



AMERICAN GREEN, INC

A Wyoming Corporation
30 N Gould Street Suite R
Sheridan, WY 82801
(480) 443-1600
www.americangreen.com
info@americangreen.com
SIC Code: 541600

Annual Report

For the period ending June 30, 2025
(the "Reporting Period")

Outstanding Shares

The number of shares outstanding of our Common Stock was:

4,342,264,265 as of June 30, 2025 (Reporting Period – Current Fiscal Year End)

4,282,264,265 as of June 30, 2024 (Prior Fiscal Year End)

Shell Status

Indicate by check mark whether the company is a shell company (as defined in Rule 405 of the Securities Act of 1933, Rule 12b-2 of the Exchange Act of 1934 and Rule 15c2-11 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: ☒

Change in Control

Indicate by check mark whether a Change in Control⁵ of the company has occurred during this reporting period:

Yes: ☐ No: ☒

⁵ "Change in Control" shall mean any events resulting in:

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

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

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

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

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

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

American Green, Inc. (the "Company") was formed on December 10, 1998, when Desert Winds Entertainment Corporation and Ti-Mail merged under a "Plan and Agreement of Reorganization." with Desert Winds Entertainment Corporation as the survivor. The newly merged entity commenced operations on that date.

On the same date, the Company acquired The Whitney Corporation ("Whitney"), which held certain assets and operations related to live entertainment and proposed film and television properties. Both Ti-Mail and Whitney were held as wholly owned, operating subsidiaries.

On April 20, 1999, the Company divested itself of all assets and liabilities related to the business and operations of Ti-Mail and agreed to sell those assets to certain employees in exchange for their assumption of Ti-Mail's liabilities.

Commencing in March of 2000, the Company began to acquire and/or develop proprietary technology to copy-protect digital audio products. To that end the Company and/or its subsidiaries, had brought on new management, raised additional capital, acquired technology, and took significant additional steps, including entering into a long-term lease and hiring staff.

On or about, June 15, 2000, the Company divested all its Whitney related entertainment assets.

On July 6, 2000, the Company's name was changed to, "SunnComm, Inc" to reflect the Company's the Company's new direction.

On November 6, 2002, the Company's name was changed to, "SunnComm Technologies, Inc." to reflect the Company's expansion into media beyond Audio DRM.

On April 20, 2004, the Company's name was changed to, "SunnComm International, Inc." to reflect to accurately reflect the Company's technology entering the international marketplace.

On June 14, 2007, the Company's name was changed to, "The Amergence Group, Inc." to reflect the Company's commitment to the support and development into the emerging technology marketplace.

On March 8, 2011, the Company's name was changed to, "Altitude Organic Corporation" to reflect the Company's entrance into the cannabis support marketplace.

On January 6, 2012, the Company's name was changed to "Tranzbyte Corporation" to reflect its new focus on smart vending in emerging cannabis sector.

On May 9, 2014, the Company's name was changed to, "American Green, Inc." in order more accurately reflect 21st Century technology and management expertise within the growing cannabis segment.

Current State and Date of Incorporation or Registration: Wyoming

Standing in this jurisdiction: (e.g. active, default, inactive): Active

Prior Incorporation Information for the issuer and any predecessors during the past five years:

None

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

None

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

None

Address of the issuer's principal executive office:

30 N Gould Street Suite R
Sheridan, WY 82801

Address of the issuer's principal place of business:

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

N/A

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

No: ☒ Yes: ☐ If Yes, provide additional details below:

N/A

2) Security Information

Transfer Agent

Name: Olde Monmouth Stock Transfer Co., Inc.,
Phone: 732.872.2727
Email: www.oldemonmouth.com
Address: 200 Memorial Parkway
Atlantic Highlands, New Jersey 07716

Publicly Quoted or Traded Securities:

The goal of this section is to provide a clear understanding of the share information for its publicly quoted or traded equity securities. Use the fields below to provide the information, as applicable, for all outstanding classes of securities that are publicly traded/quoted.

