

# Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines

## American International Ventures, Inc.

15105 Kestrelglen Way, Lithia, Florida 33547

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### Quarterly Report

For the Period Ending: August 31, 2021

(the "Reporting Period")

As of August 31, 2021, the number of shares outstanding of our Common Stock was:

419,982,940

As of February 28, 2021, the number of shares outstanding of our Common Stock was:

419,982,940

As of May 31, 2021, the number of shares outstanding of our Common Stock was:

419,982,940

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:

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>5</sup> of the company has occurred over this reporting period:

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<sup>5</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.

Yes:  No:

**1) Name and address(es) of the issuer and its predecessors (if any)**

In answering this item, provide the current name of the issuer any names used by predecessor entities, along with the dates of the name changes.

American International Ventures, Inc., (the "Company") was originally organized as Lucky Seven Gas and Minerals, Inc., under the laws of the State of Pennsylvania on July 16, 1984. The name was changed to Lucky Seven Gold Mines, Inc. on June 24, 1996. American Precious Metals, Inc. was formed January 13, 1998 under the laws of the State of Delaware. On March 16, 1998 Lucky Seven Gold Mines, Inc. merged into American Precious Metals, Inc., the surviving corporation. The name was changed to American Global Enterprises, Inc. on November 13, 2000 and changed again on December 21, 2000 to American International Ventures, Inc. On March 23, 2012 the Company acquired all the outstanding shares of Placer Gold Prospecting, Inc. a Florida corporation with eight mineral properties in Nevada for 162,350,000 common shares of American International Ventures, Inc.

The state of incorporation or registration of the issuer and of each of its predecessors (if any) during the past five years; Please also include the issuer's current standing in its state of incorporation (e.g. active, default, inactive):

American International Ventures, Inc., Delaware Corporation, Active

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

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

The address(es) of the issuer's principal executive office:

15105 Kestrelglen Way Lithia, FL 33547

The address(es) of the issuer's principal place of business:

*Check box if principal executive office and principal place of business are the same address:*

\_\_\_\_\_

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

Yes:  No:

If this issuer or any of its predecessors have been the subject of such proceedings, please provide additional details in the space below:

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**2) Security Information**

Trading symbol:	<u>AIVN</u>	
Exact title and class of securities outstanding:	<u>Common</u>	
CUSIP:	<u>02687c 10 9</u>	
Par or stated value:	<u>\$0.00001</u>	
Total shares authorized:	<u>800,000,000</u>	as of date: <u>Aug 31, 2021</u>
Total shares outstanding:	<u>419,982,940</u>	as of date: <u>Aug 31, 2021</u>
Number of shares in the Public Float <sup>6</sup> :	<u>83,383,374</u>	as of date: <u>Aug 31, 2021</u>
Total number of shareholders of record:	<u>381</u>	as of date: <u>Aug 31, 2021</u>

*All additional class(es) of publicly traded 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: Issuer Direct Transfer Company  
Phone: (801) 272-9294  
Email: Julie.felix@issuereirect.com  
Address: One Glenwood Ave, Suite 1001, Raleigh, NC 27603

Is the Transfer Agent registered under the Exchange Act?<sup>7</sup> Yes:  No:

**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:

<sup>6</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>7</sup> To be included in the Pink Current Information tier, the transfer agent must be registered under the Exchange Act.

Shares Outstanding as of Second Most Recent Fiscal Year End:			*Right-click the rows below and select "Insert" to add rows as needed.						
Opening Balance									
Date <u>May 31, 2019</u>									
Common: <u>413,982,940</u>									
Preferred: <u>NONE</u>									
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	Restricted or Unrestricted as of this filing.	Exemption or Registration Type.
<u>Oct 4, 2019</u>	<u>Issuance</u>	<u>250,000</u>	<u>Common</u>	<u>.00001</u>	<u>Yes</u>	<u>Vito Federici</u>	<u>Service</u>	<u>R</u>	
<u>Oct 4, 2019</u>	<u>Issuance</u>	<u>250,000</u>	<u>Common</u>	<u>.00001</u>	<u>Yes</u>	<u>Agung Purmomo</u>	<u>Service</u>	<u>R</u>	
<u>Oct 4, 2019</u>	<u>Issuance</u>	<u>250,000</u>	<u>Common</u>	<u>.00001</u>	<u>Yes</u>	<u>Jennifer Polce</u>	<u>Service</u>	<u>R</u>	
<u>Oct 4, 2019</u>	<u>Issuance</u>	<u>250,000</u>	<u>Common</u>	<u>.00001</u>	<u>Yes</u>	<u>Michael Studer Family Trust</u>	<u>Service</u>		
<u>Oct 4, 2019</u>	<u>Issuance</u>	<u>250,000</u>	<u>Common</u>	<u>.00001</u>	<u>Yes</u>	<u>John Ousey</u>	<u>Service</u>	<u>R</u>	
<u>Oct 4, 2019</u>	<u>Issuance</u>	<u>250,000</u>	<u>Common</u>	<u>.00001</u>	<u>Yes</u>	<u>Kevin Gillen</u>	<u>Service</u>	<u>R</u>	
<u>Oct 4, 2019</u>	<u>Issuance</u>	<u>250,000</u>	<u>Common</u>	<u>.00001</u>	<u>Yes</u>	<u>Jose G. Garcia</u>	<u>Service</u>	<u>R</u>	
<u>Oct 4, 2019</u>	<u>Issuance</u>	<u>250,000</u>	<u>Common</u>	<u>.00001</u>	<u>Yes</u>	<u>Robert G. Polce Jr.</u>	<u>Service</u>	<u>R</u>	
<u>Oct 4, 2019</u>	<u>Issuance</u>	<u>250,000</u>	<u>Common</u>	<u>.00001</u>	<u>Yes</u>	<u>Paul "Mike" Muncy</u>	<u>Service</u>	<u>R</u>	
<u>Oct 4, 2019</u>	<u>Issuance</u>	<u>250,000</u>	<u>Common</u>	<u>.00001</u>	<u>Yes</u>	<u>Jenevieve Gillen</u>	<u>Service</u>	<u>R</u>	
<u>Oct 4, 2019</u>	<u>Issuance</u>	<u>250,000</u>	<u>Common</u>	<u>.00001</u>	<u>Yes</u>	<u>Frederick R. Dunne, Jr.</u>	<u>Service</u>	<u>R</u>	
<u>Oct 4, 2019</u>	<u>Issuance</u>	<u>250,000</u>	<u>Common</u>	<u>.00001</u>	<u>Yes</u>	<u>Jack Wagenti</u>	<u>Service</u>	<u>R</u>	

<u>Oct 6, 2020</u>	<u>Issuance</u>	<u>250,000</u>	<u>Common</u>	<u>.00001</u>	<u>Yes</u>	<u>Agung Purmomo</u>	<u>Service</u>	<u>R</u>	
<u>Oct 6, 2020</u>	<u>Issuance</u>	<u>250,000</u>	<u>Common</u>	<u>.00001</u>	<u>Yes</u>	<u>Jennifer Polce</u>	<u>Service</u>	<u>R</u>	
<u>Oct 6, 2020</u>	<u>Issuance</u>	<u>250,000</u>	<u>Common</u>	<u>.00001</u>	<u>Yes</u>	<u>John Ousey</u>	<u>Service</u>	<u>R</u>	
<u>Oct 6, 2020</u>	<u>Issuance</u>	<u>250,000</u>	<u>Common</u>	<u>.00001</u>	<u>Yes</u>	<u>Michael T. Studer Family Trust</u>	<u>Service</u>	<u>R</u>	
<u>Oct 6, 2020</u>	<u>Issuance</u>	<u>250,000</u>	<u>Common</u>	<u>.00001</u>	<u>Yes</u>	<u>Jose Garcia</u>	<u>Service</u>	<u>R</u>	
<u>Oct 6, 2020</u>	<u>Issuance</u>	<u>250,000</u>	<u>Common</u>	<u>.00001</u>	<u>Yes</u>	<u>Kevin Gillen</u>	<u>Service</u>	<u>R</u>	
<u>Oct 6, 2020</u>	<u>Issuance</u>	<u>250,000</u>	<u>Common</u>	<u>.00001</u>	<u>Yes</u>	<u>Robert G. Polce, Jr.</u>	<u>Service</u>	<u>R</u>	
<u>Oct 6, 2020</u>	<u>Issuance</u>	<u>250,000</u>	<u>Common</u>	<u>.00001</u>	<u>Yes</u>	<u>Paul "Mike" Muncy</u>	<u>Service</u>	<u>R</u>	
<u>Oct 6, 2020</u>	<u>Issuance</u>	<u>250,000</u>	<u>Common</u>	<u>.00001</u>	<u>Yes</u>	<u>Frederick R. Dunne, Jr.</u>	<u>Service</u>	<u>R</u>	
<u>Oct 6, 2020</u>	<u>Issuance</u>	<u>250,000</u>	<u>Common</u>	<u>.00001</u>	<u>Yes</u>	<u>Jenevieve Gillen</u>	<u>Service</u>	<u>R</u>	
<u>Oct 6, 2020</u>	<u>Issuance</u>	<u>250,000</u>	<u>Common</u>	<u>.00001</u>	<u>Yes</u>	<u>Jack Wagenti</u>	<u>Service</u>	<u>R</u>	
<u>Dec 6, 2020</u>	<u>Issuance</u>	<u>250,000</u>	<u>Common</u>	<u>.00001</u>	<u>Yes</u>	<u>Richard Scheller</u>	<u>Service</u>	<u>R</u>	

