

# **Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines**

## **American Hemp Ventures, Inc.**

A Nevada Corporation

2821 S. Parker Road, Suite 937

Aurora, CO 80014

(720) 446-8243

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neville@hempconsultinggroup.com

SIC Code: 0139

### **Annual Report For the Period Ending: 31 December, 2019 (the "Reporting Period")**

As of December 31, 2019, the number of shares outstanding of our Common Stock was:

**16,807,368**

As of September 30, 2019, the number of shares outstanding of our Common Stock was:

**16,061,560**

As of December 31, 2018, the number of shares outstanding of our Common Stock was:

**16,061,560**

Indicate by check mark whether the company is a shell company (as defined in Rule 405 of the Securities Act of 1933 and Rule 12b-2 of the Exchange Act of 1934):

Yes: ☐

No: ☒ (Double-click and select "Default Value" to check)

Indicate by check mark whether the company's shell status has changed since the previous reporting period:

Yes: ☐

No: ☒

Indicate by check mark whether a Change in Control<sup>1</sup> of the company has occurred over this reporting period:

Yes: ☐

No: ☒

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<sup>1</sup> "Change in Control" shall mean any events resulting in:

(i) Any "person" (as such term is used in Sections 13(d) and 14(d) of the Exchange Act) becoming the "beneficial owner" (as defined in Rule 13d-3 of the Exchange Act), directly or indirectly, of securities of the Company representing fifty percent (50%) or more of the total voting power represented by the Company's then outstanding voting securities;

(ii) The consummation of the sale or disposition by the Company of all or substantially all of the Company's assets;

(iii) A change in the composition of the Board occurring within a two (2)-year period, as a result of which fewer than a majority of the directors are directors immediately prior to such change; or

(iv) The consummation of a merger or consolidation of the Company with any other corporation, other than a merger or consolidation which would result in the voting securities of the Company outstanding immediately prior thereto continuing to represent (either by remaining outstanding or by being converted into voting securities of the surviving entity or its parent) at least fifty percent (50%) of the total voting power represented by the voting securities of the Company or such surviving entity or its parent outstanding immediately after such merger or consolidation.

## 1) Name of the issuer and its predecessors (if any)

In answering this item, please also provide any names used by predecessor entities and the dates of the name changes.

American Hemp Ventures, Inc.	From: February 6, 2019
ASC Biosciences, Inc.	From: May 10, 2017
Nevis Capital Corporation	From: July 5, 2013
Sino Cement, Inc.	From: September 15, 2010
Ocean Energy, Inc.	From: November 28, 2007

Date and state (or jurisdiction) of incorporation (also describe any changes to incorporation since inception, if applicable)  
Please also include the issuer's current standing in its state of incorporation (e.g. active, default, inactive):

November 28, 2007, Nevada, Status: Active

Has the issuer or any of its predecessors ever been in bankruptcy, receivership, or any similar proceeding in the past five years?

Yes: ☒ No: ☐

## 2) Security Information

Trading symbol:	<b>AMHV</b>
Exact title and class of securities outstanding:	<b>Common Stock</b>
CUSIP:	<b>00216Q021</b>
Par or stated value:	<b>\$0.001 per share</b>

Total shares authorized	<b>50,000,000</b> as of date: December 31, 2019
Total shares outstanding	<b>16,807,368</b> as of date: December 31, 2019
Number of shares in the Public Float <sup>2</sup>	<b>702,914</b> as of date: December 31, 2019
Total number of shareholders of record:	<b>79</b> as of date: December 31, 2019

*Additional class of securities (if any):*

Trading symbol:	_____
Exact title and class of securities outstanding:	_____
CUSIP:	_____
Par or stated value:	_____
Total shares authorized:	_____ as of date: _____
Total shares outstanding:	_____ as of date: _____

## Transfer Agent

Name: Pacific Stock Transfer  
Phone: (702) 361-3033  
Email: Malou@Pacificstocktransfer.com

Is the Transfer Agent registered under the Exchange Act?<sup>3</sup> Yes: ☒ No: ☐

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<sup>2</sup>"Public Float" shall mean the total number of unrestricted shares not held directly or indirectly by an officer, director, any person who is the beneficial owner of more than 10 percent of the total shares outstanding (a "control person"), or any affiliates thereof, or any immediate family members of officers, directors and control persons.

