

# American Heritage International, Inc.

## SUPPLEMENTAL INFORMATION

**AUGUST 20, 2025**

American Heritage International, Inc. (the “Company”) was previously a shell company. The Company’s status as a shell company has changed. Effective April 15, 2025, the Company ceased to be a shell company under the SEC’s definition.

A shell company is defined as follows: Rule 12b-2 of the Securities Exchange Act of 1934 defines a shell company as a company that has:

(A) no or nominal operations; and,

(B) either, (1) no or nominal assets; (2) assets consisting solely of cash and cash equivalents; or, (3) assets consisting of any amount of cash and cash equivalents and nominal other assets.

The Company believes that it is no longer a shell company because since April 15, 2025, following the Change in Control of March 23, 2025, and the addition of Australian International Heritage International Pty Ltd as a wholly owned subsidiary on April 15, 2025, the Company relaunched its business operations as an investment holding company specifically focused on transport infrastructure, intermodal marine lines, ship design and building for blue water highways (short sea coastal trade routes), transport ground equipment for modern supply chain transport and warehousing through organic or acquisition modes.

The Company’s primary target acquisition is Roadships, Inc. a Nevada, USA corporation which has operating subsidiaries Roadships Limited, Roadships Plant & Equipment Pty Ltd and Roadbees Transport & Warehousing Pty Ltd. This acquisition is expected to take place during the third reporting quarter of 2025 and can be considered a related party due to having the same Chief Executive Officer of Micheal Nugent.

Roadships in response to the U.S. Maritime Administration Coastal Transportation Initiative and Australian Transport Advancement, and in partnership with international ship builders, developed a proprietary design of a high-speed Ro/Ro vessel for use in the U.S. inter-modal coastal transport trade.

The pedigree for the Roadships High Speed (HS) Monohull design proposed for the Roadships program comes from a vessel concept that was initially developed by Kvaerner Masa Yards. The Roadships High Speed Monohull is the concept of using a hull form derived from the model test program that allows the use of high output medium speed diesel engines to achieve the service speed of 30 knots.

The Vessels are 200 meters LOA, wave-piercing mono-hull design, 30 knot service speed, 25-foot draft, 2430 lane-meters providing a capacity of 148 53' trailers utilizing three decks. The vessels are designed for maximum dispatch capability utilizing two (2) deck simultaneous load/discharge operations. The general arrangement provides for a stern straight in load/discharge configuration with no turning lanes and minimal obstructions.

Roadships has designed proprietary ground equipment for efficient loading, unloading and in-transit operation.

Additionally, from April 15, 2025, the Company has identified 2 target acquisitions being a major Ship Marine Engineering company and an Original Equipment heavy vehicle transport trailer manufacturer. Both companies are known to executives at American Heritage International, Inc. and formal agreements have been submitted to both target companies.

Furthermore, the SEC, in Release No. 33-8869 (the "Release"), defines a "shell company" to mean a registrant, other than an asset-backed issuer, that has:

(A) No or nominal operations; and

(B) Either:

(1) No or nominal assets;

(2) Assets consisting solely of cash and cash equivalents; or

(3) Assets consisting of any amount of cash and cash equivalents and nominal other assets; or

This does not include a development stage company pursuing an actual business, a business combination related shell company, as defined in Rule 405, or an asset-backed issuer, as defined in Item 1101(b) of Regulation S-K [AB].

The Company is a development stage company which was defined as an entity devoting substantially all of its efforts in establishing a new business for which either (a) operations have not commenced or (b) the operations have commenced, but there is no significant revenue yet being generated. Historically, the Company used to operate a business model from 2013 through 2014, focussed on the marketing and distribution of disposable electronic cigarettes. These activities ceased in 2014, and from 2015 until March 2025 the Company had no substantive operations. On March 23, 2025, a change of control occurred when Michael Nugent and related parties acquired a controlling interest in the Company (the "Change of Control"). As part of this transaction, the Company's former management and controlling shareholders divested their holdings, and new management was appointed. Since acquiring control in March, 2025, current management has been working on integrating all the operations of Roadships and targeted acquisitions into the Company. The new management has also been firming up

and implementing its new business plan by (a) hiring employees, (b) evaluating trademarks,

patents, and other intellectual properties, and (c) leasing additional facilities near production centers. We are considered a development stage company. Even in the event that we were not considered a development stage company, we would still not be considered a shell because we have made substantial progress in operations to meet the test of “no or nominal” operation required by the Act. The definition above uses the word “and” after (A) above, a company must have “no or nominal operations” before the analysis even gets to “no or nominal assets” and the other items in (2). In other words, if a company can prove it has more than nominal operations, it cannot be considered a shell company as defined in the Release. The absence of immediate revenue does not in any way negate the company’s position since most company in the early stages of development do not generate revenues upon start, but very later in their development stage.

In the Release, several comments were concerned that the definition of a shell company set forth above would capture virtually every company during its start-up phase and that the definition was therefore too broad. The SEC specifically addressed this situation in footnote 172 to the Release by saying, in applicable part:

Contrary to commenters’ concerns, Rule 144(i)(1)(i) is not intended to capture a “start-up company,” or in other words, a company with a limited operating history, in the definition of a ... shell company, as *we believe that such a company does not meet the condition of having “no or nominal operations.”*

One can do an analysis of a startup company’s business activities during its “limited operating history” to determine whether the company has engaged in activities that are, at a minimum, sufficient to manifest a strong commitment to developing a legitimate business. These activities include, but are not limited to, the following:

1. entering into agreements with customers, vendors, manufacturers, etc.;
2. filing patent, trademark, and copyright applications with respect to the company’s intellectual property;
3. executing license or sublicense agreements with respect to the company’s intellectual property;
4. entering into product development agreements or similar agreements for the development of a product or service;
5. hiring employees; and
6. incurring material operating expenses such as research and development;

We believe the Company is a development stage company pursuing an actual business as set forth in the Company's Business Plan. The Company is also pursuing contracts with multiple vendors, possible partnership, acquisition or joint-venture. We also believe that the Company does not meet the definition of a shell because we had and continue to have substantial operating activities since our business relaunch on April 15, 2025.

### **Certification**

I, Micheal Nugent, hereby certifies the following:

- 1) I have reviewed this Supplemental Information Disclosure Statement of American Heritage International, Inc.
- 2) Based on my knowledge, this Supplemental Information Disclosure Statement does not contain any untrue statement of a material fact or omit 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 information covered by this Supplemental Information Disclosure Statement.
- 3) Based on my knowledge, the financial information included or incorporated by reference in this Supplemental Information 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 Supplemental Information Disclosure Statement.

DATED: August 20, 2025

/s/ Micheal Nugent

Executive Chairman