties, readers are cautioned not to place undue reliance on such forward-looking statements. We disclaim any obligation to update any such factors or to announce publicly the results of any revisions of the forward-looking statements contained herein to reflect future events or developments. For information regarding risk factors that could have a material adverse effect on our business, refer to the Risk Factors section of this prospectus beginning on page 4.

GOVERNMENT REGULATIONS

Portions of our business are regulated by federal, state, and local environmental regulations, including those promulgated under the Environmental Protection Agency. These federal, state, and local environmental laws and regulations govern the discharge of hazardous materials into the air and water, as well as the handling, storage, and disposal of hazardous materials and the remediation of contaminated sites. We are not aware of any federal, state, or local environmental laws or regulations that will materially affect our earnings or competitive position, or result in material capital expenditures; however, we cannot predict the effect on our operations of possible future environmental legislation or regulations. Further, every county or city that we will operate in will have a building code that must be followed which includes special requirements for earthquakes, hurricanes, or tornados.

EMPLOYEES

We currently have 3 employees who are full-time. None of our employees are represented by a labor union and we consider our relationships with our employees to be in good standing.

Off-Balance Sheet Arrangements

We do not have any 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 are material to investors.

Critical Accounting Policies

Our financial statements and accompanying notes have been prepared in accordance with the United States' generally accepted accounting principles applied on a consistent basis. The preparation of financial statements in conformity with U.S. generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during the reporting periods.

We regularly evaluate the accounting policies and estimates that we use to prepare our financial statements. In general, management's estimates are based on historical experience, information from third-party professionals, and on various other assumptions that are believed to be reasonable under the facts and circumstances. Actual results could differ from those estimates made by management.

Equipment, Furniture, and Leasehold Improvements. Equipment, furniture, and leasehold improvements are recorded at cost and depreciated on a straight-line basis over the lesser of their estimated useful lives, ranging from three to seven years, or the life of the lease, as appropriate.

Impairment of Long-Lived Assets. Long-lived assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. The recoverability of assets to be held and used is measured by a comparison of the carrying amount of the assets to the future net cash flows expected to be generated by such assets. If such assets are considered to be impaired, the impairment to be recognized is measured by the amount by which the carrying amount of the assets exceeds the discounted expected future net cash flows from the assets.

Revenue Recognition. The Company recognizes revenue when all four of the following criteria are met: (i) persuasive evidence that an arrangement exists; (ii) delivery of the products and/or services has occurred; (iii) the fees earned can be readily determined, and (iv) collectability of the fees is reasonably assured.

Loss Per Common Share. Basic net loss per share is calculated by dividing the net loss by the weighted-average number of common shares outstanding for the period, without consideration for common stock equivalents. As of December 31, 2020, and September 30, 2021, there were no share equivalents outstanding.

OUR MANAGEMENT

Executive Officers

Name	Age	Position
Roland Cordova	69	Pres, Sec, Dir, CEO, CFO
Colleen Cordova	44	Sec, Dir, VP Marketing
Chad Cordova	41	Treasurer and Director

Directors, Executive Officers, Promoters, and Control Persons

Roland Cordova, Founder & President:

Roland is the epitome of the entrepreneur; he realized at a very young age that being told what to do meant he was on the wrong side of the conversation. At this young stage, he got his introduction into business by selling imported tools out of the trunk of his car – driving throughout all major metropolitan areas in California and even into Washington State. He would sell to various independent mechanics and small businesses that used tools that he specialized in.

Since then he has started several businesses, and each one has been a marked success. One of his companies was so successful that it attracted Los Angeles media outlet KTLA, who aired his story on its featured series, “Making it – Minority Success Stories,” hosted by Larry McCormick. Here is a summary of his portfolio of companies – all of which were incubated from scratch (no outside funding):

1973-1990 President and founder of Industrial Rubber Inc. Negotiated a contract with Gates Rubber Co. to produce and “private-label” a pneumatic hose that is used in auto repair. His average order to Gates was a million feet at a time and his company distributed the product via telemarketing at a national level. The company employed over 30 people most being telemarketers that Roland hired, trained, and mentored.

1975-2001 President and founder of California Diversion Safes. This is a manufacturing facility in Los Angeles that turned everyday household products into clever, innovative, and secure mini-safes where the inside chamber of the products was concealed from typical visual inspection. Contracts were negotiated with national brand companies to use their labels, which are typically their most valuable asset. Sales were achieved through a large telemarketing team that Roland hired, training, and oversight of 2 shifts daily selling all over the United States.

2002-2004 President and founder of Oxy-Health Corporation. Roland's company introduced a new form of Medical equipment called "Portable Mild Hyperbaric Oxygen". He negotiated an exclusive marketing agreement with Bird Products, a division of Thermal Respiratory Group. This is the largest manufacturer of Respiratory equipment in the United States. Within two years, gross sales exceeded \$2 million.