<sup>3</sup>To be included in the Pink Current Information tier, the transfer agent must be registered under the Exchange Act.

Describe any trading suspension orders issued by the SEC concerning the issuer or its predecessors:

None

List any stock split, stock dividend, recapitalization, merger, acquisition, spin-off, or reorganization either currently anticipated or that occurred within the past 12 months:

None

### **3) Issuance History**

The goal of this section is to provide disclosure with respect to each event that resulted in any direct changes to the total shares outstanding of any class of the issuer's securities **in the past two completed fiscal years and any subsequent interim period**.

Disclosure under this item shall include, in chronological order, all offerings and issuances of securities, including debt convertible into equity securities, whether private or public, and all shares or any other securities or options to acquire such securities issued for services. Using the tabular format below, please describe these events.

#### **A. Changes to the Number of Outstanding Shares**

Check this box to indicate there were no changes to the number of outstanding shares within the past two completed fiscal years and any subsequent periods: ☐

Number of Shares outstanding as of <u>January 1, 2017</u>		<u>Opening Balance:</u> Common: <u>49,200,000</u> Preferred: <u>0</u>		*Right-click the rows below and select "Insert" to add rows as needed.					
Date of Transaction	Transaction type (e.g. new issuance, cancellation, shares returned to treasury)	Number of Shares Issued (or cancelled)	Class of Securities	Value of shares issued (\$/per share) at Issuance	Were the Shares issued at a discount to market price at the time of issuance? (Yes/No)	Individual/ Entity Shares were issued to (entities must have individual with voting / investment control disclosed).	Reason for share issuance (e.g. for cash or debt conversion) OR Nature of Services Provided (if applicable)	Restricted or Unrestricted as of this filing?	Exemption or Registration Type?
October 15, 2018	Stock Split 2 for 1	8,030,780	Common Stock	\$0.001	N/A	N/A			BOD Resolution
November 15, 2018	Cancellation	(1,600,000)	Common Stock	\$0.001	N/A	Dr. Paul Lucas	Cancelled for Intellectual Property Disclosure Issues.		Voluntary Surrender
November 22, 2018	Re-Issue	1,600,000	Common Stock	\$0.001	NO	ASC Biosciences, Inc.	Taken back into Treasury to keep total outstanding unchanged.		BOD Resolution – Transfer to Treasury
December 27, 2018	Cancellation	(5,144,792) Treasury Shares	Common Stock	\$0.001	N/A	ASC Biosciences, Inc.	Surrender of Shares per Agreement		Agreement for Share Exchange 12-27-2018
December 27, 2018	Cancellation	(1,200,000)	Common Stock	\$0.001	N/A	Neville Pearson	Surrender of Shares per Agreement		Agreement for Share Exchange 12-27-2018
December 27, 2018	Cancellation	(800,000)	Common Stock	\$0.001	N/A	C.W.Gilluly	Surrender of Shares per Agreement		Agreement for Share Exchange 12-27-2018
December 27, 2018	Cancellation	(6,000,000)	Common Stock	\$0.001	N/A	Mac Feegle Holdings	Surrender of Shares per Agreement		Agreement for Share Exchange 12-27-2018
December 27,	Cancellation	(800,000)	Com	\$0.001	N/A	Financial	Surrender of		Agreement for