Trading symbol:	ERBB
Exact title and class of securities outstanding:	Common
CUSIP:	82572P100
Par or stated value:	\$0.0001
Total shares authorized:	6,850,000,000 as of: 06/30/2025
Total shares outstanding:	4,342,264,265 as of: 06/30/2025
Number of shares in the Public Float ¹	4,233,883,440 as of: 06/30/2025
Total number of shareholders of record:	440 as of: 06/30/2025

Please provide the above-referenced information for all other publicly quoted or traded securities of the issuer.

Other classes of authorized or outstanding equity securities that do not have a trading symbol:

The goal of this section is to provide a clear understanding of the share information for its other classes of authorized or outstanding equity securities (e.g., preferred shares that do not have a trading symbol). Use the fields below to provide the information, as applicable, for all other authorized or outstanding equity securities.

Exact title and class of securities outstanding:	Preferred Class A
CUSIP:	None
Par or stated value:	\$0.01
Total shares authorized:	10,000,000 as of: 06/30/2025
Total shares outstanding:	2,780,000 as of: 06/30/2025
Total number of shareholders of record:	6 as of: 06/30/2025

Exact title and class of securities outstanding:	Preferred Class B
CUSIP:	None
Par or stated value:	\$0.01

¹ "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.

Total shares authorized:	400,000	as of:	06/30/2025
Total shares outstanding:	0	as of:	06/30/2025
Total number of shareholders of record:	0	as of:	06/30/2025

Please provide the above-referenced information for all other classes of authorized or outstanding equity securities.

None

Security Description:

The goal of this section is to provide a clear understanding of the material rights and privileges of the securities issued by the company. Please provide the below information for each class of the company's equity securities, as applicable:

For common equity, describe any dividend, voting and preemption rights.

No special rights attach to the Common Stock.

For preferred stock, describe the dividend, voting, conversion, and liquidation rights as well as redemption or sinking fund provisions.

Class A Convertible Preferred Stock: The Class A Convertible Preferred Stock are convertible at a ratio of 1 share of Class A Convertible Preferred Stock for 250 shares of common stock. These shares have voting rights equal to 3,750 shares of common stock for each share of Class A Preferred.

Class B Convertible Preferred Stock: The Class B Convertible Preferred Stock are convertible at a ratio of 1 share of Class A Convertible Preferred Stock for 4,350 shares of common stock. The Class B Convertible Preferred Stockholders may not convert into more than 4.9% of the Company's Common Stock. These shares have no common stock voting rights. The face value of the Class B Convertible Stock is \$5.00.

Describe any other material rights of common or preferred stockholders.

None

Describe any material modifications to rights of holders of the company's securities that have occurred over the reporting period covered by this report.

None

3) Issuance History

The goal of this section is to provide disclosure with respect to each event that resulted in any 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 for the two most recently completed fiscal years and any subsequent period.

Indicate by check mark whether there were any changes to the number of outstanding shares within the past two completed fiscal years:

No: ☐ Yes: ☒ (If yes, you must complete the table below)

Shares Outstanding <u>Opening Balance</u>			*Right-click the rows below and select "Insert" to add rows as needed.						
Date <u>6/30/2023</u>	Common:	4,282,264,265							
	Preferred A:	2,780,000							
	Preferred B:	0							
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	Individual/ Entity Shares were issued to. ***You must disclose the control person(s) for any entities listed.	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.

					issuance? (Yes/No)				
03/21/25	New Issuance	60,000,000	Common	\$0.0005	No	HD Worldwide Keith Higgins	Legal Settlement	Restricted	4(a)(2)
Shares Outstanding on Date of This Report: <u>Ending Balance:</u> Date <u>6/30/2025</u> Common: 4,342,264,265 Preferred A: 2,780,000 Preferred B: 0									

Example: A company with a fiscal year end of December 31st 2024, in addressing this item for its Annual Report, would include any events that resulted in changes to any class of its outstanding shares from the period beginning on January 1, 2023 through December 31, 2024 pursuant to the tabular format above.

Any additional material details, including footnotes to the table are below:

None

B. Convertible Debt

The following is a complete list of the Company's Convertible Debt which includes all promissory notes, convertible notes, convertible debentures, or any other debt instruments convertible into a class of the issuer's equity securities. The table includes all issued or outstanding convertible debt at any time during the last complete fiscal year and any interim period between the last fiscal year end and the date of this Certification.

☐ Check this box to confirm the Company had no Convertible Debt issued or outstanding at any point during this period.