Shares Outstanding on Date of This Report:

Ending Balance Ending  
Balance:  
Date May 31, 2021,  
Common: 419,982,940  
Preferred: NONE

**Example:** A company with a fiscal year end of December 31<sup>st</sup>, in addressing this item for its quarter ended June 30, 2021, would include any events that resulted in changes to any class of its outstanding shares from the period beginning on January 1, 2019 through June 30, 2021 pursuant to the tabular format above.

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

\_\_\_\_\_

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

Use the chart and additional space below to list and describe all outstanding promissory notes, convertible notes, convertible debentures, or any other debt instruments that may be converted into a class of the issuer's equity securities.

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 (entities must have individual with voting / investment control disclosed).	Reason for Issuance (e.g. Loan, Services, etc.)
<u>01/27/2021</u>	<u>1093</u>	<u>1000</u>	<u>93</u>	<u>07/31/2021</u>	<u>see note 1</u>	<u>Frederick R. Dunne, Jr.</u>	<u>Working Capital</u>
<u>01/27/2021</u>	<u>1093</u>	<u>1000</u>	<u>93</u>	<u>07/31/2021</u>	<u>see note 1</u>	<u>Jenevieve Gillen</u>	<u>Working Capital</u>
<u>01/27/2021</u>	<u>67,735</u>	<u>62,000</u>	<u>5,735</u>	<u>07/31/2021</u>	<u>see note 1</u>	<u>Joan Wagenti</u>	<u>Working Capital</u>
<u>01/31/2021</u>	<u>2,158</u>	<u>2,000</u>	<u>158</u>	<u>07/31/2021</u>	<u>see note 1</u>	<u>Joan Wagenti</u>	<u>Working Capital</u>
<u>02/28/2021</u>	<u>18,133</u>	<u>17,000</u>	<u>1,133</u>	<u>07/31/2021</u>	<u>see note 1</u>	<u>Joan Wagenti</u>	<u>Working Capital</u>
<u>03/31/2021</u>	<u>2,106</u>	<u>2,000</u>	<u>106</u>	<u>07/31/2021</u>	<u>See note 1</u>	<u>Joan Wagenti</u>	<u>Working Capital</u>
<u>05/31/2021</u>	<u>13,163</u>	<u>12,500</u>	<u>663</u>	<u>07/31/2021</u>	<u>See note 1</u>	<u>Joan Wagenti</u>	<u>Working Capital</u>

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

- On January 27, 2021, the board approved unanimously the following: Approve Convertible Promissory Notes for the years 2018, 2019, 2020 and 2021. The lenders will waive the common shares and interest when reimbursed in 180 days or sooner from the sale of MSGLD tokens by the Chief Financial Officer.
- The Company also has letters obligating the Company to purchase eight shares of AIVN DE MEXICO for one million dollars.

## 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>8</sup>:

Name: **Michael Studer, CPA P.C.**  
Title: **Accountant**  
Relationship to Issuer: **Consultant**

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 Retained Earnings (Statement of Changes in 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.

#### **Financials End of this Document**

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")

American International Ventures, Inc. (AIVN) is a gold and silver mining company with a focus on acquiring mines in operator friendly regions of the United States and Mexico. AIVN flagship mining property "The Mother Lode" in Baja California, Mexico is an enormous mining district, with a rich history starting at the turn of the 20th century when over 200,000 ounces of gold was mined in only 10 years. Only 10% of the property has been tested for gold; the areas that have, return consistently high-grade results. American International Ventures Inc., subsidiary AIVN DE MEXICO owns eleven concessions in Baja California, Mexico.

AIVN wholly owned subsidiary: GEOENERGY is a diversified mining and mineral asset management company that is involved in energy, natural resource and fuel related industries. GEOENERGY (along with its partners and affiliates)

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<sup>8</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.

control over 1.5 billion tons of Coal and other mineral assets in worldwide (including Indonesia) GEOENERGY has worked to develop technologies which support recent government mandates to create jobs and value-added products that is mandated under new regulations set forth by the Indonesian government to increase the value of raw minerals through processing on shore, for domestic use and export. Our Coal to Liquids business model provides total compliance with these mandates. It further eliminates expensive Coal Drying Techniques currently utilized.

Prior to the acquisition of GeoEnergy as a wholly owned subsidiary of AIVN, principals of the GeoAsia group, Mr. Polce and Paul “Mike” Muncy, Chief Technology Officer, worked closely with Indonesian mining companies in their joint efforts to comply with local restrictions requiring value added processing of mineral resources in that country. In consummating the agreement announced herein, the parties negotiated in excess of 2 years. By coupling US Patented Clean Coal Technology with Market Requirements in the PAC Rim, this international business symbiosis was made possible (in part) by the new tax regulations instituted by the current administration.

B. Please list any subsidiaries, parents, or affiliated companies.

Affiliates: Mega Mines, Inc. formerly Placer Gold Prospecting, Inc., AIVN DE MEXICO, Baja California, Mexico, GeoEnergy USA Inc., GEOASIA LTD, GEOFUEL (SINGAPORE) PTE LTD, & GEO QTX SYNFUELS INC

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

D. Describe the issuers’ principal products or services.

Precious metals, coal and oil.

## 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 and the extent in which the facilities are utilized.

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 will be the exploitation of mineral resources from its mining claims. Since its inception, the Company has acquired mining claims, in both the U.S. and Mexico, and is currently exploring these claims and expects to begin exploiting them during the next year. Mining began in June 2013 on a claim acquired by AIVN de Mexico and sales were realized from this activity during the years ended May 31, 2013, 2014, 2016 and 2017. Mining was suspended. Resolution of these problems is expected at which time the Company will resume mining at this claim. The Alamo mining concessions are:

Name	Concession No.	Hectares
La Sorpresa	203304	90.000
La Sorpresa II	203254	265.000
La Sorpresa III	218574	71.000
La Sorpresa IV	198057	19.000
LAS III Fraccion 2 Frac I	227920	12.000
LAS III Fraccion 2 Frac II	227921	12.000

LAS III Fraccion 2 Frac III	227922	72.000
El Cid	219881	550.674
El Cid 1	219882	72.000
Dolores	219883	1266.150
M. Carter	223403	66.6054

AIVN's wholly owned subsidiary GeoEnergy has entered into a joint venture agreement with PT Musi Bumi Energi an Indonesia Corporation ("MBE"). MBE has an 8855-hectare (21,881 acre) coal concession, located at Musi Banyuasin, South Sumatera, Indonesia. Coal reserves of approximately one hundred million (100,000,000) metric tons (Pre-Jorc estimate) of low rank subbituminous coal reserves located on said concession.

The intent of this joint venture is to develop Coal to Liquids (CTL) plants using coal reserves located on the joint venture coal concessions. The first phase of this development will consist of one coal to liquid plant that consumes two thousand (2,000) tons of coal per day producing eight thousand (8,000) barrels of Synthetic Crude Oil (SCO) per day. Then we will develop what is referred to as a "SET" which ultimately includes four coal to liquid plants and one refinery to process the synthetic crude oil produced into the desired products Each of the four plants will process two thousand tons of coal per day, with a total of eight thousand tons coal input per day. Total synthetic crude oil production will be thirty-two thousand (32,000) barrels per day. With plant production life of 30 years. The total project development cost will be 1.2 Billion (1,200,000,000) USD. With an average cost of Three Hundred Million (300,000,000) USD per Coal to Liquids (CTL) Plant.