2018	on		mon Stoc k			Logistics LLC	Shares per Agreement		Share Exchange 12- 27-2018
December 27, 2018	Re-Issue on Exchange	6,135,708	Com mon Stoc k	\$0.001	NO	Jiun Haw Chang	Shares Received in Exchange for Assets of HEMP/LTC		Agreement for Share Exchange 12- 27-2018
December 27, 2018	Re-Issue on Exchange	6,135,708	Com mon Stoc k	\$0.001	NO	John Yoo Lee	Shares Received in Exchange for Assets of HEMP/LTC		Agreement for Share Exchange 12- 27-2018
December 27, 2018	Re-Issue on Exchange	1,673,376	Com mon Stoc k	\$0.001	NO	Samuel Mark Spoone	Shares Received in Exchange for Assets of HEMP/LTC		Agreement for Share Exchange 12- 27-2018
October 4, 2019	New Issuance	10,000	Com mon Stoc k	\$0.001		Elvis Edwards	For Consulting Services to AMHV Wellness		BOD Resolution
November 13, 2019	New Issuance	735,808	Com Mon Stoc k	\$0.001		Samuel Mark Spoone	Employee Services Rendered		BOD Resolution
Shares Outstanding on  <u>December 31, 2019:</u>	<u>Ending Balance:</u> Common: <b><u>16,807,368</u></b> Preferred: <b><u>0</u></b>								

**Example:** A company with a fiscal year end of December 31<sup>st</sup>, in addressing this item for its quarter ended September 30, 2018, would include any events that resulted in changes to any class of its outstanding shares from the period beginning on January 1, 2016 through September 30, 2018 pursuant to the tabular format above.

Use the space below to provide any additional details, including footnotes to the table above:

Full Details of the Agreement for Share Exchange dated December 27, 2018 can be found in the foot notes to the Consolidated Financial Statements for the 12 Month period ended December 31, 2018. Filed separately though OTCIQ and incorporated by reference in this Disclosure Statement.

## B. Debt Securities, Including Promissory and Convertible Notes

Use the chart and additional space below to list and describe any issuance of promissory notes, convertible notes or convertible debentures **in the past two completed fiscal years and any subsequent interim period**.

Check this box if there are no outstanding promissory, convertible notes or debt arrangements: ☐

Date of Note Issuance	Outstanding Balance (\$)	Principal Amount at Issuance (\$)	Interest Accrued (\$)	Maturity Date	Conversion Terms (e.g. pricing mechanism for determining conversion of instrument to shares)	Name of Noteholder	Reason for Issuance (e.g. Loan, Services, etc.)
4/1/2018	\$79,585	\$79,585	\$3,979	1/1/2022	None	Michelle Ecsedy	Loan
4/1/2018	\$110,000	\$110,000	\$4,250	1/1/2022	None	Irving Chang	Loan
5/25/2019	\$115,869	\$131,799	\$0	4/25/2024	None	John Deere Finance	Tractor Finance
4/1/2019	\$22,758	\$43,541	\$0	11/30/2020	None	Kubota Finance	Equipment Finance
10/14/2019	\$30,414	\$31,624	\$0	9/14/2025	None	BMW Finance	Auto Loan
<b>TOTAL</b>	<b>\$358,627</b>		<b>\$8,229</b>				

Use the space below to provide any additional details, including footnotes to the table above:

## 4) Financial Statements

A. The following financial statements were prepared in accordance with:

- ☒ U.S. GAAP  
☐ IFRS

B. The financial statements for this reporting period were prepared by (name of individual)<sup>4</sup>:

Name: **Neville Pearson FCCA**  
Title: **Interim CFO**  
Relationship to Issuer: **Employee**

<sup>4</sup> The financial statements requested pursuant to this item must be prepared in accordance with US GAAP or IFRS by persons with sufficient financial skills.

Provide the financial statements described below for the most recent fiscal year or quarter. For the initial disclosure statement (qualifying for Pink Current Information for the first time) please provide reports for the two previous fiscal years and any subsequent interim periods.

C. Balance sheet;

- D. Statement of income;
- E. Statement of cash flows;
- F. Statement of Stockholders Equity
- G. Financial notes; and
- H. Audit letter, if audited

You may either (i) attach/append the financial statements to this disclosure statement or (ii) file the financial statements through OTCIQ as a separate report using the appropriate report name for the applicable period end. ("Annual Report," "Quarterly Report" or "Interim Report").