Date of Note Issuance	Principal Amount at Issuance (\$)	Outstanding Balance (\$) (include accrued interest)	Maturity Date	Conversion Terms (e.g., pricing mechanism for determining conversion of instrument to shares)	# Shares Converted to Date	# of Potential Shares to be Issued Upon Conversion ⁶	Name of Noteholder (entities must have individual with voting / investment control disclosed).	Reason for Issuance (e.g., Loan, Services, etc.)
07/15/18	150,000	254,394	07/15/19	See Note 1	-	1,271,970,000	Note 3B	Work. Capital
12/11/18	40,000	66,205	12/11/19	See Note 1	-	331,025,000	Sean Prophet	Work. Capital
12/18/18	8,500	14,054	12/18/19	See Note 1	-	70,270,000	Note 3A	Work. Capital
12/31/18	55,000	90,731	12/31/19	See Note 1	-	453,655,000	Note 3C	Work. Capital
03/04/19	108,000	176,299	03/03/20	See Note 1	-	881,495,000	Note 3A	Work. Capital
03/08/19	69,300	113,222	03/07/20	See Note 1	-	566,110,000	Albert Golusin	Work. Capital
01/15/19	16,500	27,154	01/15/20	See Note 1	-	135,770,000	Note 3B	Work. Capital
11/30/19	77,550	120,850	11/29/20	See Note 1	-	604,250,000	Note 3A	Work. Capital
12/31/19	139,500	216,227	12/30/20	See Note 1	-	1,081,135,000	Note 3A	Work. Capital
12/31/19	14,800	22,940	12/30/20	See Note 1	-	114,700,000	Note 3B	Work. Capital
06/30/20	91,500	137,252	06/30/21	See Note 1	-	686,260,000	Albert Golusin	Work. Capital
06/30/20	38,000	57,000	06/30/21	See Note 1	-	285,000,000	Note 3A	Work. Capital
06/30/20	54,715	82,073	06/30/21	See Note 1	-	410,365,000	Note 3B	Work. Capital
09/30/20	48,475	71,501	09/30/21	See Note 1	-	357,505,000	Note 3B	Work. Capital
12/31/20	76,500	110,927	12/31/21	See Note 1	-	554,635,000	Note 3A	Work. Capital
03/31/21	154,500	220,165	03/31/22	See Note 1	-	1,100,825,000	Albert Golusin	Work. Capital
03/31/21	143,500	204,490	03/31/22	See Note 1	-	1,022,450,000	Note 3A	Work. Capital
06/30/21	105,500	147,702	06/30/22	See Note 1	-	738,510,000	Albert Golusin	Work. Capital
09/30/21	175,050	240,693	09/30/22	See Note 1	-	1,203,465,000	Albert Golusin	Work. Capital
09/30/21	86,550	119,007	09/30/22	See Note 1	-	595,035,000	Note 3A	Work. Capital
12/31/21	142,750	192,714	12/31/22	See Note 1	-	963,570,000	Albert Golusin	Work. Capital
12/31/21	94,750	127,914	12/31/22	See Note 1	-	639,570,000	Note 3A	Work. Capital
03/31/22	112,500	149,065	03/31/23	See Note 1	-	745,325,000	Albert Golusin	Work. Capital
03/31/22	160,500	212,665	03/31/23	See Note 1	-	1,063,325,000	Note 3A	Work. Capital
04/07/22	500,000	661,644	04/07/23	See Note 1	-	3,308,220,000	James Gierczyk	Construction
09/30/22	124,500	158,740	09/30/23	See Note 1	-	793,700,000	Albert Golusin	Work. Capital

⁶ The total number of shares that can be issued upon full conversion of the Outstanding Balance. The number should not factor any "blockers" or limitations on the percentage of outstanding shares that can be owned by the Noteholder at a particular time. For purposes of this calculation, please use the current market pricing (e.g. most recent closing price, bid, etc.) of the security if conversion is based on a variable market rate.

09/30/22	104,900	133,750	09/30/23	See Note 1	-	668,750,000	Note 3A	Work. Capital
Total Outstanding Balance:		4,129,378	Total Shares:		-	20,646,90,000		

Note 1: These Debentures convert at 50% of lowest price in the 52 weeks preceding any demand for conversion. Holder is prohibited from demanding any conversions that would result in the Holder owning over 9.9% of the outstanding common shares of the Company after the conversion.