2006-2009 President and founder of Institute for Life extension. Certified by I-act (International Association of Colon Therapists), this was the first teaching facility on the west coast to train in Colon Hydrotherapy. Over 150 students attended Roland's training courses, where they were taught how to start and run their own clinics. Roland's main duties included accreditation, hiring teachers, signing up the students, marketing, training, testing, and mentoring.

2010-2014 President and founder of Healing Waters Inc. Opened a number of health facilities that specialized in the cleansing of the large intestine. In Las Vegas and Los Angeles, colon cleansing is particularly popular as a healthful and preventive measure.

Colleen Cordova-- Sec, Dir, VP Marketing and Treasurer

Colleen has been in the health environment for over 30 years. Health and wellness has been her passion since a young girl. At the age of 25, she was trained as a massage therapist and graduated top of her class. Due to health challenges, she was experiencing, she moved to Las Vegas, NV, and decided to get certified in Colon Hydro-Therapy. After seeing the incredible results she witnessed using this therapy her passion and excitement were unstoppable.

In 2002 Colleen opened a Colonic Irrigation clinic in Las Vegas called Healing Waters which she turned into the largest clinic of its kind on the West Coast. She did not stop there. Colleen wanted to share her knowledge because so many clients had their lives changed by her therapies and guidance. To enhance her list of services, she added Hyperbaric Oxygen Therapy, Live Blood Cell Analysis, Infrared Saunas as well as Chiropractic services, Medical Aesthetician Massage, and Nutrition. In 2004 Colleen opened the first I-Act-certified training facility on the West Coast named Institute for Life Extension. Her reputation and skills drove hundreds of massage therapists, nurses, and doctors to add colon-cleansing therapy to their existing practice. In 2007 she opened clinics in Burbank, Hollywood, and Studio City in Los Angeles all of which were a huge success. In 2009 Colleen partnered with one of her therapists who was certified in Bio Meridian testing. Using internal cleansing and Bio-Meridian testing, they specialized in helping children suffering from Autism. The results were so exciting that Colleen open the Autism Institute of Nevada.

Colleen sold her practice in 2016 due to the poor health of her aging parents. Her mother died in 2017 after years of suffering from a neurological disease and her father died the next year by an accidental fall in the shower. In 2019 she moved into a 5-acre ranch in southern California where she opened a clinic and has been performing therapies to this date.

Colleen was born at Travis Air Force Base and grew up in an Air Force family. Now at the age of 60, all she wants to do is give back for all the blessings and opportunities that came her way, especially to her military family. Colleen has accepted the responsibility of designing, training, and operating the Veterans Canna-Biz health clinics with the teamwork of the Knox Docs from the American Cannabinoid Clinics. Colleen is very excited to work on the healing and nutritional education aspects of our returning veterans and immediate family members. She has performed over 25,000 therapies (maybe more) so she is extremely capable and considered one of the finest, most passionate, knowledgeable internal cleansing experts in the industry.

Chad Cordova—Treasure-Director

From 2012 to the present, Mr. Cordova owned and operated Beyond Media. Built from the ground up during high school, Mr. Cordova was able to make Beyond Media into a successful business handling client acquisitions, pre-production, post-production and social media management.

Executive Compensation

Summary Compensation Table.

Summary Compensation Table

Name and Principal Position	Year	(a)	(b)	(c)	Total Compensation
		Salary	Bonuses	Option Awards	
Roland Cordova	2021	\$ 0	\$ 0	\$ 0	\$ 0
	2022	\$ 0	\$ 0	\$ 0	\$ 0
Colleen Cordova	2021	\$ 0	\$ 0	\$ 0	\$ 0
	2022	\$ 0	\$ 0	\$ 0	\$ 0
Chad Cordova	2021	\$ 0	\$ 0	\$ 0	\$ 0
	2022	\$ 0	\$ 0	\$ 0	\$ 0

Outstanding Equity Awards at Fiscal Year End. There were no outstanding equity awards as of March 1, 2023.

Audit, Compensation, and Nominating Committees. As noted above, we intend to apply for listing our common stock on the OTC, which does not require companies to maintain audit, compensation, or nominating committees. The company's shares may never be quoted on the OTC or listed on an exchange. Considering the fact that we are an early-stage company, we do not maintain standing audits, compensation, or nominating committees. The functions typically associated with these committees are performed by the entire Board of Directors which currently consists of one member who is not considered independent.