If you choose to publish the financial statements in a separate report as described above, you must state in the accompanying disclosure statement that such financial statements are incorporated by reference. You may reference the document(s) containing the required financial statements by indicating the document name, period end date, and the date that it was posted to OTCIQ in the field below. Financial Statements must be compiled in one document.

**The Pre-Audit Consolidated Financial Statements for the Year Ended December 31, 2019 have been filed separately through OTCIQ as an "Annual Report" in the Financial Reports section on March 22, 2019. Said Financial Statements are incorporated herein by reference.**

Financial statement information is considered current until the due date for the subsequent report (as set forth in the qualifications section above). To remain qualified for Current Information, a company must post its Annual Report within 90 days from its fiscal year-end date and Quarterly Reports within 45 days of each fiscal quarter-end date.

## **5) Issuer's Business, Products and Services**

The purpose of this section is to provide a clear description of the issuer's current operations. In answering this item, please include the following:

- A. Summarize the issuer's business operations (If the issuer does not have current operations, state "no operations")

The Company's mission is to become a broadly integrated "seed-to-sale" hemp operation that starts on the farm and delivers to the table top.

Through years of hands on experience working with cannabis plants, the Company's subsidiaries and management have developed deep expertise in hemp-growing techniques and have developed three proprietary hybrid hemp seeds, as well as a proprietary process to feminize hemp seed thereby increasing yields by nearly 100%. The Company's operations are focused on sales of hemp seed, hemp bio mass and CBD distillate, as well as providing consulting services and generating royalties from consulting clients. With the passing of the Farm Bill on December 9, 2018 which legalized the growing of hemp as an agricultural commodity, the industry is poised for an explosion as new supply chains develop and researchers discover additional uses for hemp in its many forms.

Hemp is a member of the cannabis sativa L. plant family. Although it is part of the cannabis plant family, it is not intoxicating. It is valued for its high CBD content in the medical community. It is often thought that all hemp contains THC, but this is false. A majority of hemp, though, does contain as much as 0.3% THC. This is not enough to produce an intoxicating effect. Some varieties contain 0% THC.

AHV's decision to utilize an already publicly quoted entity will help facilitate its expansion which will include vertical integration of the hemp processing sector in order to stay ahead of the surge in new hemp businesses being formed across the USA.

AHV's dedicated team of professionals can provide advice and guidance in all aspects of hemp cultivation, from seed selection, construction of grow houses, the optimization of nutrition and hydration through to industrial processing and production.

- B. Describe any subsidiaries, parents, or affiliated companies, if applicable, and a description of their business contact information for the business, officers, directors, managers or control persons. Subsidiary information may be included by reference

American Hemp Ventures, Inc. ("AHV") was formed as the holding company for Hemp Consulting Group, Inc. and LTC Farms, Inc. which together encompass the complete spectrum of expertise in the growing and marketing of the various Hemp products, principally its strain of feminized hemp seeds.

AHV currently operates two primary business streams; a) the growing and cultivation of Hemp for its own account using a proprietary seed type, and b) the consulting division which provides a turnkey service to farmers and investors wishing to grow Hemp on their own land. This service generates both consulting fees and a participation revenue stream over the life of a typical 5-year contract with our clients.

A third subsidiary company, AMHV Wellness, Inc. was formed on March 7, 2019 as a vehicle for the sale and marketing of a range of consumer skin care and body products infused with CBD oil plus a range of CBD nutritional supplements. Further information can be found at [www.circa1920.com](http://www.circa1920.com) and [www.cbdxr.co](http://www.cbdxr.co).

Hemp farming was once a required agricultural activity in the U.S. prior to cannabis prohibition. It has thousands of applications from industrial applications to therapeutic properties. As hemp is legalized in more U.S. states, its importance is being highlighted once again.