Note 2: This Debenture converts at 50% of lowest price in 90 days preceding any demand for conversion. Holder is prohibited from demanding any conversions that would result in the Holder owning over 9.9% of the outstanding common shares of the Company after the conversion.

Note 3A: Sunrise Communications LLC is the Holder and controlled through voting and investment control by Jillian Sanburg-Jacobs.

Note 3B: 10th Planet Partners LP is the Holder and controlled through voting and investment control by Peter Jacobs.

Note 3C: X Finance LP is the Holder and controlled through voting and investment control by Albert Golusin.

Any additional material details, including footnotes to the table are below:

None

4) Issuer's Business, Products and Services

The purpose of this section is to provide a clear description of the issuer's current operations.

Ensure that these descriptions are updated on the Company's Profile on www.OTCMarkets.com.

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

The Company was one of the first publicly traded companies to address the legal medical marijuana business in 2009. It is now embarking on the strategy to become a major participant in the expanding medical and adult-use cannabis market on a national scale.

During the year ended June 30, 2024, the Company offered retailing, branding, and commercial cultivating strategies in conjunction with various licensed medical marijuana medical and retail dispensaries. Working in Arizona, a very tightly regulated legal cannabis market, the Company was focused on providing goods and services that operators of licensed cannabis dispensaries required.

On March 27, 2024, the Company sold its Sweet Virginia Grow to Sueño Verde, LLC in exchange for the forgiveness of debt, the assumption of certain liabilities (See notes to financial statements) and a royalty on all America Green branded products. This was due to a massive downturn in the Arizona Cannabis business in 2023 which continues to this day.

On October 31, 2023, the Company's property located at 2325 W. Cypress Street in Phoenix was foreclosed upon as a result of the Company's inability to refinance the property due, in the opinion of management, to a Mechanic's Lien filed by the primary contractor on the project of approximately \$2.2M dollars. The lien was settled in 2023.

The Company is negotiating a merger with several suitors.

B. List any subsidiaries, parent company, or affiliated companies.

C. Describe the issuers' principal products or services.

AMERICAN GREEN BRANDED CANNABIS

Sueño Verde, LLC is manufacturing American Green branded products for sale to dispensaries in Arizona. Sueño must pay a 25% royalty on all such products after deducting selling expenses.

5) Issuer's Facilities

The goal of this section is to provide investors 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. Describe the location of office space, data centers, principal plants, and other property of the issuer and describe the condition of the properties. Specify if the assets, properties, or facilities are owned or leased and the terms of their leases. If the issuer does not have complete ownership or control of the property, describe the limitations on the ownership.

None

6) All Officers, Directors, and 5% Beneficial Owners of the Company

Using the table below, please provide information, as of the period end date of this report, regarding all officers and directors of the company, or any person that performs a similar function, regardless of the number of shares they own.

In addition, list all individuals or entities controlling 5% or more of any class of the issuer's securities.

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. Include Company Insiders who own any outstanding units or shares of any class of any equity security of the issuer.

The goal of this section is to provide investors 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 owners.

Individual Name (First, Last) or Entity Name (Include names of control person(s) if a corporate entity)	Position/Company Affiliation (ex: CEO, ≥ 5% beneficial owner)	City and State (Include Country if outside U.S.)	Number of Shares Owned (List common, preferred, warrants and options separately)	Class of Shares Owned	Percentage of Class of Shares Owned (undiluted)
David G. Gwyther	CEO, CFO, Director	C/O American Green, Inc. 30 N Gould Street Suite R Sheridan, WY 82801	1,700,000	Preferred A	61.15%
David G. Gwyther	CEO, CFO, Director	C/O American Green, Inc. 30 N Gould Street Suite R Sheridan, WY 82801	25,865,249	Common	0.596%
Colleen Manley	5% Owner	C/O American Green, Inc. 30 N Gould Street Suite R Sheridan, WY 82801	200,000	Preferred A	7.19%
Morgan Sanburg-Jacobs	5% Owner	C/O American Green, Inc. 30 N Gould Street Suite R Sheridan, WY 82801	400,000	Preferred A	14.39%

Name of Officer and Director	Position	Age
David G. Gwyther	CEO, CFO, Director	75

Confirm that the information in this table matches your public company profile on www.OTCMarkets.com. If any updates are needed to your public company profile, log in to www.OTCIQ.com to update your company profile.