On March 10, 2020, the Company executed a Joint Venture Mining Agreement (the "Mining Agreement") with Gold's Gold Group LTD ("GGG"). The Agreement provides for GGG at GGG's expense to mine certain land in Mexico relating to the La Sorpresa II mining claim owned by the Company and to market produced gold. The Agreement provides for the Company to receive 50% of the mining profits (payable monthly) relating to the gold concentrate delivered or sold. The term of the Agreement is to expire the earlier of (i) March 7, 2025 or (ii) completion of mining of 5,500,000 tons of the Contract Tonnage and the sale of the related gold concentrate. If GGG is in default of certain of its obligations under the Agreement and fails to cure the default within 30 days of notice from the Company, the Company has the right to terminate the Agreement. GGG mining activities are expected to commence in 2021.

On May 11, 2020 (amended May 27, 2020), the Company executed an MSGLD Token Subscription Agreement (the "Token Agreement") with MetalStream Ltd, an entity incorporated in Lubuan, Malaysia ("MET"), pursuant to which the Company received 17,496 MSGLD Tokens from MET in exchange for the Company's delivery of 112,500 Canamex GOLDUSA tokens (which the Company received on August 8, 2018 from Canamex Gold Corp. in connection with the Company's sale of the 1.5% Net Smelter Royalty held by the Company on the Bruner Gold Development Project in Nevada) to MET. MET plans to have MSGLD Tokens listed on the internet as an ERC-20 compliant token with the symbol MSGLD on the Ethereum blockchain and plans to entitle holders of MSGLD Tokens to be able to redeem the MSGLD Tokens for physical gold on the basis of 1,000 grams of LMBA Certified gold bullion 99.5% for 1,000 MSGLD Tokens. As of the filing date of these consolidated financial statements, MET has not completed such plans.

## 7) Company Insiders (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, as of the period end date of this report, regarding any person or entity owning 5% or more of any class of the issuer's securities, as well as any officer, and any director of the company, or any person that performs a similar function, regardless of the number of shares they own. **If any insiders 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 (City, State) of an individual representing the corporation or entity in the note section.**

Name of Officer/Director or Control Person	Affiliation with Company (e.g. Officer Title /Director/Owner of more than 5%)	Residential Address (City / State Only)	Number of shares owned	Share type/class	Ownership Percentage of Class Outstanding	Note
<u>Robert G. Polce Jr.</u>	Director	<u>Company</u>	<u>750,000</u>	<u>Common</u>	<u>0.18</u>	<u>1</u>
<u>Paul “Mike” Muncy</u>	<u>Director/CTO</u>	<u>Company</u>	<u>750,000</u>	<u>Common</u>	<u>0.18</u>	<u>1</u>
<u>Frederick R. Dunne, Jr.</u>	<u>Director</u>	<u>Company</u>	<u>3,250,000</u>	<u>Common</u>	<u>0.77</u>	_____
<u>Richard Scheller</u>	<u>Director</u>	<u>Company</u>	<u>250,000</u>	<u>Common</u>	<u>0.06</u>	
<u>Jenevieve Gillen</u>	<u>Director/CEO</u>	<u>Company</u>	<u>5,183,333</u>	<u>Common</u>	1.23	<u>3</u>
<u>Jose G. Garcia</u>	<u>President</u>	<u>Company</u>	<u>3,250,000</u>	<u>Common</u>	<u>0.77</u>	_____
<u>Jack Wagenti</u>	<u>Chairman/CFO</u>	<u>Company</u>	<u>39,910,853</u>	<u>Common</u>	<u>9.50</u>	<u>2</u>
<u>Habsburg Capital LLC</u>	<u>10% more holder</u>	<u>1</u>	<u>80,000,000</u>	<u>Common</u>	<u>19.05</u>	<u>1</u>

1. Mr. Polce and Mr. Muncy are Directors and Officers of Habsburg Capital LLC. The address for Habsburg Capital LLC is 3001 Cityview Drive, Morgantown, WV 26501.
2. Mr. Wagenti is Director/CFO and Secretary Treasurer of the Company. The amount includes 19,705,427 shares held by Mr. Wagenti’s spouse.
3. Mrs. Gillen’s husband, Mr. Gillen is custodian for his sons 3,333,333 common shares.
4. The address for Golds Gold Group LLC is 1 Mapp Street, 3<sup>rd</sup> Floor, Belize City, Belize. The owners of Golds Gold Group are not Officers or Directors of the Company or its Subsidiaries. (53,700,00 common)

## 8) Legal/Disciplinary History

A. Please identify whether any of the persons or entities 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);

No

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;

No

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

No

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.

1972 Jack Wagenti Series 7 suspended 180 days

- 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. 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.

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## 9) Third Party Providers

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

### Securities Counsel

Name: John E Dolkart, Jr.  
Firm: Dolkart Law  
Address 1: 100 Pine Street, suite 1250  
Address 2: San Francisco, CA 94111  
Phone: (516) 378-1000  
Email: john@dolkartlaw.com

### Accountant or Auditor

Name: \_\_\_\_\_  
Firm: \_\_\_\_\_  
Address 1: \_\_\_\_\_  
Address 2: \_\_\_\_\_  
Phone: \_\_\_\_\_  
Email: \_\_\_\_\_

### Investor Relations

Name: Jennifer Polce

Firm: \_\_\_\_\_  
Address 1: \_\_\_\_\_  
Address 2: \_\_\_\_\_  
Phone: \_\_\_\_\_  
Email: jennifer@aivn.co

#### Other Service Providers

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

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

## **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) in each Quarterly Report or Annual Report.

The certifications shall follow the format below:

I, Jenevieve Gillen certify that:

1. I have reviewed this Quarterly Statement of American International 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.

October 20, 2021 [Date]

/s/ Jenevieve Gillen [CEO's Signature]

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

*Principal Financial Officer:*

I, Jack Wagenti certify that:

1. I have reviewed this Quarterly Statement of American International 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.

October 20, 2021 [Date]

/s/ Jack Wagenti [CFO's Signature]

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

# Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines

## American International Ventures, Inc.

15105 Kestrelglen Way, Lithia, Florida 33547

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(813) 944-2988

www.aivn.co

jackwagenti@gmail.com

000005656

### Quarterly Report

For the Period Ending: August 31, 2021

(the "Reporting Period")

As of August 31, 2021, the number of shares outstanding of our Common Stock was:

419,982,940

As of February 28, 2021, the number of shares outstanding of our Common Stock was:

419,982,940

As of May 31, 2021, the number of shares outstanding of our Common Stock was:

419,982,940

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:

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>5</sup> of the company has occurred over this reporting period:

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<sup>5</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.

Yes:  No:

**1) Name and address(es) of the issuer and its predecessors (if any)**

In answering this item, provide the current name of the issuer any names used by predecessor entities, along with the dates of the name changes.

American International Ventures, Inc., (the "Company") was originally organized as Lucky Seven Gas and Minerals, Inc., under the laws of the State of Pennsylvania on July 16, 1984. The name was changed to Lucky Seven Gold Mines, Inc. on June 24, 1996. American Precious Metals, Inc. was formed January 13, 1998 under the laws of the State of Delaware. On March 16, 1998 Lucky Seven Gold Mines, Inc. merged into American Precious Metals, Inc., the surviving corporation. The name was changed to American Global Enterprises, Inc. on November 13, 2000 and changed again on December 21, 2000 to American International Ventures, Inc. On March 23, 2012 the Company acquired all the outstanding shares of Placer Gold Prospecting, Inc. a Florida corporation with eight mineral properties in Nevada for 162,350,000 common shares of American International Ventures, Inc.