The contact phone number for the Parent and all subsidiaries is (720) 446 8243

Further information can also be obtained from the web site: [www.americanhemp.io](http://www.americanhemp.io)

- C. Describe the issuers' principal products or services, and their markets

The principal product of American Hemp Ventures, Inc. is the production of feminized Hemp seed which will be sold to Hemp Farmers nationwide as well as being in demand by university research departments and major agricultural supply corporations. The Company is planning to invest in its own hemp processing plant for the production of CBD oil. In addition, the biomass produced from the outdoor farming operations (of both its clients and its own acreage) can be used for the manufacture of rope, paper, clothing and many other products currently utilizing plastics and other synthetic materials.

## 6) Issuer's Facilities

The goal of this section is to provide a potential investor with a clear understanding of all assets, properties or facilities owned, used or leased by the issuer.

In responding to this item, please clearly describe the assets, properties or facilities of the issuer, give the location of the principal plants and other property of the issuer and describe the condition of the properties. If the issuer does not have complete ownership or control of the property (for example, if others also own the property or if there is a mortgage on the property), describe the limitations on the ownership.

If the issuer leases any assets, properties or facilities, clearly describe them as above and the terms of their leases.

The Company executed a Land Lease on November 1, 2017, in respect of +/-177 acres of farmland owned by Irving Chang, son of Haw Chang an Officer and Director of American Hemp Ventures, Inc. The initial term of the lease is 5 years, with options to renew. The lease rental rate is \$2,000 per calendar month. The rent was fully paid as of December 31, 2019.

This farm is located in the City of Watkins Colorado, a few miles SE of Denver International Airport, and is unencumbered by any other Mortgages or loans.



The Company has exclusive use of this property (other than the owner's personal residence area) for the construction of its Greenhouses, where the hemp plants are cultivated in a climate-controlled environment impervious to ambient temperatures.

The indoor grown hemp is primarily cultivated for seed production.

The Company plans to also cultivate outdoor hemp for the biomass market as part of its comprehensive plan to be involved in all aspects of the hemp market.

In addition, the Company currently leases +/- 1,750 sf of Class "B" high rise office space located at 2821, S. Parker Road in the City of Aurora Colorado. The original lease was signed on August 1, 2018, for Suite 1109 for a period of one year at a monthly rent of \$1,287.13.

A subsequent amendment was signed on June 3, 2019, (effective July1, 2019) whereby the Company relocated its corporate office to the larger Suite 937 for a further 3-year term at a monthly rent commencing at \$3,431.40.

## 7) Officers, Directors, and Control Persons

The goal of this section is to provide an investor with a clear understanding of the identity of all the persons or entities that are involved in managing, controlling or advising the operations, business development and disclosure of the issuer, as well as the identity of any significant or beneficial shareholders.

Using the tabular format below, please provide information regarding any person or entity owning 5% or more of the issuer, as well as any officer, and any director of the company, regardless of the number of shares they own. **If any listed are corporate shareholders or entities, provide the name and address of the person(s) beneficially owning or controlling such corporate shareholders, or the name and contact information of an individual representing the corporation or entity in the note section.**

Name of Officer/Director and Control Person	Affiliation with Company (e.g. Officer/Director/Owner of more than 5%)	Residential Address (City / State Only)	Number of shares owned	Share type/class	Ownership Percentage of Class Outstanding	Note
Jiun Haw Chang	Officer, Director and Owner of >5%	22479 E Fair Place, Aurora, CO80015	6,135,708	Common Shares	38.20%	_____
John Yoo Lee	Officer, Director and Owner of >5%	1780 S Poplar Street, Denver, CO 80224	6,135,708	Common Shares	38.20%	_____
S. Mark Spoone	Officer, Director and Owner of >5%	4833 Front Street # 6405, Castle Rock, CO	2,409,184	Common Shares	14.33%	_____
Stem Cell Development Fund, LLC	Owner of more than 5%.	9350 Wilshire Blvd. Suite 203 Beverly Hills CA 90212	1,255,208	Common Shares	7.47%	Chris Johnson Managing Member (323) 440-4299