7) Legal/Disciplinary History

Identify and provide a brief explanation as to whether any of the persons or entities listed above in Section 6 have, in the past 10 years:

1. Been the subject of an indictment or conviction in a criminal proceeding or plea agreement or named as a defendant in a pending criminal proceeding (excluding minor traffic violations);

None

2. Been the subject of 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, financial- or investment-related, insurance or banking activities;

None

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

None

Named as a defendant or a respondent in a regulatory complaint or proceeding that could result in a "yes" answer to part 3 above; or

None

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

None

Been the subject of a U.S Postal Service false representation order, or a temporary restraining order, or preliminary injunction with respect to conduct alleged to have violated the false representation statute that applies to U.S mail.

None

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 to 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.

None

8) Third Party Service Providers

Provide the name, address, telephone number and email address of each of the following outside providers. You may add additional space as needed.

Confirm that the information in this table matches your public company profile on www.OTCMarkets.com. If any updates are needed to your public company profile, update your company profile.

Securities Counsel

Name: Dalon J. Morgan,
Firm: Pinnacle Plan Law Center, PLC
9375 E. Shea Blvd., Suite 100
Scottsdale, AZ 85260
Phone: 480.513.0466
Email: morgan@pinnacleplanlaw.com

Accountant or Auditor

None

Investor Relations

None

All other means of Investor Communication:

Twitter: [@American_Green](https://twitter.com/American_Green)

Facebook: <https://www.facebook.com/americangreenusa>

Instagram: <https://www.instagram.com/americangreenusa/>

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), consultant(s) or any entity/individual that provided assistance or services to the issuer during the reporting period.

Name: John Shebanow
Firm: Rubicon Peak Capital LLC
Nature of Services: Typography
Address 1: 9410 Prototype Drive, Ste 15
Address 2: Reno, NV 89521
Phone: 775.241.4200
Email: info@rubiconpeak.com

9) Disclosure & Financial Information

A. This Disclosure Statement was prepared by (name of individual):

Name: David Gwyther
Title: CEO
Relationship to Issuer: CEO, Director (employee)

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

- ☐ IFRS
☒ U.S. GAAP

C. The following financial statements were prepared by (name of individual):

Name: David Gwyther and Rolando Hodar
Title: CEO and Controller
Relationship to Issuer: CEO, Director (employee)

Describe the qualifications of the person or persons who prepared the financial statements:⁷ Dozens of years preparing financial reports for the Company.

Provide the following qualifying financial statements:

Audit letter, if audited;
Balance Sheet;
Statement of Income;
Statement of Cash Flows;
Statement of Retained Earnings (Statement of Changes in Stockholders' Equity);
Financial Notes

Financial Statement Requirements:

Financial statements must be published together with this disclosure statement as one document.
Financial statements must be "machine readable." Do not publish images/scans of financial statements.
Financial statements must be presented with comparative financials against the prior FYE or period, as applicable.
Financial statements must be prepared in accordance with U.S. GAAP or International Financial Reporting Standards (IFRS) but are not required to be audited.

⁷ The financial statements requested pursuant to this item must be prepared in accordance with US GAAP or IFRS and by persons with sufficient financial skills.

AMERICAN GREEN INC.
UNAUDITED BALANCE SHEET

	<u>At June 30, 2025</u>	<u>At June 30, 2024</u>
ASSETS		
CURRENT ASSETS:		
Cash	\$ 2,155	\$ 934
Total current assets	2,155	934
OTHER ASSETS:		
Equipment smart machines	438,964	438,964
less accumulated depreciation-smart machines	(182,110)	(174,044)
Patents	93,665	93,665
Total assets	\$ 352,674	\$ 359,519
LIABILITIES		
CURRENT		
Accounts payable and accrued expenses	\$ 548,671	\$ 540,605
Loans from shareholders	2,802,335	2,642,335
Notes payable and accrued interest	3,169,968	2,899,440
Debentures payable and accrued interest	4,129,378	14,242,018
Total current liabilities	10,650,352	20,324,398
Total Liabilities	10,650,352	20,324,398
STOCKHOLDERS' DEFICIT		
Common stock	488,226	428,226
Additional paid-in capital	35,098,940	35,128,940
Accumulated (deficit)	(45,884,844)	(55,522,045)
Total stockholders' deficit	(10,297,678)	(19,964,879)
Total liabilities and stockholders' deficit	\$ 352,674	\$ 359,519

See accompanying notes to these unaudited consolidated financial statements.

