

# AMERICAN GREEN INC

A Wyoming Corporation

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SIC Code: 541600

## Quarterly Report

### Amendment No. 2

For the Period Ending: March 31, 2019  
(the Reporting Period)

As of March 31, 2019, and the date of this report, the number of shares outstanding of our Common Stock was:

**28,947,198,575**

As of December 31, 2018, and the date of this report, the number of shares outstanding of our Common Stock was:

**24,910,627,342**

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 of the company has occurred over this reporting period:

Yes: ☐ No: ☒

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

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 of 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." in order 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." in order to reflect in order 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." in order to reflect the company's commitment to the support and development into the emerging technology marketplace.

On March 8, 201, the Company's name was changed to, "Altitude Organic Corporation" in order to reflect the company's entrance into the cannabis support marketplace.

On January 6, 2012, the Company's name was changed to "Tranzbyte Corporation" in order 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.

On May 10, 2016, the Company changed its domicile from Nevada to Wyoming.

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

Yes: ☐ No: ☒

## 2. Security Information

### A. Common Stock

Trading symbol:

ERBB

Exact title and class of securities outstanding:

Common Stock

CUSIP:

02640N101

Par or stated value:	\$0.001
As of 3/31/2019	
Total shares authorized:	30,000,000,000
Total shares outstanding:	28,947,198,575
Number of shares in the Public Float:	28,453,859,761
Total number of shareholders of record:	435

**B. Class B Convertible Preferred Stock**

Trading symbol:	None
Exact title and class of securities outstanding:	Class B Convertible Preferred Stock
CUSIP:	None
Par or stated value:	\$0.001
As of 3/31/2019	
Total shares authorized:	10,000,000
Total shares outstanding:	7,900,000
Number of shares in the Public Float	N/A
Total number of shareholders of record:	3

**C. Class C Convertible Preferred Stock**

Trading symbol:	None
Exact title and class of securities outstanding:	Class C Convertible Preferred Stock
CUSIP:	None
Par or stated value:	\$0.001
As of 3/31/2019	
Total shares authorized:	6,000,000
Total shares outstanding:	6,000,000
Number of shares in the Public Float	N/A
Total number of shareholders of record:	4

**D. Transfer Agent**

Olde Monmouth Stock Transfer Co., Inc.,  
 200 Memorial Parkway  
 Atlantic Highlands, New Jersey 07716  
 Telephone: 732-872-2727  
 Facsimile: 732-872-2728

Is the Transfer Agent registered under the Exchange Act? Yes: ☒ No: ☐

E. Any trading suspension orders issued by the SEC concerning the issuer or its predecessors:

None

F. Stock splits, stock dividends recapitalizations, mergers, acquisitions, spin-offs, or reorganizations either currently anticipated or that occurred within the past 12 months:

None

### 3. Issuance History

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: ☐

B. Changes to Common Stock

Common Shares Outstanding at July 1, 2016 7,247,693,042  
 Common Shares Outstanding at May 27, 2019 29,547,198,575

Date	Type	Shares Issued (Cancelled)	Value (\$ per share)	Discount to Market	Recipient (See Note 2)	Issuance Reason	Trading Status (date of report)	Exemption
07/23/16	New Issue	100,000,000	0.0005	Yes	Note 1	Debt Conv	Free Trading	Rule 144
07/20/16	New Issue	200,000,000	0.0004	Yes	Note 1	Debt Conv	Free Trading	Rule 144
08/18/16	New Issue	196,222,857	0.0004	Yes	Note 1	Debt Conv	Free Trading	Rule 144
08/18/16	New Issue	60,731,429	0.0004	Yes	Note 1	Debt Conv	Free Trading	Rule 144
08/26/16	New Issue	200,000,000	0.0002	Yes	Note 1	Debt Conv	Free Trading	Rule 144
08/30/16	New Issue	100,000,000	0.0004	Yes	Note 1	Debt Conv	Free Trading	Rule 144
09/22/16	New Issue	150,000,000	0.0003	Yes	Note 1	Debt Conv	Free Trading	Rule 144
09/23/16	New Issue	200,000,000	0.0003	Yes	Note 1	Debt Conv	Free Trading	Rule 144
10/10/16	New Issue	46,627,289	0.0011	No	David Gwyther	Director Fees	Free Trading	Rule 144

