

CONFIDENTIAL PRIVATE PLACEMENT MEMORANDUM

COPY NO: _____

PROPERTY DEVELOPMENT GROUP, INC.

a Texas Corporation

is

Offering up to

**80% WORKING INTEREST OWNERSHIP IN THE SPIRA #4 DRILLING PROJECT
LOCATED IN FORT BEND COUNTY, TEXAS**

THESE SECURITIES HAVE NOT BEEN REGISTERED WITH THE SECURITIES AND EXCHANGE COMMISSION OR THE SECURITIES AGENCY OF ANY STATE, BUT ARE OFFERED PURSUANT TO AN EXEMPTION FROM REGISTRATION UNDER THE SECURITIES ACT OF 1933, AS AMENDED, AND PURSUANT TO EXEMPTIONS FROM REGISTRATION UNDER THE APPLICABLE STATE BLUE SKY LAWS. BECAUSE THESE SECURITIES HAVE NOT BEEN REGISTERED, THERE ARE SIGNIFICANT RESTRICTIONS ON THEIR TRANSFERABILITY OR RESALE.

THE UNITED STATES SECURITIES AND EXCHANGE COMMISSION DOES NOT PASS UPON THE MERITS OF OR GIVE ITS APPROVAL TO ANY SECURITIES OFFERED OR THE TERMS OF THE OFFERING, NOR DOES IT PASS UPON THE ACCURACY OR COMPLETENESS OF ANY OFFERING CIRCULAR OR OTHER SELLING LITERATURE. THESE SECURITIES ARE OFFERED PURSUANT TO AN EXEMPTION FROM REGISTRATION WITH THE COMMISSION; HOWEVER THE COMMISSION HAS NOT MADE AN INDEPENDENT DETERMINATION THAT THE SECURITIES OFFERED HEREUNDER ARE EXEMPT FROM REGISTRATION.

NEITHER THE SECURITIES AND EXCHANGE COMMISSION NOR THE SECURITIES AGENCY OF ANY STATE HAS APPROVED OR DISAPPROVED THE SECURITIES OFFERED HEREBY, NOR HAS THE COMMISSION OR SUCH STATE AGENCY PASSED UPON THE ACCURACY OR ADEQUACY OF THIS PRIVATE PLACEMENT MEMORANDUM. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

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	<i>Offering Price</i>	<i>Proceeds to the Company (1)</i>
Per (1%) WI	\$6,500	\$6,500
Total Offering (1)	\$650,000	\$650,000

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(1) Before deducting outside marketing cost, administration & accounting, fixed overhead and various miscellaneous expenses estimated to be \$230,000. The total Interest is being offered on a "best efforts basis" to "accredited investors" only.

THE DATE OF THIS MEMORANDUM IS: November 5, 2018

The Interest is being offered and sold without registration under the Securities Act of 1933, as amended (the "1933 Act"), or the securities laws of any state, in reliance upon the exemption from registration afforded by Section 4(2) and/or 3(b) of the 1933 Act and Regulation D promulgated thereunder and similar provisions applicable state securities laws.

Certain portions of the information contained in this Memorandum are confidential and proprietary to the Company, and are being submitted to prospective investors solely for such investors' confidential use with the express understanding that, without the prior express written permission of the Company, such persons will not release this document or discuss the information contained herein or make reproductions of or use this Memorandum for any purpose other than evaluating a potential investment in the development program's Interest.

This Memorandum contains certain information concerning the Company's future plans and performance. There can be no assurance that the Company will be able to successfully implement any of its plans or that assumptions or expectations regarding its future plans and performance will not be materially different from the Company's present expectations.

The Interest offered hereby is highly speculative and involves a high degree of risk and should not be purchased by anyone who cannot afford the loss of his or her entire investment. See "*Risk Factors*."

This offering is subject to withdrawal, cancellation or modification by the Company without notice. The Company reserves the right, in its sole discretion, to reject any subscription in whole or in part for any reason.

In making an investment decision investors must rely on their own examination of the Company and the terms of the offering, including the merits and risks involved. The purpose of this memorandum is solely to aid in such examination and not to serve as a basis for an investment decision.