Neville Pearson	Interim CFO	24567 N 117 <sup>th</sup> Street, Scottsdale, AZ 85255	0	N/A	0%	_____
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## 8) Legal/Disciplinary History

A. Please identify whether any of the persons listed above have, in the past 10 years, been the subject of:

1. A conviction in a criminal proceeding or named as a defendant in a pending criminal proceeding (excluding traffic violations and other minor offenses);

None

2. The entry of an order, judgment, or decree, not subsequently reversed, suspended or vacated, by a court of competent jurisdiction that permanently or temporarily enjoined, barred, suspended or otherwise limited such person's involvement in any type of business, securities, commodities, or banking activities;

None

3. A finding or judgment by a court of competent jurisdiction (in a civil action), the Securities and Exchange Commission, the Commodity Futures Trading Commission, or a state securities regulator of a violation of federal or state securities or commodities law, which finding or judgment has not been reversed, suspended, or vacated; or

None

4. The entry of an order by a self-regulatory organization that permanently or temporarily barred, suspended, or otherwise limited such person's involvement in any type of business or securities activities.

None

B. Describe briefly any material pending legal proceedings, other than ordinary routine litigation incidental to the business, to which the issuer or any of its subsidiaries is a party or of which any of their property is the subject.

None

C. Include the name of the court or agency in which the proceedings are pending, the date instituted, the principal parties thereto, a description of the factual basis alleged to underlie the proceeding and the relief sought. Include similar information as to any such proceedings known to be contemplated by governmental authorities.

N/A

## 9) Third Party Providers

Please provide the name, address, telephone number and email address of each of the following outside providers:

### Securities Counsel

Name:  
Firm: Brunson, Chandler & Jones, PLLC  
Address 1: 175 South Main Street  
Address 2: Suite 1410  
Address 3: Salt Lake City, UT 84111  
Phone: (801) 303-5737  
Email: Lance @bcjlaw.com

### General Counsel

Robert Burk  
Robert Burk Legal LLC  
1235 E. Arapahoe Road  
Suite 320  
Centennial, CO 80112  
(303) 520-1401  
Robert@burkandburk.com

### PCAOB Auditor

Name: Kai Yu  
Firm: Yu Certified Public Accountant, PC  
Address 1: 99 Madison Avenue  
Address 2: Suite 601  
Address 3: New York, NY 10016  
Phone: (347) 618-9237  
Email: Kaiy@ywlcpa.com

### Investor Relations Consultant

Name: To be Appointed  
Firm: \_\_\_\_\_  
Address 1: \_\_\_\_\_  
Address 2: \_\_\_\_\_  
Phone: \_\_\_\_\_  
Email: \_\_\_\_\_

### Other Service Providers

Provide the name of any other service provider(s), including, counsel, advisor(s) or consultant(s) **that assisted, advised, prepared or provided information with respect to this disclosure statement**, or provided assistance or services to the issuer during the reporting period.

Name: \_\_\_\_\_  
Firm: \_\_\_\_\_  
Nature of Services: \_\_\_\_\_  
Address 1: \_\_\_\_\_  
Address 2: \_\_\_\_\_  
Phone: \_\_\_\_\_  
Email: \_\_\_\_\_

Name: \_\_\_\_\_

## 10) Issuer Certification

### *Principal Executive Officer:*

The issuer shall include certifications by the chief executive officer and chief financial officer of the issuer (or any other persons with different titles but having the same responsibilities).

The certifications shall follow the format below:

I, S. Mark Spoone certify that:

1. I have reviewed this annual disclosure statement of American Hemp Ventures, Inc.;
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

March 24, 2020

"/s/S. Mark Spoone"

(Digital Signatures should appear as "/s/ [OFFICER NAME]")

### *Interim Financial Officer:*

I, Neville Pearson certify that:

1. I have reviewed this annual disclosure statement of American Hemp Ventures, Inc.;
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

March 24, 2020

"/s/Neville Pearson"

(Digital Signatures should appear as "/s/ [OFFICER NAME]")