The state of incorporation or registration of the issuer and of each of its predecessors (if any) during the past five years; Please also include the issuer's current standing in its state of incorporation (e.g. active, default, inactive):

American International Ventures, Inc., Delaware Corporation, Active

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

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

The address(es) of the issuer's principal executive office:

15105 Kestrelglen Way Lithia, FL 33547

The address(es) of the issuer's principal place of business:

*Check box if principal executive office and principal place of business are the same address:*

\_\_\_\_\_

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

Yes:  No:

If this issuer or any of its predecessors have been the subject of such proceedings, please provide additional details in the space below:

\_\_\_\_\_

**2) Security Information**

Trading symbol:	<u>AIVN</u>	
Exact title and class of securities outstanding:	<u>Common</u>	
CUSIP:	<u>02687c 10 9</u>	
Par or stated value:	<u>\$0.00001</u>	
Total shares authorized:	<u>800,000,000</u>	as of date: <u>Aug 31, 2021</u>
Total shares outstanding:	<u>419,982,940</u>	as of date: <u>Aug 31, 2021</u>
Number of shares in the Public Float <sup>6</sup> :	<u>83,383,374</u>	as of date: <u>Aug 31, 2021</u>
Total number of shareholders of record:	<u>381</u>	as of date: <u>Aug 31, 2021</u>

*All additional class(es) of publicly traded 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: Issuer Direct Transfer Company  
Phone: (801) 272-9294  
Email: Julie.felix@issuereirect.com  
Address: One Glenwood Ave, Suite 1001, Raleigh, NC 27603

Is the Transfer Agent registered under the Exchange Act?<sup>7</sup> Yes:  No:

**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:

<sup>6</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>7</sup> To be included in the Pink Current Information tier, the transfer agent must be registered under the Exchange Act.

Shares Outstanding as of Second Most Recent Fiscal Year End:			*Right-click the rows below and select "Insert" to add rows as needed.						
Opening Balance									
Date <u>May 31, 2019</u>									
Common: <u>413,982,940</u>									
Preferred: <u>NONE</u>									
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	Restricted or Unrestricted as of this filing.	Exemption or Registration Type.
<u>Oct 4, 2019</u>	<u>Issuance</u>	<u>250,000</u>	<u>Common</u>	<u>.00001</u>	<u>Yes</u>	<u>Vito Federici</u>	<u>Service</u>	<u>R</u>	
<u>Oct 4, 2019</u>	<u>Issuance</u>	<u>250,000</u>	<u>Common</u>	<u>.00001</u>	<u>Yes</u>	<u>Agung Purmomo</u>	<u>Service</u>	<u>R</u>	
<u>Oct 4, 2019</u>	<u>Issuance</u>	<u>250,000</u>	<u>Common</u>	<u>.00001</u>	<u>Yes</u>	<u>Jennifer Polce</u>	<u>Service</u>	<u>R</u>	
<u>Oct 4, 2019</u>	<u>Issuance</u>	<u>250,000</u>	<u>Common</u>	<u>.00001</u>	<u>Yes</u>	<u>Michael Studer Family Trust</u>	<u>Service</u>		
<u>Oct 4, 2019</u>	<u>Issuance</u>	<u>250,000</u>	<u>Common</u>	<u>.00001</u>	<u>Yes</u>	<u>John Ousey</u>	<u>Service</u>	<u>R</u>	
<u>Oct 4, 2019</u>	<u>Issuance</u>	<u>250,000</u>	<u>Common</u>	<u>.00001</u>	<u>Yes</u>	<u>Kevin Gillen</u>	<u>Service</u>	<u>R</u>	
<u>Oct 4, 2019</u>	<u>Issuance</u>	<u>250,000</u>	<u>Common</u>	<u>.00001</u>	<u>Yes</u>	<u>Jose G. Garcia</u>	<u>Service</u>	<u>R</u>	
<u>Oct 4, 2019</u>	<u>Issuance</u>	<u>250,000</u>	<u>Common</u>	<u>.00001</u>	<u>Yes</u>	<u>Robert G. Polce Jr.</u>	<u>Service</u>	<u>R</u>	
<u>Oct 4, 2019</u>	<u>Issuance</u>	<u>250,000</u>	<u>Common</u>	<u>.00001</u>	<u>Yes</u>	<u>Paul "Mike" Muncy</u>	<u>Service</u>	<u>R</u>	
<u>Oct 4, 2019</u>	<u>Issuance</u>	<u>250,000</u>	<u>Common</u>	<u>.00001</u>	<u>Yes</u>	<u>Jenevieve Gillen</u>	<u>Service</u>	<u>R</u>	
<u>Oct 4, 2019</u>	<u>Issuance</u>	<u>250,000</u>	<u>Common</u>	<u>.00001</u>	<u>Yes</u>	<u>Frederick R. Dunne, Jr.</u>	<u>Service</u>	<u>R</u>	
<u>Oct 4, 2019</u>	<u>Issuance</u>	<u>250,000</u>	<u>Common</u>	<u>.00001</u>	<u>Yes</u>	<u>Jack Wagenti</u>	<u>Service</u>	<u>R</u>	

<u>Oct 6, 2020</u>	<u>Issuance</u>	<u>250,000</u>	<u>Common</u>	<u>.00001</u>	<u>Yes</u>	<u>Agung Purmomo</u>	<u>Service</u>	<u>R</u>	
<u>Oct 6, 2020</u>	<u>Issuance</u>	<u>250,000</u>	<u>Common</u>	<u>.00001</u>	<u>Yes</u>	<u>Jennifer Polce</u>	<u>Service</u>	<u>R</u>	
<u>Oct 6, 2020</u>	<u>Issuance</u>	<u>250,000</u>	<u>Common</u>	<u>.00001</u>	<u>Yes</u>	<u>John Ousey</u>	<u>Service</u>	<u>R</u>	
<u>Oct 6, 2020</u>	<u>Issuance</u>	<u>250,000</u>	<u>Common</u>	<u>.00001</u>	<u>Yes</u>	<u>Michael T. Studer Family Trust</u>	<u>Service</u>	<u>R</u>	
<u>Oct 6, 2020</u>	<u>Issuance</u>	<u>250,000</u>	<u>Common</u>	<u>.00001</u>	<u>Yes</u>	<u>Jose Garcia</u>	<u>Service</u>	<u>R</u>	
<u>Oct 6, 2020</u>	<u>Issuance</u>	<u>250,000</u>	<u>Common</u>	<u>.00001</u>	<u>Yes</u>	<u>Kevin Gillen</u>	<u>Service</u>	<u>R</u>	
<u>Oct 6, 2020</u>	<u>Issuance</u>	<u>250,000</u>	<u>Common</u>	<u>.00001</u>	<u>Yes</u>	<u>Robert G. Polce, Jr.</u>	<u>Service</u>	<u>R</u>	
<u>Oct 6, 2020</u>	<u>Issuance</u>	<u>250,000</u>	<u>Common</u>	<u>.00001</u>	<u>Yes</u>	<u>Paul "Mike" Muncy</u>	<u>Service</u>	<u>R</u>	
<u>Oct 6, 2020</u>	<u>Issuance</u>	<u>250,000</u>	<u>Common</u>	<u>.00001</u>	<u>Yes</u>	<u>Frederick R. Dunne, Jr.</u>	<u>Service</u>	<u>R</u>	
<u>Oct 6, 2020</u>	<u>Issuance</u>	<u>250,000</u>	<u>Common</u>	<u>.00001</u>	<u>Yes</u>	<u>Jenevieve Gillen</u>	<u>Service</u>	<u>R</u>	
<u>Oct 6, 2020</u>	<u>Issuance</u>	<u>250,000</u>	<u>Common</u>	<u>.00001</u>	<u>Yes</u>	<u>Jack Wagenti</u>	<u>Service</u>	<u>R</u>	
<u>Dec 6, 2020</u>	<u>Issuance</u>	<u>250,000</u>	<u>Common</u>	<u>.00001</u>	<u>Yes</u>	<u>Richard Scheller</u>	<u>Service</u>	<u>R</u>	

Shares Outstanding on Date of This Report:

Ending Balance Ending  
Balance:  
Date May 31, 2021,  
Common: 419,982,940  
Preferred: NONE

**Example:** A company with a fiscal year end of December 31<sup>st</sup>, in addressing this item for its quarter ended June 30, 2021, would include any events that resulted in changes to any class of its outstanding shares from the period beginning on January 1, 2019 through June 30, 2021 pursuant to the tabular format above.

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

\_\_\_\_\_

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

Use the chart and additional space below to list and describe all outstanding promissory notes, convertible notes, convertible debentures, or any other debt instruments that may be converted into a class of the issuer's equity securities.