AMERICAN GREEN, INC
INCOME STATEMENTS
(Unaudited)

	For the years ended June 30,	
	2025	2024
SALES REVENUE		
Management revenue	\$ 1,462,903	\$ 1,587,363
Online store sales	0	0
Machine sales	0	90,177
Total sales revenue	<u>1,462,903</u>	<u>1,677,540</u>
COST OF SALES		
Management costs	968,531	607,216
Online store costs	0	0
Machine costs	0	44,211
Total cost of sales	<u>968,531</u>	<u>651,427</u>
GROSS PROFIT	494,372	1,026,113
OPERATING EXPENSES		
General and administrative	0	57,272
Sales and marketing	0	1,369
Salaries & payroll taxes	0	576,520
Staff consultants	0	100,191
Outside consultants	0	163,784
Legal and accounting	0	37,223
Officer & Director compensation	60,000	117,000
Travel	0	2,688
Shareholder communication	0	1,850
Insurance expense	0	29,346
Rent and utilities	472,843	231,182
Taxes and licenses	14,323	50
Repairs and maintenance	5,985	29,433
Depreciation and amortization	8,066	268,788
Total operating expenses	<u>561,217</u>	<u>1,616,696</u>
(Loss) from operations	(66,845)	(590,583)
Interest expense	(1,250,476)	(1,177,704)
Extinguishment of debt	10,984,522	1,293,006
Shares issued in legal settlement	(30,000)	0
Abandoned projects	0	(2,650,190)
(Loss) on sale of grow	0	(2,244,476)
Net (loss)	<u>\$ 9,637,201</u>	<u>\$ (5,369,947)</u>

See accompanying notes to these unaudited consolidated financial statements.

AMERICAN GREEN, INC

STATEMENT OF CHANGES IN STOCKHOLDERS' EQUITY

	Preferred Shares	Amount	Common Shares	Amount	Paid-In Capital	Accumulated (Deficit)	Total
Balance at June 30, 2023	2,780,000	\$0	4,282,264,265	\$428,226	\$35,128,940	(\$50,152,098)	(\$14,594,932)
Net (loss) for the year ended June 30, 2024	0	0	0	0	0	(5,369,947)	(5,369,947)
Balance at June 30, 2024	2,780,000	0	4,282,264,265	428,226	35,128,940	(55,522,045)	(19,964,879)
Shares issued in legal settlement	0	0	60,000,000	60,000	(30,000)	0	30,000
Net profit for the year ended June 30, 2025	0	0	0	0	0	9,637,201	9,637,201
Balance at June 30, 2025	2,780,000	\$0	4,342,264,265	\$488,226	\$35,098,940	(\$45,884,844)	(\$10,297,678)

See accompanying notes to these unaudited consolidated financial statements.

AMERICAN GREEN, INC
STATEMENTS OF CASH FLOWS
(Unaudited)

For the years ended
June 30

OPERATING ACTIVITIES

	2025	2024
Net income (loss) for the period	\$ 9,637,201	\$ (5,369,947)
Adjustments to reconcile net loss to net cash (used in) provided by operating activities:		
Depreciation & amortization	8,066	268,788
Impairments to investments	0	2,650,190
Common shares issued in legal settlement	30,000	
Extinguishment of debt	(10,984,522)	(1,293,006)
Loss on sale of grow operation	0	2,244,476
Changes in assets and liabilities		
(Incr)/decr -accounts receivable	0	373,809
(Incr)/decr - Inventory	0	31,902
(Incr)/decr - deposits	0	(97,163)
Incr/(decr) in accounts payable	8,066	0
Incr/(decr) in accrued interest	1,302,410	1,177,704
Net cash (used in) provided by operating activities	<u>1,221</u>	<u>(13,247)</u>

