

CONTINENTAL WATER RECYCLING I, LLC

“Seven Year Project for treatment and resale of produced water from a 4500 sq mile project area that is one of the most active oil and gas producing regions in North America in the heart of the Permian Basin of Texas And New Mexico”

Minimum Offering: \$5.75 Million / Maximum Offering: \$9 Million

Investment Term: 7 Years. Projected IRR > 27%



- Continental Water Recycling, LLC (“CWR” or the “Company”) is a newly formed Texas limited liability company that intends to utilize patented water treatment technology (RSL Membranes™) for its proposed business of treating and recycling produced water from oil and gas operations located in the Permian Basin in Texas and in New Mexico.
- CWR has been formed by three existing well-established entities: Young Oilfield Solutions Inc. dba Remote Energy Services, DBE Hytec Ltd and Hydrous Management Group LLC, which collectively will manage the Company through their wholly-owned management company, Continental Water Recycling Management, LLC (“CWRM”), a Texas limited liability company. Remote Energy Services., DBE Hytec Ltd and Hydrous Inc. have over 75 years of combined professional engineering and experience in the treatment of water and specifically produced water from the oil and gas industry.

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| <p>Management: CWRM</p> | <ul style="list-style-type: none"> • <u>Remote Energy Services</u> is an established oil field services company based in the Permian Basin in West Texas and will operate and maintain the Company’s water treatment equipment. Remote has treated over 200 million bbls of produced water and generated \$25 million of revenue in the last 3 years • <u>DBE Hytec</u> controls a patented water treatment technology (RSL Membranes™) now recognized globally by major oil and gas companies as the leader in best applied treatment technology for oil and gas produced water. • <u>Hydrous</u> controls two wastewater disposal sites serving the active Permian Basin of Texas and New Mexico. Hydrous has signed an exclusive 5-year agreement with CWR where CWR will treat produced waters delivered to these two sites. |
| <p>The Technology</p> | <ul style="list-style-type: none"> • <u>RSL Membranes™</u> are displacing all other forms of water treatment technologies that separate solids and oil from water. CWR believes that it has the benefit over all competitors to provide a higher quality water for reuse at a lower cost than disposal. The RSL Membrane™ is a robust and simple method of water treatment that will improve the economics of existing oilfield operations and simultaneously satisfy ESG targets. |
| <p>Business Opportunity</p> | <ol style="list-style-type: none"> 1. CWR is established by three existing companies who will work exclusively together in a 4500 sq mile region in the heart of the Permian Basin (New Mexico and Texas) to provide the lowest cost, highest quality recycled water for (a) fracing, (b) enhanced oil recovery, (c) pretreatment prior to saltwater disposal and (d) pretreatment for RO and evaporation technology used to recycle produced water for irrigation and drinking water. |

| | <ol style="list-style-type: none"> 2. Market for fracing water in our 4500 sq mile project area is 600 million bbl/year 3. Produced water generated in New Mexico alone was 1 billion bbls last year 4. New Mexico has stopped permitting SWD (deep well injection) and has required operators to either reuse produced water or use existing SWD's in New Mexico and Texas. CWR has a Texas permitted disposal SWD just 8 miles from the New Mexico Border. 5. CWR's full 100% capability under the \$9 million investment is 21 million bbl/year (3.6% of the frac water market). 6. CWR's majority owner (Remote Energy) has treated 200 million bbls over the last 3 years and is recycling water for BPX at the present time. BPX has a recycle water project in the CWR Project area in 2022 for 10 million bbls. (50% of CWR's capacity) 7. CWR has the exclusive rights to the RSL membrane technology for the 4500 sq mile project area. RSL membranes are globally recognized as the best available produced water treatment technology. 8. Cash flow at 100% capacity is \$5.7 million per year 9. IRR > than 27% 10. Bonus Depreciation is 92% of the investment and can applied in total in the first year. | | | | | | | | | | | | | | | | | | | | | | | | |
|-----------------------------------|--|-----------------------------------|-------------|--|--|-----------------|---------------------|---------|-----------|-------------|--------|--------|-----------|-------------|--------|--------|-------------|-------------|--------|--------|-------------|--------------|---------|--------|-------------|
| Use of Proceeds | <ul style="list-style-type: none"> • The cost of the equipment to be purchased by CWR is as follows <ol style="list-style-type: none"> 1. RSL Membranes™ - two units - \$6.1 million 2. Miscellaneous support Infrastructure -\$2.3 million 3. Fees and Contingency -\$0.6 million. <p><u>Total: \$9,000,000</u></p> | | | | | | | | | | | | | | | | | | | | | | | | |
| Financial Model | <p>Potential cash flows from the utilization of the Company's water treatment units is provided below. The cash flow assumes \$0.35/bbl for the sale of fracking water and \$0.15/bbl for accepting produced water from operators for management/disposal. Existing selling prices for poor quality frack water range from \$0.30 – \$0.60/bbl. Disposal/management selling fees range from \$0.25 - \$0.50/bbl. CWR expects to be well above 20% capacity in the first year, over 50% capacity in the second year and 100% in the third to seventh year. These projections result in a project IRR >27%</p> <table border="1" data-bbox="451 1276 1393 1465"> <thead> <tr> <th colspan="4">Annual Cash Flow vs % of Capacity</th> </tr> <tr> <th>Revenue (note1)</th> <th>% Capacity (note 2)</th> <th>BBL/Day</th> <th>Cash flow</th> </tr> </thead> <tbody> <tr> <td>\$3,150,000</td> <td>25.00%</td> <td>15,000</td> <td>\$738,252</td> </tr> <tr> <td>\$6,300,000</td> <td>50.00%</td> <td>30,000</td> <td>\$1,961,384</td> </tr> <tr> <td>\$9,450,000</td> <td>75.00%</td> <td>45,000</td> <td>\$3,835,201</td> </tr> <tr> <td>\$12,600,000</td> <td>100.00%</td> <td>60,000</td> <td>\$5,709,019</td> </tr> </tbody> </table> <p>Note: All assumptions and capacities used for the cash flow cannot be guaranteed.</p> | Annual Cash Flow vs % of Capacity | | | | Revenue (note1) | % Capacity (note 2) | BBL/Day | Cash flow | \$3,150,000 | 25.00% | 15,000 | \$738,252 | \$6,300,000 | 50.00% | 30,000 | \$1,961,384 | \$9,450,000 | 75.00% | 45,000 | \$3,835,201 | \$12,600,000 | 100.00% | 60,000 | \$5,709,019 |
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| Bonus Depreciation | <ul style="list-style-type: none"> • The water recycling equipment is expected to qualify for 100% bonus depreciation in the year placed into service. This would generate a deduction under federal tax law equal to as much as 92% of invested capital. Investors should be able to use this deduction to shelter income earned from this venture and passive income from other activities. Please consult your tax advisor. | | | | | | | | | | | | | | | | | | | | | | | | |
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RISK FACTORS