Each offeree may, if he or she so desires, make inquiries of the Company with respect to the Company's business or any other matters relating to the Company and an investment in the Interest offered hereunder, and may obtain any additional information which such person deems to be necessary in connection with making an investment decision in order to verify the accuracy of the information contained in this Memorandum (to the extent that the Company possesses such information or can acquire it without unreasonable effort or expense). In connection with such inquiry, any documents which any offeree wishes to review will be made available for inspection and copying or furnished, upon request, subject to the offeree's agreement to maintain such information in confidence and to return the same to the Company if the recipient does not purchase the Interest offered hereunder. Any such inquiries or requests for additional information or documents should be made in writing to the Company addressed as follows: Attention: President, Property Development Group, 6805 N. Capital of Texas Highway, Suite 265, Austin, TX 78731.

No person has been authorized to give any information or to make any representations other than those contained in this Memorandum and its named attachments and exhibits in connection with the offer being made hereby, and, if given or made, such information or representations must not be relied upon as having been authorized by the Company.

This Memorandum does not constitute an offer to sell or the solicitation of an offer to buy any security other than the securities offered hereby, nor does it constitute an offer to sell or a solicitation of an offer to buy such securities by anyone in any jurisdiction in which such offer or solicitation is not authorized, or in which the

person making such offer or solicitation is not qualified to do so. Neither the delivery of this Memorandum nor any sale made hereunder shall imply that there has been no change in the affairs of the Company since the date hereof, or that the information contained herein is correct as of any time subsequent to its date.

Prospective investors are not to construe the contents of this Memorandum as legal, investment or tax advice. Prospective investors should consult their advisors as to legal, investment, tax and related matters concerning an investment by such prospective investors in the Interest.

The statements contained herein are based on information believed by the Company to be reliable. No warranty can be made that circumstances have not changed since the date such information was supplied. This Memorandum contains summaries of certain provisions of documents relating to the Company and the purchase of the Interest, as well as summaries of various provisions of relevant statutes and regulations. Such summaries do not purport to be complete and are qualified in their entirety by reference to the texts of the original documents, statutes and regulations, which are included herewith or available upon request.

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SUBSCRIPTION DOCUMENTS:

ACCREDITED INVESTOR QUESTIONNAIRE	EXHIBIT "A"
PARTICIPATION AND PURCHASE AGREEMENT	EXHIBIT "B"

ADDITIONAL DOCUMENTS AVAILABLE FOR REVIEW ON THE PDG WEBSITE: **www.pdgpetro.com**

A.A.P.L. JOINT OPERATING AGREEMENT	ANNEX "A"
JOA - Description of Lands – See Exhibit "B"	Exhibit "A"
JOA - Location Plat	Exhibit "B"
JOA – Copas Accounting Procedure	Exhibit "C"
JOA - Insurance & Indemnity Rider	Exhibit "D"

PRIVATE PLACEMENT SUMMARY

The following is a summary of the more detailed information appearing elsewhere in this Memorandum. This summary is not complete and may not contain all of the information that is important to you. To understand this offering fully, you should read the entire Memorandum carefully, including the risk factors and financial statements.

THE COMPANY

The Company is engaged in the business of oil and gas exploration, development and production. Property Development Group, Inc. is an independent oil and gas company that explores, develops, produces and acquires oil and gas properties primarily in central, south and gulf coast areas of Texas. We selected these geographical areas because of their excellent history of production, reserves, and potential development opportunities.

Our goal in selecting a project for development is to identify its true potential, recognize its needs, and prepare and execute an economically feasible and cost effective program to achieve the best possible results. We are always in the process of selecting new projects designed to meet these goals and the needs of our non-operating working interest owners. We continually formulate specific plans to enhance production, and are constantly evaluating the data gathered from our field operations to better improve and expand our projects.