INVESTING ACTIVITIES

None	<u>0</u>	<u>0</u>
Net cash (used in) provided by investing activities	<u>0</u>	<u>0</u>

FINANCING ACTIVITIES

None	<u>0</u>	<u>0</u>
Net cash (used in) provided by financing activities	<u>0</u>	<u>0</u>

INCREASE (DECREASE) IN CASH

	1,221	(13,247)
CASH, BEGINNING OF PERIOD	934	14,181
CASH, END OF PERIOD	<u>\$ 2,155</u>	<u>\$ 934</u>

NON-CASH TRANSACTIONS IN COMMON SHARES

NONE

See accompanying notes to these unaudited consolidated financial statements.

Notes to Unaudited Financial Statements
For the years ended June 30, 2025, and June 30, 2024

NOTE 1. THE COMPANY AND ITS SIGNIFICANT ACCOUNTING POLICIES

The Company

The Company was formed on December 10, 1998, as the result of a Plan and Agreement of Reorganization in Nevada between Ti-Mail, Inc. and Whitney Corporation and became known as Desert Winds Entertainment, Inc. During 2000 the Company changed its name to SunnComm, Inc., during 2002 to SunnComm Technologies, Inc., and during 2004 to SunnComm International Inc. On June 14, 2007, the Company changed its name from SunnComm Technologies Inc. to The Amergence Group, Inc. On March 8, 2011, the Company changed its name to Altitude Organic Corporation. On January 6, 2012, the Company changed its name to Tranzbyte Corporation and on May 9, 2014, changed its name to American Green Inc. On May 10, 2016, the Company re-domesticated to Wyoming as American Green Inc.

The Company is managing a cultivation facility in Phoenix Arizona for medical marijuana, owns proprietary dispensing machines and has an online sales operation for CBD products and apparel.

The unaudited financial statements included herein were prepared from the records of the Company in accordance with Generally Accepted Accounting Principles. These financial statements reflect all adjustments that are, in the opinion of management, necessary to provide a fair statement of the results of operations and financial position for the periods presented. Significant adjustments may be required upon the financial statements being audited to be in conformity with Generally Accepted Accounting Principles.

Going Concern

The Company operates in an industry that is subject to rapid change. The Company's operations will be subject to significant risk and uncertainties including financial, operational, technological, regulatory, and other risks, including the potential risk of business failure.

The ability of the Company to continue as a going concern is dependent on the successful execution of Management's plans, which include sales of its products, further implementation of its business plan and continuing to raise funds through debt or equity financings. The Company will likely need to rely upon debt or equity financing in order to ensure the continuing existence of the business.

The accompanying unaudited financial statements have been prepared on a going concern basis, which contemplates the realization of assets and the satisfaction of liabilities in the normal course of business.

Use of Estimates

The unaudited financial statements included herein were prepared from the records of the Company in accordance with Generally Accepted Accounting Principles. These financial statements reflect all adjustments that are, in the opinion of management, necessary to provide a fair statement of the results of operations and financial position.

Cash & Cash Equivalents

The company's policy is to consider cash and cash equivalents to consist of checking accounts, money market accounts or certificates of deposit having maturity dates of 180 days or less.

Financial Instruments

Financial instruments consist primarily of cash, security deposits and obligations under accounts payable and accrued expenses. The carrying amounts of cash, accounts receivable, security deposits, accounts payable and accrued expenses approximate fair value because of the short-term maturity of those instruments.

Income Taxes

The Company records its federal and state income tax liability as it is incurred. The company has accumulated net operating losses and does not have any outstanding income tax liabilities.

NOTE 2. LEASEHOLD IMPROVEMENTS

Leasehold improvements on an operating cultivation facility are being amortized over the remaining life of the lease and its extension periods.

NOTE 3. PATENTS

On August 6, 2014, the Company acquired the patent rights to technology supporting the AGX Vending Machine. Any issued patents will be amortized when granted and placed into service.

NOTE 4. DEPOSITS

Security Deposits

There are no security deposits.