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

Security Ownership of Principal Stockholders, Directors, Nominees and Executive Officers and Related Stockholder Matters

The following table sets forth, as of September 30, 2021, certain information with respect to the beneficial ownership of shares of our common stock by: (i) each person known to us to be the beneficial owner of more than

five percent (5%) of our outstanding shares of common stock, (ii) each director or nominee for director of our Company, (iii) each of the executives, and (iv) our directors and executive officers as a group. Unless otherwise indicated, the address of each shareholder is c/o our company at our principal office address:

Beneficial Owner	Address	Number of Shares Owned	Percent of Class
Roland Cordova	1158 Nevada Road Phelan CA, 92329	10,000,000	100%

(* Beneficial ownership is determined in accordance with the rules of the SEC which generally attribute) beneficial ownership of securities to persons who possess sole or shared voting power and/or investment power with respect to those securities. Unless otherwise indicated, voting and investment power are exercised solely by the person named above or shared with members of such person’s household. This includes any shares such person has the right to acquire within 60 days.

(* Percent of class is calculated on the basis of the number of fully diluted shares outstanding on March 1, *) 2023(1,000,000).

CERTAIN RELATIONSHIPS AND RELATED PARTY TRANSACTIONS

It is our practice and policy to comply with all applicable laws, rules, and regulations regarding related personal transactions, including the Sarbanes-Oxley Act of 2002. A related person is an executive officer, director, or more than 5% stockholder of U-Grow Rentals, A Social Purpose Corporation., including any immediate family members, and any entity owned or controlled by such persons. Our Board of Directors (excluding any interested director) is charged with reviewing and approving all related-person transactions, and a special committee of our Board of Directors is established to negotiate the terms of such transactions. In considering related-person transactions, our Board of Directors considers all relevant available facts and circumstances.

Director Independence

Our Board of Directors has adopted the definition of “independence” as described under the Sarbanes Oxley Act of 2002 (Sarbanes-Oxley) Section 301, Rule 10A-3 under the Securities Exchange Act of 1934 (the Exchange Act) and NASDAQ Rules 4200 and 4350. Our Board of Directors has determined that its member does not meet the independence requirements.

DESCRIPTION OF CAPITAL STOCK

Title of Class	Authorized and Issued Stock	
	Number of Shares at March 1, 2023	
	Authori zed	Outstand ing
Common stock, \$0.001 par value per share	10,000,000	Issued 10,000,000

Common stock

Dividends. Each share of common stock is entitled to receive an equal dividend, if one is declared, which is unlikely. We have never paid dividends on our common stock and do not intend to do so in the foreseeable future. We intend to retain any future earnings to finance our growth. See Risk Factors.

Liquidation. If our company is liquidated, any assets that remain after the creditors are paid, and the owners of preferred stock receive liquidation preferences, any remainder will be distributed to the owners of our common stock pro-rata.

Voting Rights. Each share of our common stock entitles the owner to one vote. There is no cumulative voting. A simple majority can elect all of the directors at a given meeting and the minority would not be able to elect any directors at that meeting.

Preemptive Rights. Owners of our common stock have no preemptive rights. We may sell shares of our common stock to third parties without first offering it to current stockholders.

Redemption Rights. We do not have the right to buy back shares of our common stock except in extraordinary transactions such as mergers and court-approved bankruptcy reorganizations. Owners of our common stock do not ordinarily have the right to require us to buy their common stock. We do not have a sinking Company to provide assets for any buyback.

Conversion Rights. Shares of our common stock cannot be converted into any other kind of stock except in extraordinary transactions, such as mergers and court-approved bankruptcy reorganizations.

Limitations on Stockholder Actions

Our officers and directors are indemnified as provided by the California Revised Statutes and by our Bylaws.

Under the California Revised Statutes, director immunity from liability to a company or its stockholders for monetary liabilities applies automatically unless it is specifically limited by a company's Articles of Incorporation. Our Articles of Incorporation do not specifically limit our directors' immunity. Excepted from that immunity are: (a) a willful failure to deal fairly with the company or its stockholders in connection with a matter in which the director has a material conflict of interest; (b) a violation of criminal law, unless the director had reasonable cause to believe that his or her conduct was lawful or no reasonable cause to believe that his or her conduct was unlawful; (c) a transaction from which the director derived an improper personal profit; and (d) willful misconduct.

Our Bylaws provide that we will indemnify our directors and officers to the fullest extent not prohibited by California law; provided, however, that we may modify the extent of such indemnification by individual contracts with our directors and officers; and, provided, further, that we shall not be required to indemnify any director or officer in connection with any proceeding, or part thereof, initiated by the such person unless such indemnification: (a) is expressly required to be made by law, (b) the proceeding was authorized by our Board of Directors, (c) is provided by us, in our sole discretion, pursuant to the powers vested in us under California law or (d) is required to be made pursuant to the Bylaws.