THE OFFERING

The Company is offering up to 80% Working Interest (WI) with a 20% Carried Working Interest burden for the drilling of the Spira # 4 well to a depth of 3500' in Fort Bend County, Texas. The Lease Net Revenue Interest (NRI) is 70% and, the participants (WI) will earn a production unit consisting of the well's wellbore and its production equipment. Should there be subsequent development wells, each one will also earn its wellbore and related equipment; and, this project's WI owners will have a "first right of refusal" to participate in any proposed future drilling activities.

The Interest will be offered on a best efforts basis by the Company to Accredited Investors only. The Interest will be sold pursuant to a Purchase Agreement between the Company and each participating investor accepted by the Company. *Each person will be required to complete, sign and deliver to the Company an Accredited Investor Questionnaire*, in which certain information will be provided to the Company to enable it to determine, in its sole discretion, whether or not the prospective investor meets the necessary suitability standards.

RISK FACTORS

YOU SHOULD CONSIDER CAREFULLY THE FOLLOWING RISKS BEFORE YOU DECIDE TO BUY OUR INTEREST. THE RISKS AND UNCERTAINTIES DESCRIBED BELOW ARE NOT THE ONLY ONES THAT WE FACE. ADDITIONAL RISKS AND UNCERTAINTIES NOT PRESENTLY KNOWN TO US OR THAT WE CURRENTLY DEEM IMMATERIAL MAY ALSO ADVERSELY AFFECT OUR BUSINESS OPERATIONS. IF ANY OF THE FOLLOWING RISKS ACTUALLY OCCUR, THEY COULD SERIOUSLY HARM OUR BUSINESS, FINANCIAL CONDITION OR RESULTS OF OPERATIONS.

OUR BUSINESS MODEL AND PROGRAMS RELY HEAVILY ON THE DISCOVERY AND DEVELOPMENT OF OIL AND GAS PROPERTIES, WHICH IS INHERENTLY UNCERTAIN.

The business of oil and gas exploration and development relies upon both sophisticated scientific, geological and other non-scientific tools, as well as other techniques that are more subjective, in order to make decisions regarding the type, location, depth and other aspects of a well. Virtually all attempts to drill and produce oil and/or gas from a geologic formation are speculative. Accordingly, no assurance can be given that the Company's efforts to develop its current or future properties will be successful.

THE PRICES OF CRUDE OIL AND NATURAL GAS ARE HIGHLY VOLATILE AND SUBJECT TO A VARIETY OF FACTORS BEYOND OUR CONTROL.

The availability of a market for any oil or gas produced by the Company, and the price at which such production may be sold, will depend upon numerous factors beyond the control of the Company, including government regulation, the amount of domestic production and foreign imports available from other sources, and the proximity and capacity of pipelines and general market demand. To the extent that product sales are curtailed or product prices decline, the Company's revenues will be adversely impacted. Operation of the wells in which the Company has an interest, and production therefrom, may be subject to regulation by state regulatory and conservation agencies, among others, as well as and the U.S. Department of Energy, among other agencies and authorities. Regulation of production, transportation, pricing and the sale of any oil or gas found by the Company, as well as environmental regulations and spacing requirements, may have a significant effect on the Company and its operating results. There can be no assurance that the price for crude oil or natural gas will not decline below its current levels or will remain at current prices for an extended period. Future oil prices are difficult to predict due to the impact of worldwide economic trends, coupled with supply and demand variables, and such non-economic factors as the political impact on pricing policies by OPEC and the possibility of supply interruptions. The prices which the Company receives for its crude oil and natural gas, if any, will have a material impact on the financial and operational results for the Company.

OUR DEVELOPMENT AND EXPANSION PLANS MAY SIGNIFICANTLY STRAIN OUR RESOURCES.

In order to maximize potential development of the Company's properties and expansion of its future exploration and development opportunities, the Company believes that it must use the proceeds of the Offering to exploit those opportunities and to ultimately search for and identify others. This impetus for expansion will place a significant strain on the Company's management, operational and financial resources. In order to manage the Company's growth, we must implement and continually improve our operational and financial systems. Additionally, the Company may need to expand its operations, attract and retain additional management and/or train, manage and expand its employee base. Further, management will need to maintain relationships with various vendors and other third parties. The Company makes no assurances that it will effectively manage the expansion of its operations, that its systems, procedures or controls will adequately support its operations or that management will successfully implement its business plans. If the Company cannot effectively manage its growth, the Company's business, financial condition and results of operations could suffer a material adverse effect.