10/10/16	New Issue	35,433,455	0.0011	No	Colleen Manley	Director Fees	Free Trading	Rule 144
10/10/16	New Issue	200,000,000	0.0003	Yes	Note 1	Debt Conv	Free Trading	Rule 144
10/10/16	New Issue	175,000,000	0.0003	Yes	Note 1	Debt Conv	Free Trading	Rule 144
10/11/16	New Issue	200,000,000	0.0003	Yes	Note 1	Debt Conv	Free Trading	Rule 144
10/13/16	New Issue	100,000,000	0.0003	Yes	Note 1	Debt Conv	Free Trading	Rule 144
10/13/16	New Issue	73,333,333	0.0003	Yes	Note 1	Debt Conv	Free Trading	Rule 144
10/13/16	New Issue	247,316,667	0.0003	Yes	Note 1	Debt Conv	Free Trading	Rule 144
10/24/16	New Issue	200,000,000	0.0003	Yes	Note 1	Debt Conv	Free Trading	Rule 144
11/04/16	New Issue	152,250,000	0.0003	Yes	Note 1	Debt Conv	Free Trading	Rule 144
11/17/16	New Issue	200,000,000	0.0003	Yes	Note 1	Debt Conv	Free Trading	Rule 144
11/03/16	New Issue	200,000,000	0.0003	Yes	Note 1	Debt Conv	Free Trading	Rule 144
11/03/16	New Issue	200,000,000	0.0003	Yes	Note 1	Debt Conv	Free Trading	Rule 144
11/16/16	New Issue	294,793,333	0.0003	Yes	Note 1	Debt Conv	Free Trading	Rule 144
11/16/16	New Issue	200,000,000	0.0003	Yes	Note 1	Debt Conv	Free Trading	Rule 144
12/06/16	New Issue	100,000,000	0.0003	Yes	Note 1	Debt Conv	Free Trading	Rule 144
12/19/16	New Issue	100,000,000	0.0003	Yes	Note 1	Debt Conv	Free Trading	Rule 144
12/19/16	New Issue	200,000,000	0.0003	Yes	Note 1	Debt Conv	Free Trading	Rule 144
01/12/17	Cancelled	(14,823,132)	0.0015	No	Note 1	Repurchased	Unissued	
01/12/17	New Issue	400,000,000	0.0003	Yes	Note 1	Debt Conv	Free Trading	Rule 144
01/12/17	New Issue	196,156,667	0.0004	Yes	Note 1	Debt Conv	Free Trading	Rule 144
01/19/17	New Issue	254,545,454	0.0004	Yes	Note 1	Debt Conv	Free Trading	Rule 144
02/15/17	New Issue	75,556,667	0.0003	Yes	Note 1	Debt Conv	Free Trading	Rule 144
02/15/17	New Issue	226,666,667	0.0003	Yes	Note 1	Debt Conv	Free Trading	Rule 144
02/15/17	New Issue	97,916,667	0.0003	Yes	Note 1	Debt Conv	Free Trading	Rule 144
02/15/17	New Issue	557,906,666	0.0002	Yes	Note 1	Debt Conv	Free Trading	Rule 144
02/15/17	New Issue	73,374,041	0.0003	Yes	Note 1	Debt Conv	Free Trading	Rule 144
02/28/17	New Issue	26,625,959	0.0003	Yes	Note 1	Debt Conv	Free Trading	Rule 144
03/30/17	New Issue	323,473,333	0.0003	Yes	Note 1	Debt Conv	Free Trading	Rule 144
03/30/17	New Issue	313,556,667	0.0003	Yes	Note 1	Debt Conv	Free Trading	Rule 144
04/11/17	New Issue	100,000,000	0.0003	Yes	Note 1	Debt Conv	Free Trading	Rule 144
06/12/17	New Issue	277,916,667	0.0003	Yes	Note 1	Debt Conv	Free Trading	Rule 144
06/12/17	New Issue	200,000,000	0.0003	Yes	Note 1	Debt Conv	Free Trading	Rule 144
06/12/17	New Issue	39,879,148	0.0017	No	David Gwyther	Director Fees	Free Trading	Rule 144
06/27/17	New Issue	23,458,323	0.0017	No	Colleen Manley	Director Fees	Free Trading	Rule 144