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 (entities must have individual with voting / investment control disclosed).	Reason for Issuance (e.g. Loan, Services, etc.)
<u>01/27/2021</u>	<u>1093</u>	<u>1000</u>	<u>93</u>	<u>07/31/2021</u>	<u>see note 1</u>	<u>Frederick R. Dunne, Jr.</u>	<u>Working Capital</u>
<u>01/27/2021</u>	<u>1093</u>	<u>1000</u>	<u>93</u>	<u>07/31/2021</u>	<u>see note 1</u>	<u>Jenevieve Gillen</u>	<u>Working Capital</u>
<u>01/27/2021</u>	<u>67,735</u>	<u>62,000</u>	<u>5,735</u>	<u>07/31/2021</u>	<u>see note 1</u>	<u>Joan Wagenti</u>	<u>Working Capital</u>
<u>01/31/2021</u>	<u>2,158</u>	<u>2,000</u>	<u>158</u>	<u>07/31/2021</u>	<u>see note 1</u>	<u>Joan Wagenti</u>	<u>Working Capital</u>
<u>02/28/2021</u>	<u>18,133</u>	<u>17,000</u>	<u>1,133</u>	<u>07/31/2021</u>	<u>see note 1</u>	<u>Joan Wagenti</u>	<u>Working Capital</u>
<u>03/31/2021</u>	<u>2,106</u>	<u>2,000</u>	<u>106</u>	<u>07/31/2021</u>	<u>See note 1</u>	<u>Joan Wagenti</u>	<u>Working Capital</u>
<u>05/31/2021</u>	<u>13,163</u>	<u>12,500</u>	<u>663</u>	<u>07/31/2021</u>	<u>See note 1</u>	<u>Joan Wagenti</u>	<u>Working Capital</u>

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

- On January 27, 2021, the board approved unanimously the following: Approve Convertible Promissory Notes for the years 2018, 2019, 2020 and 2021. The lenders will waive the common shares and interest when reimbursed in 180 days or sooner from the sale of MSGLD tokens by the Chief Financial Officer.
- The Company also has letters obligating the Company to purchase eight shares of AIVN DE MEXICO for one million dollars.

## 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>8</sup>:

Name: **Michael Studer, CPA P.C.**  
Title: **Accountant**  
Relationship to Issuer: **Consultant**

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 Retained Earnings (Statement of Changes in 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.

#### **Financials End of this Document**

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")

American International Ventures, Inc. (AIVN) is a gold and silver mining company with a focus on acquiring mines in operator friendly regions of the United States and Mexico. AIVN flagship mining property "The Mother Lode" in Baja California, Mexico is an enormous mining district, with a rich history starting at the turn of the 20th century when over 200,000 ounces of gold was mined in only 10 years. Only 10% of the property has been tested for gold; the areas that have, return consistently high-grade results. American International Ventures Inc., subsidiary AIVN DE MEXICO owns eleven concessions in Baja California, Mexico.

AIVN wholly owned subsidiary: GEOENERGY is a diversified mining and mineral asset management company that is involved in energy, natural resource and fuel related industries. GEOENERGY (along with its partners and affiliates)

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<sup>8</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.

control over 1.5 billion tons of Coal and other mineral assets in worldwide (including Indonesia) GEOENERGY has worked to develop technologies which support recent government mandates to create jobs and value-added products that is mandated under new regulations set forth by the Indonesian government to increase the value of raw minerals through processing on shore, for domestic use and export. Our Coal to Liquids business model provides total compliance with these mandates. It further eliminates expensive Coal Drying Techniques currently utilized.

Prior to the acquisition of GeoEnergy as a wholly owned subsidiary of AIVN, principals of the GeoAsia group, Mr. Polce and Paul “Mike” Muncy, Chief Technology Officer, worked closely with Indonesian mining companies in their joint efforts to comply with local restrictions requiring value added processing of mineral resources in that country. In consummating the agreement announced herein, the parties negotiated in excess of 2 years. By coupling US Patented Clean Coal Technology with Market Requirements in the PAC Rim, this international business symbiosis was made possible (in part) by the new tax regulations instituted by the current administration.

B. Please list any subsidiaries, parents, or affiliated companies.

Affiliates: Mega Mines, Inc. formerly Placer Gold Prospecting, Inc., AIVN DE MEXICO, Baja California, Mexico, GeoEnergy USA Inc., GEOASIA LTD, GEOFUEL (SINGAPORE) PTE LTD, & GEO QTX SYNFUELS INC

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

D. Describe the issuers’ principal products or services.

Precious metals, coal and oil.

## 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 and the extent in which the facilities are utilized.

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 will be the exploitation of mineral resources from its mining claims. Since its inception, the Company has acquired mining claims, in both the U.S. and Mexico, and is currently exploring these claims and expects to begin exploiting them during the next year. Mining began in June 2013 on a claim acquired by AIVN de Mexico and sales were realized from this activity during the years ended May 31, 2013, 2014, 2016 and 2017. Mining was suspended. Resolution of these problems is expected at which time the Company will resume mining at this claim. The Alamo mining concessions are:

Name	Concession No.	Hectares
La Sorpresa	203304	90.000
La Sorpresa II	203254	265.000
La Sorpresa III	218574	71.000
La Sorpresa IV	198057	19.000
LAS III Fraccion 2 Frac I	227920	12.000
LAS III Fraccion 2 Frac II	227921	12.000

LAS III Fraccion 2 Frac III	227922	72.000
El Cid	219881	550.674
El Cid 1	219882	72.000
Dolores	219883	1266.150
M. Carter	223403	66.6054

AIVN's wholly owned subsidiary GeoEnergy has entered into a joint venture agreement with PT Musi Bumi Energi an Indonesia Corporation ("MBE"). MBE has an 8855-hectare (21,881 acre) coal concession, located at Musi Banyuasin, South Sumatera, Indonesia. Coal reserves of approximately one hundred million (100,000,000) metric tons (Pre-Jorc estimate) of low rank subbituminous coal reserves located on said concession.

The intent of this joint venture is to develop Coal to Liquids (CTL) plants using coal reserves located on the joint venture coal concessions. The first phase of this development will consist of one coal to liquid plant that consumes two thousand (2,000) tons of coal per day producing eight thousand (8,000) barrels of Synthetic Crude Oil (SCO) per day. Then we will develop what is referred to as a "SET" which ultimately includes four coal to liquid plants and one refinery to process the synthetic crude oil produced into the desired products Each of the four plants will process two thousand tons of coal per day, with a total of eight thousand tons coal input per day. Total synthetic crude oil production will be thirty-two thousand (32,000) barrels per day. With plant production life of 30 years. The total project development cost will be 1.2 Billion (1,200,000,000) USD. With an average cost of Three Hundred Million (300,000,000) USD per Coal to Liquids (CTL) Plant.

On March 10, 2020, the Company executed a Joint Venture Mining Agreement (the "Mining Agreement") with Gold's Gold Group LTD ("GGG"). The Agreement provides for GGG at GGG's expense to mine certain land in Mexico relating to the La Sorpresa II mining claim owned by the Company and to market produced gold. The Agreement provides for the Company to receive 50% of the mining profits (payable monthly) relating to the gold concentrate delivered or sold. The term of the Agreement is to expire the earlier of (i) March 7, 2025 or (ii) completion of mining of 5,500,000 tons of the Contract Tonnage and the sale of the related gold concentrate. If GGG is in default of certain of its obligations under the Agreement and fails to cure the default within 30 days of notice from the Company, the Company has the right to terminate the Agreement. GGG mining activities are expected to commence in 2021.

On May 11, 2020 (amended May 27, 2020), the Company executed an MSGLD Token Subscription Agreement (the "Token Agreement") with MetalStream Ltd, an entity incorporated in Lubuan, Malaysia ("MET"), pursuant to which the Company received 17,496 MSGLD Tokens from MET in exchange for the Company's delivery of 112,500 Canamex GOLDUSA tokens (which the Company received on August 8, 2018 from Canamex Gold Corp. in connection with the Company's sale of the 1.5% Net Smelter Royalty held by the Company on the Bruner Gold Development Project in Nevada) to MET. MET plans to have MSGLD Tokens listed on the internet as an ERC-20 compliant token with the symbol MSGLD on the Ethereum blockchain and plans to entitle holders of MSGLD Tokens to be able to redeem the MSGLD Tokens for physical gold on the basis of 1,000 grams of LMBA Certified gold bullion 99.5% for 1,000 MSGLD Tokens. As of the filing date of these consolidated financial statements, MET has not completed such plans.