NOTE 5. LOANS FROM SHAREHOLDERS

Amounts owed to directors, officers or other consultants for services that are also shareholders are accrued as loans from shareholders.

NOTE 6. DEBENTURES PAYABLE

See Section 3(B) in the Annual Report above.

NOTE 7. STOCKHOLDERS EQUITY

Preferred Stock

As of June 30, 2023, the Company had 30,000,000 authorized preferred shares in whichever classes and series with whichever rights, privileges, and ranking as the Board shall, in its sole discretion, determine.

As of June 30, 2025, the Company had 30,000,000 authorized preferred shares.

Class A

As of June 30, 2023, the Board had authorized 10,000,000 shares of Class A Preferred and there were 2,780,000 Class A Preferred outstanding.

The Board had previously amended its Class A Convertible Preferred Stock ("Class A Stock") Certificate of Designation May 25, 2022, decreasing the number of votes each share of Class A Stock votes can vote at any shareholder meeting where matters might be put to a vote of the Common Stock shareholders from 2,250 to 3,750 and authorized 400,000 shares of Class B Preferred Stock. Each Class B Preferred share has a Face Value of \$5.00 and converts into 4,350 shares of Common Stock.

As of June 30, 2025, the total outstanding Preferred Shares are 2,780,000 Class A Preferred. There are no Class B Preferred shares outstanding. The Company is authorized to issue a total of 30,000,000 preferred shares.

Class B

As of June 30, 2023, the Board had authorized 400,000 shares of Class B Preferred and there were no Class B Preferred outstanding.

As of June 30, 2025, there were no Class B Preferred outstanding.

Common Stock

As of June 30, 2023, the Company had 4,850,000,000 authorized common shares and 4,282,264,265 common shares outstanding.

During the quarter ended September 30, 2020, the Company issued 229,049,435 common shares to four holders to reduce their debenture and accrued interest by \$177,725.

During the quarter ended December 31, 2020, the Company paid off three debentures with remaining outstanding principal balances of \$223,208 and \$27,076 of accrued interest totaling \$250,284 by issuing 390,331,667 common shares.

During the quarter ended March 31, 2021, the Company issued 51,131,851 common shares valued at \$96,000 to directors and officers for their services thru December 31, 2020. Also, during the quarter, the Company issued an additional 918,993,334 common shares for debenture conversions from four different holders resulting in the paying \$445,916 in principal and \$105,480 in accrued interest.

During the quarter ended September 30, 2021, the Company paid off two debentures with remaining outstanding principal balances of \$114,493 and \$5,673 of accrued interest totaling \$120,166 by issuing 200,380,667 common shares.

During the quarter ended December 31, 2021, the Company paid off one debenture with a remaining outstanding principal balance of \$40,000 and \$4,219 of accrued interest totaling \$44,219 by issuing 73,698,333 common shares. The Company also paid down a debenture by \$60,000 by issuing 100,000,000 common shares.

During the quarter ended March 31, 2022, the Company issued 182,687,037 common shares for debenture conversions from two different holders in value for the paying of \$173,250 in principal and \$24,052 in accrued interest.

During the quarter ended June 30, 2022, the Company issued 43,513,987 common shares to its two directors for services valued at \$192,000.

During the quarter ended March 31, 2023, the Company issued 289,654,545 common shares for debenture conversions from two different holders in value for the paying of \$131,500 in principal and \$27,810 in accrued interest.

On May 17, 2023, the Company issued 101,330,000 common shares for a debenture conversion from a holder for the paying of \$35,000 in principal and \$15,665 in accrued interest.

On May 21, 2025, the Company increased the authorized Common Stock to 6,850,000,000 shares.

On May 21, 2025, the Company issued 60,000,000 common shares in settlement of a legal dispute with a former tenant with an agreed value of \$30,000.

As of June 30, 2025, the Company had 6,850,000,000 common shares authorized and 4,342,264,265 common shares issued and outstanding.

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, David G. Gwyther certify that:

1. I have reviewed this Disclosure Statement for American Green, 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.

September 3, 2025

/s/ DAVID G. GWYOTHER

Principal Financial Officer:

I, David G. Gwyther certify that:

1. I have reviewed this Disclosure Statement for American Green, 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.

September 3, 2025

/s/ DAVID G. GWYOTHER