08/08/17	New Issue	426,220,000	0.0003	Yes	Note 1	Debt Conv	Free Trading	Rule 144
08/09/17	New Issue	441,213,334	0.0003	Yes	Note 1	Debt Conv	Free Trading	Rule 144
08/11/17	New Issue	154,443,333	0.0003	Yes	Note 1	Debt Conv	Free Trading	Rule 144
08/11/17	New Issue	124,583,333	0.0003	Yes	Note 1	Debt Conv	Free Trading	Rule 144
08/31/17	New Issue	431,666,667	0.0003	Yes	Note 1	Debt Conv	Free Trading	Rule 144
09/15/17	New Issue	403,123,333	0.0003	Yes	Note 1	Debt Conv	Free Trading	Rule 144
09/14/17	New Issue	600,000,000	0.0003	Yes	Note 1	Debt Conv	Free Trading	Rule 144
09/26/17	New Issue	36,110,000	0.0003	Yes	Note 1	Debt Conv	Free Trading	Rule 144
11/03/17	New Issue	380,623,333	0.0003	Yes	Note 1	Debt Conv	Free Trading	Rule 144
11/03/17	New Issue	275,847,273	0.0003	Yes	Note 1	Debt Conv	Free Trading	Rule 144
11/15/17	New Issue	220,000,000	0.0003	Yes	Note 1	Debt Conv	Free Trading	Rule 144
12/11/17	New Issue	645,832,727	0.0003	Yes	Note 1	Debt Conv	Free Trading	Rule 144
12/11/17	New Issue	85,907,273	0.0003	Yes	Note 1	Debt Conv	Free Trading	Rule 144
12/11/17	New Issue	117,938,182	0.0003	Yes	Note 1	Debt Conv	Free Trading	Rule 144
12/29/17	New Issue	226,449,091	0.0003	Yes	Note 1	Debt Conv	Free Trading	Rule 144
01/05/18	New Issue	200,000,000	0.0006	Yes	Note 1	Debt Conv	Free Trading	Rule 144
01/17/18	New Issue	12,052,521	0.0045	No	Note 1	Legal Serv	Free Trading	Rule 144
01/17/18	New Issue	20,000,000	0.0010	No	Note 1	Marketing Serv	Free Trading	Rule 144
01/17/18	New Issue	35,882,673	0.0013	No	Patrick Carrigan	Admin Serv	Restricted	
01/17/18	New Issue	67,045,809	0.0016	No	David Gwyther	Director Fees	Restricted	
01/17/18	New Issue	47,889,864	0.0016	No	Colleen Manley	Director Fees	Restricted	
04/25/18	New Issue	221,350,000	0.0005	Yes	Note 1	Debt Conv	Free Trading	Rule 144
04/25/18	New Issue	273,724,000	0.0005	Yes	Note 1	Debt Conv	Free Trading	Rule 144
06/08/18	New Issue	111,452,055	0.0005	Yes	Note 1	Debt Conv	Free Trading	Rule 144
06/08/18	New Issue	287,567,123	0.0005	Yes	Note 1	Debt Conv	Free Trading	Rule 144
07/02/18	New Issue	150,936,986	0.0005	Yes	Note 1	Debt Conv	Free Trading	Rule 144
07/02/18	New Issue	287,342,466	0.0005	Yes	Note 1	Debt Conv	Free Trading	Rule 144
09/12/18	New Issue	320,237,143	0.0003	Yes	Note 1	Debt Conv	Free Trading	Rule 144
11/14/18	New Issue	370,273,333	0.0003	Yes	Note 1	Debt Conv	Free Trading	Rule 144
11/14/18	New Issue	238,333,333	0.0003	Yes	Note 1	Debt Conv	Free Trading	Rule 144
11/14/18	New Issue	100,000,000	0.0003	Yes	Note 1	Debt Conv	Free Trading	Rule 144
12/04/18	New Issue	250,000,000	0.0002	Yes	Note 1	Debt Conv	Free Trading	Rule 144
12/04/18	New Issue	200,000,000	0.0002	Yes	Note 1	Debt Conv	Free Trading	Rule 144
01/08/19	New Issue	728,553,333	0.0002	Yes	Sunrise Communications, LLC	Debt Conv	Free Trading	Rule 144