## 7) Company Insiders (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, as of the period end date of this report, regarding any person or entity owning 5% or more of any class of the issuer's securities, as well as any officer, and any director of the company, or any person that performs a similar function, regardless of the number of shares they own. **If any insiders 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 (City, State) of an individual representing the corporation or entity in the note section.**

Name of Officer/Director or Control Person	Affiliation with Company (e.g. Officer Title /Director/Owner of more than 5%)	Residential Address (City / State Only)	Number of shares owned	Share type/class	Ownership Percentage of Class Outstanding	Note
<u>Robert G. Polce Jr.</u>	Director	<u>Company</u>	<u>750,000</u>	<u>Common</u>	<u>0.18</u>	<u>1</u>
<u>Paul "Mike" Muncy</u>	<u>Director/CTO</u>	<u>Company</u>	<u>750,000</u>	<u>Common</u>	<u>0.18</u>	<u>1</u>
<u>Frederick R. Dunne, Jr.</u>	<u>Director</u>	<u>Company</u>	<u>3,250,000</u>	<u>Common</u>	<u>0.77</u>	<u>_____</u>
<u>Jenevieve Gillen</u>	<u>Director/CEO</u>	<u>Company</u>	<u>1,850,000</u>	<u>Common</u>	<u>0.44</u>	<u>3</u>
<u>Jose G. Garcia</u>	<u>President</u>	<u>Company</u>	<u>3,250,000</u>	<u>Common</u>	<u>0.77</u>	<u>_____</u>
<u>Jack Wagenti</u>	<u>Chairman/CFO</u>	<u>Company</u>	<u>39,910,853</u>	<u>Common</u>	<u>9.51</u>	<u>2</u>
<u>Habsburg Capital LLC</u>	<u>10% more holder</u>	<u>1</u>	<u>80,000,000</u>	<u>Common</u>	<u>19.06</u>	<u>1</u>

1. Mr. Polce and Mr. Muncy are Directors and Officers of Habsburg Capital LLC. The address for Habsburg Capital LLC is 3001 Cityview Drive, Morgantown, WV 26501.
2. Mr. Wagenti is Director/CFO and Secretary Treasurer of the Company. The amount includes 19,705,427 shares held by Mr. Wagenti's spouse.
3. Mrs. Gillen's husband, Mr. Gillen is custodian for his sons 3,333,333 common shares.
4. The address for Golds Gold Group LLC is 1 Mapp Street, 3<sup>rd</sup> Floor, Belize City, Belize. The owners of Golds Gold Group are not Officers or Directors of the Company or its Subsidiaries. (53,700,00 common)

## 8) Legal/Disciplinary History

A. Please identify whether any of the persons or entities 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);

No

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;

No

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

No

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.

1972 Jack Wagenti Series 7 suspended 180 days

- 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. 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.

## 9) Third Party Providers

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

### Securities Counsel

Name: John E Dolkart, Jr.  
Firm: Dolkart Law  
Address 1: 100 Pine Street, suite 1250  
Address 2: San Francisco, CA 94111  
Phone: (516) 378-1000  
Email: john@dolkartlaw.com

### Accountant or Auditor

Name: \_\_\_\_\_  
Firm: \_\_\_\_\_  
Address 1: \_\_\_\_\_  
Address 2: \_\_\_\_\_  
Phone: \_\_\_\_\_  
Email: \_\_\_\_\_

### Investor Relations

Name: Jennifer Polce  
Firm: \_\_\_\_\_

Address 1: \_\_\_\_\_  
Address 2: \_\_\_\_\_  
Phone: \_\_\_\_\_  
Email: jennifer@aivn.co

#### Other Service Providers

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

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

## 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) in each Quarterly Report or Annual Report.

The certifications shall follow the format below:

I, Jenevieve Gillen certify that:

1. I have reviewed this Quarterly Statement of American International 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.

October 20, 2021 [Date]

/s/ Jenevieve Gillen [CEO's Signature]

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

*Principal Financial Officer:*

I, Jack Wagenti certify that:

1. I have reviewed this Quarterly Statement of American International 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.

October 20, 2021 [Date]

/s/ Jack Wagenti [CFO's Signature]

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

AMERICAN INTERNATIONAL VENTURES, INC.  
Index to Unaudited Consolidated Financial Statements

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**AMERICAN INTERNATIONAL VENTURES, INC.**  
**CONSOLIDATED BALANCE SHEETS**  
(Unaudited)

	<u>August 31, 2021</u>	<u>May 31, 2021</u>
<b><u>ASSETS</u></b>		
<b>Current Assets</b>		
Cash	\$ 8,525	\$ 34,960
Miscellaneous receivables	1,000	1,000
Total current assets	<u>9,525</u>	<u>35,960</u>
<b>Fixed Assets</b>		
Mining equipment	381,458	383,269
Vehicles	141,991	142,105
Office furniture and equipment	31,329	31,347
Total fixed assets	<u>554,778</u>	<u>556,721</u>
Less accumulated depreciation	<u>(554,778)</u>	<u>(548,154)</u>
Net fixed assets	<u>-</u>	<u>8,567</u>
<b>Other Assets</b>		
Investment in securities	6,381	6,381
Intangible assets, net of accumulated amortization	6,208	6,933
Mining claims	397,960	397,985
Total other assets	<u>410,549</u>	<u>411,299</u>
<b>TOTAL ASSETS</b>	<u><u>\$ 420,074</u></u>	<u><u>\$ 455,826</u></u>
<b><u>LIABILITIES AND STOCKHOLDERS' EQUITY</u></b>		
<b>Current Liabilities</b>		
Accounts payable and accrued expenses	\$ 118,560	\$ 117,230
Convertible notes payable to related parties	97,500	97,500
Loans payable to related parties (non-interest bearing and due on demand)	1,008	8,508
Total current liabilities and total liabilities	<u>217,068</u>	<u>223,238</u>
<b>Stockholders' Equity</b>		
Common stock - authorized, 800,000,000 shares of \$.00001 par value; issued and outstanding, 419,982,940 and 419,982,940 shares, respectively	4,200	4,200
Additional paid in capital	8,987,784	8,987,784
Accumulated deficit	(8,615,209)	(8,586,719)
Accumulated other comprehensive income (loss)	<u>36,340</u>	<u>36,006</u>
Total American International Ventures, Inc. stockholders' equity	413,115	441,271
Non controlling interest	<u>(210,109)</u>	<u>(208,683)</u>
Total stockholders' equity	<u>203,006</u>	<u>232,588</u>
<b>TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY</b>	<u><u>\$ 420,074</u></u>	<u><u>\$ 455,826</u></u>

The accompanying notes are an integral part of these financial statements.

**AMERICAN INTERNATIONAL VENTURES, INC.**  
**CONSOLIDATED STATEMENTS OF OPERATIONS**  
**(Unaudited)**

	Three Months Ended August 31	
	2021	2020
<b>Sales</b>	\$ -	\$ -
Cost of sales	-	-
Gross profit (loss)	-	-
Operating Expenses:		
Stock-based compensation for officers,directors and consultants	-	-
Professional fees	7,200	1,600
Depreciation and amortization	9,276	8,902
Other	7,319	6,222
Total Operating expenses	23,795	16,724
<b>Loss from operations</b>	(23,795)	(16,724)
Other income (expense):		
Interest expense	(6,191)	(1,741)
Total other income (expense)	(6,191)	(1,741)
<b>Loss before income taxes</b>	(29,986)	(18,465)
Provision for income taxes	-	-
<b>Net Loss</b>	(29,986)	(18,465)
Net loss attributable to noncontrolling interests	1,496	1,431
<b>Net loss attributable to American International Ventures, Inc.</b>	<b>\$ (28,490)</b>	<b>\$ (17,034)</b>
<b>Net income (loss) Per Share – Basic and Diluted</b>	<b>\$ (0.00)</b>	<b>\$ (0.00)</b>
Weighted Average Number of Shares Outstanding - Basic and Diluted	419,982,940	415,638,678
Comprehensive income (loss):		
Net loss attributable to American International Ventures, Inc	\$ (28,490)	\$ (17,034)
Other comprehensive income (loss):		
Foreign exchange translation adjustment	334	89
Total comprehensive loss	\$ (28,156)	\$ (16,945)
The accompanying notes are an integral part of these financial statements		

**AMERICAN INTERNATIONAL VENTURES, INC.**  
**CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY**  
**Three Months Ended August 31, 2021 and 2020**  
**(Unaudited)**

Three Months Ended August 31, 2021

	<u>Common Shares</u>		Additional Paid In Capital	Accumulated Deficit	Non-Controlling Interest	Accumulated Other Comprehensive Income	Total
	Number	Par Value					
Balance, May 31, 2021	419,982,940	\$ 4,200	\$ 8,987,784	\$ (8,586,719)	\$ (208,683)	\$ 36,006	\$ 232,588
Net loss	-	-	-	(28,490)	(1,496)	-	(29,986)
Other comprehensive loss	-	-	-	-	70	334	404
Balance, August 31, 2021	<u>419,982,940</u>	<u>\$ 4,200</u>	<u>\$ 8,987,784</u>	<u>\$ (8,615,209)</u>	<u>\$ (210,109)</u>	<u>\$ 36,340</u>	<u>\$ 203,006</u>