Insofar as indemnification for liabilities arising under the Securities Act may be permitted to our directors, officers, and control persons pursuant to the foregoing provisions or otherwise, we have been advised that, in the opinion of the Securities and Exchange Commission, such indemnification is against public policy, and is, therefore, unenforceable.

PLAN OF DISTRIBUTION

To comply with applicable state securities laws, the shares offered by this prospectus will be sold, if necessary, in such jurisdictions only through registered or licensed brokers or dealers. In addition, shares may not be sold in some

states unless they have been registered or qualified for sale in the applicable state or an exemption from the registration or qualification requirement is available and is complied with.

OTC Considerations

We intend to apply to have our stock traded on the OTC. The company's shares may never be quoted on the OTC or listed on an exchange. The OTC is separate and distinct from the NASDAQ stock market and other stock exchanges. NASDAQ has no business relationship with issuers of securities quoted on the OTC Electronic Bulletin Board. The SEC's order handling rules, which apply to NASDAQ-listed securities, do not apply to securities quoted on the OTC.

Although the NASDAQ stock market has rigorous listing standards to ensure the high quality of its issuers and can delist issuers for not meeting those standards, the OTC has no listing standards. Rather, it is the market maker who chooses to quote security on the system, files the application, and is obligated to comply with keeping information about the issuer in its files. FINRA cannot deny an application by a market maker to quote the stock of a company. The only requirement for inclusion in the OTC is that the issuer be current in its reporting requirements with the SEC.

Investors must contact a broker-dealer to trade OTC securities. Investors do not have direct access to the bulletin board service. For bulletin board securities, there only has to be one market maker. Bulletin board transactions are conducted almost entirely manually. Because there are no automated systems for negotiating trades on the bulletin board, they are conducted via telephone. In times of heavy market volume, the limitations of this process may result in a significant increase in the time it takes to execute investor orders. Therefore, when investors place market orders — an order to buy or sell a specific number of shares at the current market price — it is possible for the price of a stock to go up or down significantly during the lapse of time between placing a market order and getting execution.

Because bulletin board stocks are usually not followed by analysts, there may be lower trading volume than for NASDAQ-listed securities.

DISCLOSURE OF THE COMMISSION POSITION ON INDEMNIFICATION FOR SECURITIES ACT LIABILITIES

Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to the directors, officers, and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Commission, such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable.

In the event that a claim for indemnification against such liabilities (other than the payment by the small business issuer of expenses incurred or paid by directors, officers, or controlling person of the small business issuer in the successful defense of any action, suit, or proceeding) is asserted by such director, officer, or controlling person in connection with the securities being registered, the registrant will, unless, in the opinion of counsel, the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

INTERESTS OF NAMED EXPERTS AND COUNSEL

No experts or counsel to the company have any shares or other interests in U-Grow, Inc.

LEGAL PROCEEDINGS

The issuer is not a party to any pending material legal proceedings.

ADDITIONAL INFORMATION

We will be subject to the reporting requirements of the Securities Exchange Act of 1934, as amended, and will file reports, proxy statements, and other information with the SEC. These reports, proxy statements, and other information may be inspected and copied at the public reference facilities maintained by the SEC at 100 F Street, N.E., Washington, D.C. 20549, and at the SEC's regional offices located at the Northwestern Atrium Center, 500 West Madison Street, Suite 1400, Chicago, Illinois 60661, and 233 Broadway, New York, New York 10279. You can obtain copies of these materials from the Public Reference Section of the SEC upon payment of fees prescribed by the SEC. You may obtain information on the operation of the Public Reference Room by calling the SEC at 1-800-SEC-0330. The SEC's Web site contains reports, proxy and information statements, and other information regarding registrants that file electronically with the SEC. The address of that site is <http://www.sec.gov>.

We have filed a Registration Statement on Form S-1 with the SEC under the Securities Act of 1933, as amended, with respect to the securities offered in this prospectus. This prospectus, which is filed as part of a Registration Statement, does not contain all of the information set forth in the Registration Statement, some portions of which have been omitted in accordance with the SEC's rules and regulations. Statements made in this prospectus as to the contents of any contract, agreement, or other document referred to in this prospectus are not necessarily complete and are qualified in their entirety by reference to each such contract, agreement, or other documents which is filed as an exhibit to the Registration Statement. The Registration Statement may be inspected without charge at the public reference facilities maintained by the SEC, and copies of such materials can be obtained from the Public Reference Section of the SEC at prescribed rates.

Dealer Prospectus Delivery Obligation

Until all dealers that effect transactions in these securities, whether or not participating in this offering, may be required to deliver a prospectus. This is in addition to the dealer's obligation to deliver a prospectus when acting as underwriters and with respect to their unsold allotments or subscriptions.