01/08/19	New Issue	762,557,078	0.0002	Yes	Albert Golusin	Debt Conv	Free Trading	Rule 144
01/28/19	New Issue	300,000,000	0.0001	Yes	Mammoth Corporation	Debt Conv	Free Trading	Rule 144
02/05/19	New Issue	300,000,000	0.0001	Yes	Mammoth Corporation	Debt Conv	Free Trading	Rule 144
02/13/19	New Issue	400,000,000	0.0001	Yes	Mammoth Corporation	Debt Conv	Free Trading	Rule 144
03/03/19	New Issue	152,087,671	0.0001	Yes	Sunrise Communications, LLC	Debt Conv	Free Trading	Rule 144
03/03/19	New Issue	157,104,110	0.0001	Yes	Sunrise Communications, LLC	Debt Conv	Free Trading	Rule 144
03/03/19	New Issue	408,589,041	0.0001	Yes	Albert Golusin	Debt Conv	Free Trading	Rule 144
03/04/19	New Issue	427,680,000	0.0001	Yes	Mammoth Corporation	Debt Conv	Free Trading	Rule 144
03/15/19	New Issue	400,000,000	0.0001	Yes	Mammoth Corporation	Debt Conv	Free Trading	Rule 144
05/07/19	New Issue	600,000,000	0.0001	Yes	Mammoth Corporation	Debt Conv	Free Trading	Rule 144

**Note 1:** The Company does not disclose any personal information about its debenture holders as well as share recipients and shareholders unless disclosure is required by law or unless specifically authorized by such person or company. Names that are listed above are required by securities law or the party has given its consent.

**Note 2:** Brad Hare holds voting and investment power over Mammoth Corporation. Jillian Sanburg-Jacobs holds voting and investment power over Sunrise Communications LLC.

### C. Changes to Preferred Stock

Preferred Shares Outstanding at July 1, 2016	6,500,000
Preferred Shares Outstanding at March 31, 2019	13,900,000

Date	Type	Shares Issued (Cancelled)	Value (\$ per share)	Discount to Market	Recipient	Issuance Reason	Trading Status (date of report)	Exemption
<b>Preferred Series B Shares</b>								
09/15/16	New Issue	700,000	0.0120	No	Note 1	Contractual Obligation	Restricted	None
09/15/16	New Issue	700,000	0.0120	No	Note 1	Contractual Obligation	Restricted	None
<b>Preferred Series C Shares</b>								
06/26/17	New Issue	2,000,000	0.0120	No	David Gwyther	Contractual Obligation	Restricted	None
06/29/17	New Issue	1,000,000	0.0120	No	Note 1	Contractual Obligation	Restricted	None
07/10/17	New Issue	1,000,000	0.0120	No	Colleen Manley	Contractual Obligation	Restricted	None
07/13/17	New Issue	2,000,000	0.0120	No	Morgan Sanburg-Jacobs	Contractual Obligation	Restricted	None

**Note 1:** The Company does not disclose any personal information about its debenture holders as well as share recipients and shareholders unless disclosure is required by law or unless specifically authorized by such person or company. Names that are listed above are required by securities law or the party has given its consent.

**D. Debt Securities, Including Promissory and Convertible Notes**

Issuances of promissory notes, convertible notes or convertible debentures in the past two completed fiscal years and any subsequent interim period.