Three Months Ended August 31, 2020

	<u>Common Shares</u>		Additional Paid In Capital	Accumulated Deficit	Non-Controlling Interest	Accumulated Other Comprehensive Income	Total
	Number	Par Value					
Balance, May 31, 2020	416,982,940	\$ 4,170	\$ 8,959,714	\$ (8,493,742)	\$ (206,480)	\$ 37,926	\$ 301,588
Net loss	-	-	-	(17,034)	(1,431)	-	(18,465)
Other comprehensive income (loss)	-	-	-	-	(51)	89	38
Balance, August 31, 2020	<u>416,982,940</u>	<u>\$ 4,170</u>	<u>\$ 8,959,714</u>	<u>\$ (8,510,776)</u>	<u>\$ (207,962)</u>	<u>\$ 38,015</u>	<u>\$ 283,161</u>

The accompanying notes are an integral part of these financial statements

**AMERICAN INTERNATIONAL VENTURES, INC.**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**  
(Unaudited)

	Three Months Ended August 31	
	2021	2020
<b>Cash Flows From Operating Activities:</b>		
Net loss	\$ (29,986)	\$ (18,465)
Adjustments to reconcile net loss to net cash consumed by operating activities:		
<b>Charges not requiring the use of cash:</b>		
Depreciation and amortization	9,276	8,902
<b>Changes in operating assets and liabilities:</b>		
Increase in accounts payable and accrued expenses	1,330	805
Net cash consumed by operating activities	<u>(19,380)</u>	<u>(8,758)</u>
<b>Cash Flows From Investing Activities:</b>		
Purchases of fixed assets	<u>-</u>	<u>-</u>
Net cash consumed by investing activities	<u>-</u>	<u>-</u>
<b>Cash Flows From Financing Activities:</b>		
Loans from related parties	-	10,000
Repayment of debt	<u>(7,500)</u>	<u>-</u>
Net cash provided by financing activities	<u>(7,500)</u>	<u>10,000</u>
Effect on cash of exchange rate changes	<u>445</u>	<u>(377)</u>
<b>Net change in cash</b>	(26,435)	865
Cash balance, beginning of period	<u>34,960</u>	<u>1,352</u>
Cash balance, end of period	<u>\$ 8,525</u>	<u>\$ 2,217</u>
<b>Supplemental Cash Flow Information:</b>		
Interest paid	\$ 2,291	\$ 1,741
Income taxes paid	\$ -	\$ -

The accompanying notes are an integral part of these financial statements

**AMERICAN INTERNATIONAL VENTURES, INC.**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**August 31, 2021**

**(Unaudited)**

**1. ORGANIZATION AND BUSINESS**

American International Ventures, Inc. (“AIVN” or collectively with its subsidiaries, the “Company”) was incorporated in Delaware on January 13, 1998. The consolidated financial statements include the accounts of AIVN, its 100% owned subsidiary Mega Mines, Inc. (formerly Placer Gold Prospecting, Inc), an entity incorporated in Florida on January 25, 2012 (“Mega Mines”), its 82.5% owned subsidiary AIVN de Mexico, S.A. de C.V., an entity incorporated in Mexico on March 7, 2013 (“AIVN Mexico”), its 100% owned subsidiary Mega Mines LLC, an entity organized in Nevada on July 31, 2014 and acquired by the Company on December 1, 2016, and its 100% owned subsidiary GeoEnergy (USA) Inc., an entity incorporated in West Virginia on April 6, 2012 and acquired by the Company on February 20, 2018 (“Geo Energy”).

AIVN, Mega Mines, AIVN Mexico, and Mega Mines LLC are in the business of mining for precious metals. Geo Energy expects to operate Coal to Liquids (CTL) plants.

**2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

**a. Cash**

For purposes of the Statement of Cash Flows, the Company considers all short-term debt securities purchased with an original maturity of three months or less to be cash equivalents.

**b. Fair Value of Financial Instruments**

The carrying amounts of the Company’s financial instruments, which include cash, accounts payable and accrued expenses, and loans payable, approximate their fair values at August 31, 2021.

**c. Income (Loss) Per Share**

Basic earnings (loss) per share is computed by dividing the net income (loss) available to common shareholders for the period by the weighted average number of shares of common stock outstanding during that period. During periods in which a net loss has occurred, potentially dilutive securities such as options, warrants, and convertible notes are excluded from the calculation of the diluted weighted average number of shares outstanding as their inclusion would be antidilutive.

**d. Income Taxes**

The Company accounts for income taxes in accordance with current accounting guidance, which requires the use of the “liability method”. Accordingly, deferred tax liabilities and assets are determined based on differences between the financial statement and tax bases of assets and liabilities, using enacted tax rates in effect for the year in which the differences are expected to reverse. Current income taxes are based on the income that is currently taxable.

**e. Marketable Securities**

Marketable securities, when owned, are classified as available-for-sale and are carried at fair value. Unrealized gains and losses on these securities are recognized as increases or decreases in accumulated other comprehensive income.

**f. Fixed Assets**

Fixed assets are recorded at cost. Depreciation is computed using the straight line method, with useful lives of seven years for mining equipment and five years for vehicles and office furniture and equipment.

**g. Use of Estimates**

**AMERICAN INTERNATIONAL VENTURES, INC.**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**August 31, 2021**

**(Unaudited)**

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results could differ from those estimates.

**h. Segment Reporting**

The Company is organized in one reporting and accountable segment.

**i. Recognition of Revenue**

Revenue is realized from product sales. Recognition occurs upon shipment to customers, and where the following criteria are met: persuasive evidence of an arrangement exists; delivery has occurred; the sales price is fixed or determinable; and collectability is reasonably assured. Additional revenue from royalties is recognized when persuasive evidence of an arrangement exists, the amount due is fixed or determinable, and collectability is reasonably assured.

**j. Stock Based Compensation**

The cost of equity instruments issued to non-employees in return for goods and services is measured by the fair value of the goods or services received or fair value of the equity instruments issued, whichever is the more readily determinable. The cost of employee services received in exchange for equity instruments is based on the grant date fair value of the equity instruments issued.

**k. Investments in Mining Claims**

Mining claims held for development are recorded at the cost of the claims, plus related acquisition costs. These costs will be amortized when extraction begins.

**l. Mine Development Costs**

Mine development costs include engineering and metallurgical studies, and other related costs to delineate an ore body the removal of overburden to initially expose an ore body at open pit surface mines and the building of access ways, shafts, lateral access, drifts, ramps and other infrastructure at underground mines. Costs incurred at a mine site before proven reserves have been established are expensed as mine development costs. At the point proven reserves have been established at a mine site, such costs will be capitalized and will be written off as depletion expense as the minerals are extracted.

As of August 31, 2021, none of the mine concessions met the requirements for proven reserves; development costs are therefore expensed.

**m. Impairment**

The Company performs a review for potential impairment of long-lived assets whenever an event or change in circumstances indicates that the carrying value of an asset may not be recoverable.

**n. Foreign Currency Translation**

The reporting currency of the Company is the United States Dollar. The functional currency of AIVN, Mega Mines, Inc., Mega Mines LLC, and Geo Energy is the United States Dollar.

The functional currency of AIVN Mexico is the Mexican Peso ("MXN"). Assets and liabilities are translated at period-end exchange rates (\$0.0498 and \$0.0502 at August 31, 2021 and May 31, 2021, respectively). AIVN Mexico revenues and expenses are translated into United States Dollars at weighted average exchange rates (\$0.0501 and 0.0447 for the three months ended August 31, 2021 and August 31, 2020, respectively). Resulting translation adjustments are recorded as a component of accumulated other comprehensive income (loss) within stockholders' equity.

**AMERICAN INTERNATIONAL VENTURES, INC.**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**August 31, 2021**

**(Unaudited)**

Transactions denominated in currencies other than the functional currency are translated at the exchange rates prevailing at the dates of the transactions. Exchange gains and losses, which were not significant for the three months ended August 31, 2021 and 2020, are reflected in income.

**o. New Accounting Pronouncements**

The Company does not believe the adoption of recently issued pronouncements will have a significant effect on Company results of operations, financial position, or cash flows.