OUR BUSINESS AND OPERATIONS MAY SUFFER IF WE ARE UNABLE TO OBTAIN ADEQUATE SUPPLIES, EQUIPMENT, MACHINERY OR VENDOR CREDIT.

Although the Company maintains good relationships with its suppliers that it believes will offer competitive sources of supplies, equipment and machinery, there can be no assurance that we will be able to obtain such supplies, equipment or machinery as is necessary to maintain the Company's operations or, if such are obtained, they can be procured at competitive prices or on competitive terms. An unwillingness of lenders or vendors to extend credit to the Company, among other related factors, may require additional amounts of capital to finance the Company's operations and may reduce returns, if any, on invested capital and adversely impact the Company's results of operations.

WE RELY ON OUR KEY MANAGEMENT PERSONNEL AND ON OUR ABILITY TO ATTRACT HIGHLY QUALIFIED PERSONNEL IN THE FUTURE.

Our performance depends substantially on the continued services and performance of our senior management and other key personnel. Our performance also depends on our ability to retain and motivate our other qualified officers and key employees. The loss of the services of any of our executive officers or other key employees could have a material adverse effect on our business, prospects, financial condition and results of operations.

OUR BOARD OF DIRECTORS HAS BROAD DISCRETION IN THE USE OF PROCEEDS.

The Company expects to use the net proceeds primarily to fund its oil and gas exploration and development activities, with particular emphasis on development of the interest in and to the Spira #4 Drilling Project. However, the Company's management and Board will not be restricted to such use and will have broad discretion in allocating the net proceeds of this offering, which creates uncertainty for investors and could adversely affect the financial condition and future results of operations. See "*Use of Proceeds*."

THIS MEMORANDUM CONTAINS FORWARD-LOOKING STATEMENTS.

This memorandum contains forward-looking statements that are based on the Company's current expectations, assumptions, estimates and projections about the Company, its future plans and the industry in which it operates. When used in this memorandum, the words "*expects*," "*anticipates*," "*estimates*," "*intends*" and similar expressions are intended to identify forward-looking statements. These statements include, but are not limited to, statements under the captions "*Risk Factors*", "*Use of Proceeds*" and elsewhere in this memorandum and supporting documents concerning, among other things:

- The Company's ability to maintain and develop certain strategic relationships;
- The Company's ability to successfully locate, develop and produce sufficient quantities of oil and gas from the properties in which it owns an interest;
- The Company's ability to implement its business plan in a timely and cost-effective manner;
- The Company's ability to obtain required government issued licenses, permits and approvals in a timely manner;
- The adequacy of the Company's capital resources to fund its future capital expenditures; and,
- The use of the net proceeds from this offering.

These forward-looking statements are subject to risks and uncertainties that could cause actual results to differ materially from those projected. The cautionary statements made in this memorandum should be read as being applicable to all related forward-looking statements wherever they appear in this memorandum. The Company assumes no obligation to update such forward-looking statements for any reason, or to update the reasons actual results could differ materially from those anticipated in such forward-looking statements, even if new information becomes available in the future.

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USE OF PROCEEDS

The following represents the Company's best estimate as to how the proceeds of the Offering will be expended. However, The Company reserves the right to redirect any portion of the funds for the Development Program, to be used within the Program objectives should the need arise.