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

Date	Principal at Issue (\$)	Balance (\$)	Interest Accrued (\$)	Maturity Date	Reason for Issuance	Conversion Terms	Name of Noteholder
<u>08/31/16</u>	48,000	48,000	12,388	09/01/17	Working Capital	See Note 1	See Note 3
<u>09/30/16</u>	89,600	89,600	22,388	10/01/17	Working Capital	See Note 1	See Note 3
<u>10/31/16</u>	36,000	36,000	8,689	11/01/17	Working Capital	See Note 1	See Note 3
<u>11/30/16</u>	50,000	50,000	11,658	12/01/17	Working Capital	See Note 1	See Note 3
<u>12/31/16</u>	50,000	50,000	11,233	01/01/18	Working Capital	See Note 1	See Note 3
<u>01/31/17</u>	32,000	32,000	6,917	02/01/18	Working Capital	See Note 1	See Note 3
<u>01/31/17</u>	13,000	0	0	Converted	Working Capital	See Note 1	See Note 3
<u>02/28/17</u>	350,000	350,000	72,973	03/01/18	Working Capital	See Note 1	See Note 3
<u>02/28/17</u>	25,000	25,000	5,212	03/01/18	Working Capital	See Note 1	See Note 3
<u>04/30/17</u>	90,000	90,000	17,260	05/01/18	Working Capital	See Note 1	See Note 3
<u>05/31/17</u>	50,000	50,000	9,164	06/01/18	Working Capital	See Note 1	See Note 3
<u>06/30/17</u>	215,000	215,000	37,640	07/01/18	Working Capital	See Note 1	See Note 3
<u>06/30/17</u>	35,000	0	0	Converted	Working Capital	See Note 1	See Note 3
<u>07/30/17</u>	100,000	100,000	16,685	07/31/18	Working Capital	See Note 1	See Note 3
<u>07/30/17</u>	100,000	0	0	Converted	Working Capital	See Note 1	See Note 3
<u>08/31/17</u>	285,000	285,000	45,053	09/01/18	Working Capital	See Note 1	See Note 3
<u>08/31/17</u>	310,000	310,000	49,005	09/01/18	Working Capital	See Note 1	See Note 3
<u>09/13/17</u>	2,200,000	2,100,000	0	09/14/18	Acquisition	See Note 2	See Note 3
<u>09/30/17</u>	200,000	200,000	29,973	10/01/18	Working Capital	See Note 1	See Note 3
<u>09/30/17</u>	125,000	125,000	18,733	10/01/18	Working Capital	See Note 1	See Note 3
<u>10/15/17</u>	160,000	127,333	4,367	10/16/18	Working Capital	See Note 1	See Note 3
<u>10/20/17</u>	160,000	160,000	23,101	10/21/18	Working Capital	See Note 1	See Note 3
<u>10/30/17</u>	165,000	110,000	2,750	10/31/18	Working Capital	See Note 1	See Note 3
<u>10/31/17</u>	165,000	165,000	23,326	11/01/18	Working Capital	See Note 1	See Note 3
<u>11/15/17</u>	140,000	140,000	19,216	11/16/18	Working Capital	See Note 1	See Note 3



<u>11/15/17</u>	140,000	140,000	19,216	11/16/18	Working Capital	See Note 1	See Note 3
<u>11/30/17</u>	80,000	80,000	10,652	12/01/18	Working Capital	See Note 1	See Note 3
<u>11/30/17</u>	80,000	80,000	10,652	12/01/18	Working Capital	See Note 1	See Note 3
<u>12/15/17</u>	125,000	125,000	16,130	12/16/18	Working Capital	See Note 1	See Note 3
<u>12/15/17</u>	125,000	125,000	16,130	12/16/18	Working Capital	See Note 1	See Note 3
<u>12/31/17</u>	250,000	250,000	31,164	01/01/19	Working Capital	See Note 1	See Note 3
<u>12/31/17</u>	250,000	250,000	31,164	01/01/19	Working Capital	See Note 1	See Note 3
<u>01/12/18</u>	450,000	450,000	54,616	01/13/19	Working Capital	See Note 1	See Note 3
<u>01/16/18</u>	110,000	110,000	13,230	01/17/19	Working Capital	See Note 1	See Note 3
<u>01/31/18</u>	175,000	175,000	20,329	02/01/19	Working Capital	See Note 1	See Note 3
<u>01/31/18</u>	175,000	175,000	20,329	02/01/19	Working Capital	See Note 1	See Note 3
<u>02/15/18</u>	125,000	125,000	14,007	02/16/19	Working Capital	See Note 1	See Note 3
<u>02/16/18</u>	125,000	125,000	13,973	02/17/19	Working Capital	See Note 1	See Note 3
<u>02/28/18</u>	150,000	150,000	16,274	03/01/19	Working Capital	See Note 1	See Note 3
<u>03/01/18</u>	100,000	100,000	10,822	03/02/19	Working Capital	See Note 1	See Note 3
<u>03/15/18</u>	120,000	120,000	12,526	03/16/19	Working Capital	See Note 1	See Note 3
<u>03/15/18</u>	120,000	120,000	12,526	03/16/19	Working Capital	See Note 1	See Note 3
<u>03/28/18</u>	120,000	120,000	12,099	03/29/19	Working Capital	See Note 1	See Note 3
<u>03/29/18</u>	120,000	120,000	12,066	03/30/19	Working Capital	See Note 1	See Note 3
<u>04/30/18</u>	310,000	310,000	28,452	05/01/19	Working Capital	See Note 1	See Note 3
<u>04/30/18</u>	150,000	150,000	13,767	05/01/19	Working Capital	See Note 1	See Note 3
<u>05/31/18</u>	170,000	170,000	14,159	06/01/19	Working Capital	See Note 1	See Note 3
<u>05/31/18</u>	80,000	80,000	6,663	06/01/19	Working Capital	See Note 1	See Note 3
<u>06/30/18</u>	350,000	350,000	26,274	07/01/19	Working Capital	See Note 1	See Note 3
<u>06/30/18</u>	50,000	50,000	3,753	07/01/19	Working Capital	See Note 1	See Note 3
<u>07/15/18</u>	150,000	150,000	10,644	07/16/19	Working Capital	See Note 1	See Note 3
<u>10/12/18</u>	26,000	26,000	1,211	10/13/19	Working Capital	See Note 1	See Note 3
<u>11/23/18</u>	35,000	35,000	1,227	11/24/19	Working Capital	See Note 1	See Note 3
<u>12/11/18</u>	40,000	40,000	1,205	12/12/19	Working Capital	See Note 1	See Note 3
<u>12/11/18</u>	50,000	50,000	1,507	12/12/19	Working Capital	See Note 1	See Note 3
<u>12/18/18</u>	8,500	8,500	240	12/19/19	Working Capital	See Note 1	See Note 3
<u>12/31/18</u>	55,000	55,000	1,356	01/01/20	Working Capital	See Note 2	See Note 3
<u>01/15/19</u>	16,500	16,500	339	01/16/20	Working Capital	See Note 3	10th Planet Partners LP
<u>02/27/19</u>	69,300	69,300	608	02/28/20	Working Capital	See Note 4	Libra AGI, LLC
<u>03/04/19</u>	108,000	108,000	799	03/04/20	Working Capital	See Note 5	Sunrise Communications, LLC