**3. GOING CONCERN AND LIQUIDITY**

As shown in the accompanying financial statements, the Company has experienced losses since its inception. It presently does not have sufficient resources to meet its outstanding liabilities or accomplish its objectives during the next twelve months. These factors raise substantial doubt about the ability of the Company to continue as a going concern. The financial statements do not include adjustments relating to the recoverability of assets and classification of liabilities that might be necessary should the Company be unable to continue in operation.

**4. INTANGIBLE ASSETS**

Intangible assets at August 31, 2021 and May 31, 2021 consist of:

	August 31, 2021			May 31, 2021		
	Gross	Accumulated Amortization	Net	Gross	Accumulated Amortization	Net
<b>Liquid formula potentially useful in “fracking” applications (1)</b>	\$ 10,000	\$ 5,667	\$ 4,333	\$ 10,000	\$ 5,167	\$ 4,833
<b>US patent number 7,608,170 (Method and Apparatus to Obtain High Pressures for a Continuous- Flow Pyrolysis) (2)</b>	<u>4,500</u>	<u>2,625</u>	<u>1,875</u>	<u>4,500</u>	<u>2,400</u>	<u>2,100</u>
<b>Totals</b>	<u>\$ 14,500</u>	<u>\$ 8,292</u>	<u>\$ 6,208</u>	<u>\$ 14,500</u>	<u>\$ 7,567</u>	<u>\$ 6,933</u>

(1) The liquid formula was acquired from Vito Federici on October 2, 2018 in exchange for a total of 53,332,995 shares of AIVN common stock issued to Vito Federici and assignees (of which 29,999,997 shares were issued to relatives of officers and directors of the Company). The transaction was reflected at the \$10,000 estimated fair value of the liquid formula.

(2) The patent was acquired from a Pennsylvania limited liability company owned by John R. Ousey, Jr. (“Ousey”) on September 11, 2018 in exchange for 250,000 shares of AIVN common stock issued to Ousey. The transaction was reflected at the \$4,500 fair value of the 250,000 shares based on the \$0.018 per share closing price on September 27, 2018.

The liquid formula and the patent are each being amortized using the straight line method over their estimated useful life of 5 years. For the three months ended August 31 2021 and 2020, amortization of intangible assets was \$725 and \$725, respectively.

**AMERICAN INTERNATIONAL VENTURES, INC.**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**August 31, 2021**

**(Unaudited)**

At August 31, 2021, the expected future amortization of the intangible assets was:

<u>Year ending May 31,</u>	<u>Amount</u>
<b>2022</b>	2,175
<b>2023</b>	2,900
<b>2024</b>	<u>1,133</u>
<b>Total</b>	<u>\$ 6,208</u>

**5. MINING CLAIMS**

At August 31, 2021 and May 31, 2021, mining claims consist of:

	<u>August 31, 2021</u>	<u>May 31, 2021</u>
Golden Eagle property consisting of approximately 702 acres of patented placer mining claims located in Winnemucca, Humboldt County, Nevada.	\$ 348,000	\$ 348,000
Quesaro property consisting of ten (10) mining concessions (total of approximately 2,477 hectares) located in Baja Mexico acquired by AIVN Mexico on December 1, 2015	<u>49,960</u>	<u>49,985</u>
<b>Total</b>	<u>\$ 397,960</u>	<u>\$ 397,985</u>

Prior to May 31, 2020, the Company abandoned its interest in eight (8) mining concessions located in the State of Michoacán Mexico. Accordingly, effective May 31, 2020, we recorded a \$378,229 charge to operations and a \$378,229 reduction in the carrying value of the concessions from \$378,229 to \$0.

**6. CONVERTIBLE NOTES PAYABLE TO RELATED PARTIES**

At August 31, 2021 and May 31, 2021, convertible notes payable to related parties consist of:

	<u>August 31, 2021</u>	<u>May 31, 2021</u>
Joan Wagenti (wife of Company CFO)	\$ 95,500	\$ 95,500
Frederrick R. Dunne, Jr. (Company officer and director)	<u>1,000</u>	<u>1,000</u>
Jenevieve Gillen (Company director, daughter of Company CFO)	<u>1,000</u>	<u>1,000</u>
<b>Total</b>	<u>\$ 97,500</u>	<u>\$ 97,500</u>

On January 27, 2021, the Company and certain related parties agreed to conversions of demand loans payable with outstanding principal balances totaling \$90,500 into convertible notes payable with outstanding principal balances totaling \$90,500.

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The notes bear interest at 16%, were due July 31, 2021 and are convertible into shares of AIVN common stock at a conversion price of \$0.0009 per share.

## **7. COMMON STOCK**

On October 2, 2019, the Company issued a total of 3,000,000 shares of its common stock to officers, directors, consultants, a law firm, and a public accounting firm (of which 1,750,000 shares were issued to officers and directors of the Company) for services rendered. The \$56,100 fair value of the 3,000,000 shares was expensed in the three months ended November 30, 2019.

On October 6, 2020, the Company issued a total of 2,750,000 shares of its common stock to officers, directors, consultants, a law firm, and a public accounting firm (of which 1,750,000 shares were issued to officers and directors of the Company) for services rendered. The \$24,750 fair value of the 2,750,000 shares was expensed in the three months ended November 30, 2020.

On December 23, 2020, the Company issued 250,000 shares of its common stock to a director for services rendered. The \$3,350 fair value of the 250,000 shares was expensed in the three months ended February 28, 2021.

## **8. COMMITMENTS AND CONTINGENCIES**

On March 10, 2020, the Company executed a Joint Venture Mining Agreement (the “Mining Agreement”) with Gold’s Gold Group LTD (“GGG”). The Agreement provides for GGG at GGG’s expense to mine certain land in Mexico relating to the La Sorpresa II mining claim owned by the Company and to market produced gold. The Agreement provides for the Company to receive 50% of the mining profits (payable monthly) relating to the gold concentrate delivered or sold. The term of the Agreement is to expire the earlier of (i) March 7, 2025 or (ii) completion of mining of 5,500,000 tons of the Contract Tonnage and the sale of the related gold concentrate. If GGG is in default of certain of its obligations under the Agreement and fails to cure the default within 30 days of notice from the Company, the Company has the right to terminate the Agreement. GGG mining activities never commenced and the Company has terminated the Agreement.

On May 11, 2020 (amended May 27, 2020), the Company executed an MSGLD Token Subscription Agreement (the “Token Agreement”) with Metalstream Ltd, an entity incorporated in Lubuan, Malaysia (“MET”), pursuant to which the Company received 17,496 MSGLD Tokens from MET in exchange for the Company’s delivery of 112,500 Canamex GOLDUSA tokens (which the Company received on August 8, 2018 from Canamex Gold Corp. in connection with the Company’s sale of the 1.5% Net Smelter Royalty held by the Company on the Bruner Gold Development Project in Nevada) to MET. MET plans to have MSGLD Tokens listed on the internet as an ERC-20 compliant token with the symbol MSGLD on the Ethereum blockchain and plans to entitle holders of MSGLD Tokens to be able to redeem the MSGLD Tokens for physical gold on the basis of 1,000 grams of LMBA Certified gold bullion 99.5% for 1,000 MSGLD Tokens. As of the filing date of these consolidated financial statements, MET has not completed such plans.

On May 18, 2021, the Company executed an agreement with Comet Resources Limited (“Comet”), an Australian publicly traded mining company, and received a \$25,000 non-refundable exclusivity fee from Comet on May 26, 2021 (which was included in other income in the three months ended May 31, 2021). Among other things, the agreement provides Comet (1) a First Option to acquire a 51% interest in the La Sorpresa III license located in Baja Mexico and owned by AIVN Mexico (the “Property”) for cash of 200,000 Australian Dollars (“AUD”) (approximately \$154,787 at the May 31, 2021 exchange rate) and shares of common stock of Comet equal to AUD 400,000 (approximately \$309,574 at the May 31, 2021 exchange rate) at an issue price equal to the 20 day volume weighted average price (“VWAP”) prior to First Completion and (2) a Second Option to acquire the

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remaining 49% interest in the Property for cash of AUD 200,000 (approximately \$154,787 at the May 31, 2021 exchange rate) and Comet common shares equal to AUD 300,000 (approximately \$232,180 at the May 31, 2021 exchange rate) at an issue price equal to the 20 day VWAP prior to Second Completion. As of the filing date of these consolidated financial statements, Comet has not exercised any options under the agreement.