DESCRIPTION OF USE	AMOUNT	PERCENTAGE
Leasehold Acquisition	\$ 50,000	7.5%
Drill, Test & Complete	\$ 420,000	64.5 %
Generation, Geol., Admin. & Acct'g	\$ 105,000	16.5 %
<u>Fixed Overhead & Communications</u>	<u>\$ 75,000</u>	<u>11.5 %</u>
<u>Gross Proceeds:</u>	<u>\$ 650,000</u>	100.0 %

DESCRIPTION OF BUSINESS

GENERAL

Property Development Group, Inc. (PDG) is a Texas Corporation that was chartered in June 1996 by the office of the Secretary of State and, it has been in good standing and continuous business operations therefrom. It is also a bonded Oil and Gas Operator in Texas, in which, the Oil and Gas Industry is governed by the Texas Railroad Commission (TRRC) and its Rules and Regulations. PDG's history of successfully producing oil and gas from many different projects which are all located in Central, South, Upper & Lower Gulf Coast areas of Texas is verifiable and of record with TRRC.

EXECUTIVE OFFICERS & MANAGEMENT

The executive officers of the Company and Managers and their respective positions are as follows:

Name	Age	Position with the Company
Ronald Herzfeld	72	1996 President of Property Development Group, Inc.
Linda Ellis	72	1997 Office & Accounts Manager of PDG

Ron Herzfeld, began a multi-faceted career in the oil and gas industry in 1971, after his service as a Captain in the United States Marine Corps. His expertise includes field activities at depths from 500 to 18,000 feet, including pumping, flowing, waterflood, and gas-lift production operations, for both oil and gas. Mr. Herzfeld's experience also includes gas gathering and pipeline operations, gas compression, and refining operations. His work with magnetic and geophysical exploration has led to major hydrocarbon reserves in the U. S., Canada, and Australia. Mr. Herzfeld has been widely published in the Oil and Gas Journal, World Oil and proceedings from major seminars within the oil and gas industry. He received a Bachelor's degree from the University of Texas at Austin in 1968 and is an active member of the Society of Petroleum Engineers (SPE); American Association of Petroleum Geologists (AAPG); Geological Society of America (GSA); and, New York Academy of Sciences (NYAS). Mr. Herzfeld is currently the sole owner and president of Property Development Group, Inc. (PDG) of Austin, Texas, which he formed in 1996. PDG focuses on exploration, development and production and is a bonded oil & gas operator in the state of Texas. He is also the sole owner and president of Austin Oil & Gas (AOG), a mineral & lease Acquisition Company and, president and sole director of Riverdale Oil and Gas Corporation (RVDO), an OTC Market Public Company.

Linda Ellis, began learning various aspects of the oil business from her father's oilfield business activities while growing up in Midland, Texas and, her own experiences with major oil and gas companies, beginning at Shell Oil in 1966 and later at Pan American Production Company, now BP (British Petroleum) respectively in Midland and Houston, Texas. After moving to Austin, she became a licensed real estate agent in 1985 and was an active and successful Realtor for many years. In 1997, she met Mr. Herzfeld through a commercial Realtor associate. Herzfeld had just moved his oil and gas company, Property Development Group, Inc. (PDG) to Austin. After sharing her oil & gas background, a job offer was proposed.

Shortly thereafter, she joined PDG as the office and accounts manager and was instrumental in setting up all accounting software and investor and vendor contact files. In addition, her duties include office administration, oil & gas accounting, distribution of operating statements, revenue checks, joint interest billings, accounts payable and receivables plus, maintaining good communications with the working interest owners and field vendors for all projects.

DESCRIPTION OF THE OFFERING

GENERAL

The Company is offering up to 80% Working Interest (WI) with a 20% Carried Working Interest burden for the drilling of the Spira # 4 well to a depth of 3500' in Fort Bend County, Texas. The Lease Net Revenue Interest (NRI) is 70% and, the participants (WI) will earn a production unit consisting of the well's drillsite, wellbore and surface production equipment. Should there be subsequent development wells, each one will also earn its wellbore and related equipment; and, this project's WI owners will have a "first right of refusal" to participate in any proposed future drilling activities.

PROSPECTIVE INVESTOR QUESTIONNAIRE (See Exhibit "A")

The Interest is being offered and will be sold without registration under the Securities Act of 1933, as amended (the "Act"), and without qualification under the Texas Securities Law, as amended, or other applicable state securities or "blue sky" laws, in reliance upon specific exemptions there from, the availability of which is determined by and dependent upon, among other things, certain factors concerning the persons to whom the Interest is sold. Accordingly, Interest will only be sold to investors who meet the investor suitability standards established by the Company for this offering.