**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 3:** The Company does not disclose any personal information about its debenture holders as well as share recipients and shareholders unless disclosure is required by law or unless specifically authorized by such person or company.

#### **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(s))<sup>1</sup>:

Name: Albert Golusin

Title: CPA

Relationship to Issuer: Consultant

C. Provide the financial statements described below for the most recent fiscal year or quarter.

The financial statements are incorporated by reference as "[Quarterly Report – Financials](#)" for the period ending March 31, 2019.

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

### **A. Business Operations**

#### **1. AMERICAN GREEN**

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

The Company continues to offer retailing, branding, and commercial cultivating strategies in conjunction with its ongoing business with various licensed medical marijuana medical and retail dispensaries. The Company has consulted with dispensary operators in California, Colorado, Washington, Oregon and Arizona. Being located in Arizona, a very effectively regulated legal cannabis market, the Company is focusing on providing goods and services that operators of licensed nonprofit cannabis dispensaries in regulated environments require. This strategy will allow the Company to further penetrate the market and to leverage its existing brands, products and services. As a result, technical applications, products and services are being owned, licensed or being created; and consulting opportunities involving compliance, business development and financial services have been identified.

### **B. Subsidiaries**

#### **1. AMERICAN GREEN INVESTMENT IN CANNAWAKE CORPORATON**

On September 19, 2017, the Company purchased the town of Nipton, California, a 100-year-old community in San Bernardino county.

During March of 2018, the Company entered into a Purchase Agreement (the "Agreement") with CannAwake Corporation, a Delaware corporation ("CannAwake" and formerly, "Delta International Oil & Gas, Inc."), and Nipton, Inc., a California corporation, a wholly-owned subsidiary of the Company. Pursuant to the Agreement, CannAwake agreed to acquire 100% of the issued and outstanding equity securities of Nipton, Inc. (the assets of which are comprised of all of the real estate properties included in the unincorporated township of Nipton, California ("Nipton")) from the Company in exchange for shares of 160,000 shares of Series A Convertible Preferred Stock, convertible into 160,000,000 shares of the CannAwake's Common Stock (the "Nipton Acquisition").

CannAwake and the Company closed the Nipton Acquisition on April 5, 2018. Following the closing, Nipton, Inc. became a wholly-owned subsidiary of the CannAwake, and CannAwake became a majority owned subsidiary of the Company, with the Company holding approximately 82% of the voting power of CannAwake.

Additionally, CannAwake and the Company are working to finalize the terms of a management agreement, whereby the Company will provide, management services to CannAwake on a cost-plus basis, for Nipton and any other developments that CannAwake begins.