THE FOLLOWING DISCUSSION OF RISK FACTORS DOES NOT PURPORT TO BE A COMPLETE DESCRIPTION OF THE RISKS INVOLVED IN AN INVESTMENT IN THE COMPANY. PROSPECTIVE INVESTORS SHOULD READ THE ENTIRE CONTINENTAL WATER RECYCLING I, LLC PRIVATE PLACEMENT MEMORANDUM, THE COMPANY AGREEMENT, AND SHOULD CONSULT WITH THEIR OWN LEGAL, TAX AND FINANCIAL ADVISERS BEFORE DECIDING WHETHER TO INVEST IN THE COMPANY.

There is an extremely high degree of business risk. The Company is a small and new enterprise that plans to purchase mobile water treatment units, which will be manufactured by the Company's Management group and then operate those Continental Water Recycling I Units (the "Units") servicing retail customers. We will be in an industry which contains numerous specialized water treatment local and regional competitors, and includes larger national E&P companies that may enter into competition with us. There can be no assurance that we will successfully own and operate the Units, that our services will be accepted in the market place or that our mobile water treatment recycling operations will be successful.

There is no assurance that the Company will achieve positive cash flow. The Company is a start-up enterprise that will have a cash flow dependent upon the receipt by the Company of income from services to be provided in the future. No other person or entity will be responsible for payment of liabilities of the Company. There is no assurance that the Company will be able to achieve and sustain a cash flow sufficient to support operations or to pay distributions. It is possible that you could lose some or all of your capital investment.

Our business is difficult to evaluate because we do not have an operating history. You have limited information upon which to evaluate the risk of an investment in the Company since we have not yet begun significant operations. In addition, our business plan involves an investment in a unique concept.

Investors must determine the suitability of an investment in the Units. The Units are not suitable for, and will not knowingly be sold to, anyone who does not meet certain suitability standards. An investment requires careful and informed study with respect to each purchaser's individual tax and financial position and, accordingly, each prospective purchaser is urged to consult with his accountant or financial planner prior to making a decision to acquire Units.

Our estimates of the need for water treatment recycling facilities may not be accurate. Changes in methods of drilling or changes in technology could lead to a lower requirement for drilling fluids or to a lower production of produced water. This in turn could result in a lower demand for our services than we presently anticipate. If there is not sufficient demand for our services, we may not be able to operate profitably and our business may fail.

We are not certain of market acceptance of our services. We have not performed scientific, empirical or other forms of detailed market analysis to demonstrate the level of local or regional acceptance for the Company's services other than our subjective observations and conversations with members of the oil and gas industry. Oil and gas operators may have long-term contracts with, or affiliations with, other water disposal or treatment companies, and may not use our services. There can be no assurance that the Company will be successful in marketing its services.

No Offer or Solicitation: *This is neither an offer to sell nor solicitation of an offer to buy any security. Any such offer can only be made to verified accredited investors by a confidential private placement memorandum and all exhibits, attachments and supplements thereto. Certain statements contained in this material may constitute "forward looking statements." Any such statements, performance projections and results have been based upon assumptions, which might vary materially from actual events and do not constitute a prediction or representation as to actual performance. The offering of Units has not been registered under the Securities Act or any state securities laws. The Units are being offered in reliance on the exemption from registration provided by Rule 506(c) of Regulation D under the Securities Act for transactions not involving a public offering and in reliance on similar exemptions under state securities laws. The Units are subject to restrictions on transferability and may not be transferred or resold except as permitted under the Securities Act, applicable state securities laws and the Company Agreement in the form annexed as Exhibit A to the Private Placement Memorandum. Investors will be required to bear the financial risks of the investment for an indefinite period of time.*