Each person will be required to complete, sign and deliver to the Company a Prospective Investor Questionnaire, attached hereto as Exhibit "A", in which certain information will be provided to the Company to enable it to determine, in its sole discretion, whether or not the prospective investor meets the necessary suitability standards as described below.

SUITABILITY STANDARDS

Prospective Participants must be qualified as "accredited investors" as that term is defined in Rule 501(a)(i) under the Securities Act of 1933, as amended, from the signed "Questionnaire" delivered to the Company by the prospective participant prior to the time of participation in the Program and from such other information available to the Company.

An "Accredited Investor" is defined as:

- (i) A bank as defined in section 3(a)(2) of the Securities Act of 1933, as amended;
- (ii) A private business development company as defined in section 202(a)(22) of the Investment Advisors Act of 1940;
- (iii) Any organization described in section 501(c)(3) of the Internal Revenue Code (the "Code"), corporation, Massachusetts or similar business trust, or Partnership not formed for the specific purpose of acquiring the Units, with total assets in excess of \$5,000,000;
- (iv) A director, executive officer, or general partner of the issuer of the securities being offered or sold, or any director, executive officer, or general partner of that issuer;
- (v) An individual whose net worth, individually or in addition to that of his or her spouse, at the present time, exceeds \$1,000,000;
- (vi) An individual who has had individual income in each of the two most recent years in excess of \$200,000 or joint income with his or her spouse in excess of \$300,000 in each of those years and who reasonably expects the same income level in the present year;
- (vii) Any trust with total assets in excess of \$5,000,000 not formed for the specific purpose of acquiring the securities offered hereby, whose purchase is directed by a sophisticated person as described in Rule 506(b)(2)(ii) of Regulation D;
- (viii) An entity, all of the equity owners of which are "accredited investors;" or
- (ix) An individual or entity that may otherwise be deemed an "accredited investor" as that term is defined in Rule 501(a) of Regulation D as promulgated by the Securities and Exchange Commission.

In addition to meeting one or more of the criteria set forth above, a prospective participant must:

1. Have such knowledge and experience in financial and business matters that a prospective Participant is able to evaluate the merits and risks of an investment in the Units.
2. Have the financial ability to bear the economic risk of an investment in the Units; have adequate means of providing for a prospective Participant's current needs and personal contingencies, and, have no need for liquidity in an investment in the Units.
3. Acquire the Units for a prospective Participant's own account for investment and not with a view for resale or distribution.

The Company will review all Applications and will not accept Applications from any person who does not represent that he or she complies with the applicable standards specified above. The decision to accept or reject any Application will be made by the Company in its sole discretion, and is final. In addition, if the Company is incorrect in its assumption as to the circumstances of a particular prospective Participant, then the delivery of this Memorandum to such prospective Participant shall not be deemed to be an offer, and this Memorandum should be returned to the Company immediately.

TAX ASPECTS

The full implications of federal, state and local laws that may affect the tax consequences of participating in the Program are too complex and numerous to describe in this Memorandum. Therefore, each prospective Investor should satisfy his or herself as to the federal and state income and other tax consequences of participating in the Program by obtaining advice from his own tax counsel, particularly with respect to any tax proposals that may at some future date be enacted into law. The Company believes at this time that investment in the Program will generate substantial tax benefits to its participants.

ADDITIONAL INFORMATION

Prospective investors and their professional advisors are invited to review any materials available relating to this offering and any other matter relating to this offering. The Company will afford prospective investors and their professional advisors the opportunity to ask questions of, and receive answers from, the officers of the Company concerning such matters and to obtain any additional information (to the extent the Company possesses such information and can acquire it without unreasonable expense) necessary to verify the accuracy of any information set forth in the Memorandum. All such information and materials will be made available at the offices of the Company at 6805 N. Capital of Texas Hwy., Suite 265, Austin, TX 78731 (or at some mutually convenient location) at any reasonable hour after reasonable prior notice is given.