CannAwake, and the Company, intend to transform Nipton into the country's first energy-independent, cannabis-friendly hospitality destination -- all while retaining the town's historic look, feel, and value.

With over 120 acres of potential for development and just 10 minutes off of busy Interstate 15, the Company has taken the first step to transform Nipton into an effective hub for the production of various cannabis-based products as well as possible fully-licensed cultivation which includes a safe and appropriate approach to consumption. Located on the border between California and Nevada, the town is strategically positioned on the railway line going from Los Angeles through Las Vegas to Salt Lake City and beyond.

Nipton's future plans include setting the standard for energy efficiency and environmentally responsible tourism. CannAwake has completed the purchase of the town's solar energy farm and with plans and expansion plans intended, to move Nipton toward becoming a completely energy-independent town. Additionally, CannAwake's plans include the development of the town's existing aquifer system for water supply. As a result of these improvements, CannAwake anticipates that job creation will occur naturally in building and development, as well as tourism, agriculture, entertainment, transportation, retail and more, presenting new opportunities for innovation and entrepreneurship. The company's management remains open to ideas, suggestions, partnerships and more as it moves the project forward and encourages its 60,000+ shareholders to contact the company through its website ([www.nipton.com](http://www.nipton.com)) to suggest Nipton's future improvements.

## **C. PRINCIPAL PRODUCTS OR SERVICES, AND THEIR MARKETS**

### **1. DEVELOPMENT OF CBD PRODUCTS**

The Company and MediaTechnics Corporation have entered into a joint-venture to develop an Industrial Hemp based CBD extraction facility in Nipton. The Company intends, with the assistance of CannAwake, to develop a CBD-infused drinking water product line. See <https://americangreencbd.com/faq/>.

Discussions are underway with several well-established edible and extraction companies that have expressed interest in having production facilities in the town as well -- all done paying strict adherence to all applicable federal, state and county regulatory requirements.

The Company would like to offer a variety of commercial and recreational attractions including CBD and mineral baths, cannabis-product retail outposts, artists-in-residence programs, culinary events, and Bed-and-Breakfast lodging to complete the charming small-town experience. Company officials hope that this project will help to catalyze job creation and development within the town and surrounding communities, making Nipton a model for the cannabis industry's role in stimulating and accelerating the rebuilding of struggling small town economies throughout the US where cannabis products have been legalized.

### **2. AMERICAN GREEN CULTIVATION MANAGEMENT**

The cultivation site that the company financed and built for the licensee, Natural Herbal Remedies, was approved to commence cultivation on July 23, 2018

Natural Herbal Remedies commenced operations and had their first harvest during November of 2018. Per our agreement to finance and manage the facility for its licensee, American Green has received significant rental income and management payments as disclosed in the financial statements.

On May 28, 2019 the Arizona Supreme Court ruled that medical marijuana extracts are legal under the Arizona Marijuana Act. As a result we will look into ways for the cultivation operation to increase its revenue generation thru the production of extracts.

### **3. AMERICAN GREEN MACHINE**

American Green's AGM "Smart" Vending Division has redesigned its AGM Machine so that it no longer requires licensing from the Tomassi Patents # 6,711,465 and 7,493,190. The Company's two different patent attorneys both agree that the Company no longer requires the Tomassi intellectual property to produce and sell its AGM Machine. Further, they have recommended to American Green's AGM president, Lindel Creed, that he begin the process of applying for patents on the company's current machine configuration, which are believed to be unique in the marketplace. That process has begun.

Currently the Company possesses the rights to technology which integrates into existing machines aspects of the Silkron vending platform, M2SYS biometrics, and any additional hardware or software as required by client needs. The American Green Machine will allow purchasers or partners to white [private] label the machine, if desired, as well as sell and track controlled inventory with complete transparency to regulatory groups or the client with respect to revenues and goods sold. The Company leases a space in North Carolina where it assembles custom-ordered machines for sale.

#### **4. AMERICAN GREEN E-COMMERCE STORE**

In addition, an e-commerce store unique to the company as well as a store in the Amazon marketplace drives revenues while extending the brand and providing continuity between the other initiatives. Each of those described and any that may be added can stand on its own but naturally interface well and increase the overall value of the products themselves, the American Green brand and the Company as a whole.

#### **5. AMERICAN GREEN COORDINATED INITIATIVES**

Beginning Q4/16, the Company began greater focus on how ongoing initiatives including, but not limited to, those described previously in this section could be linked together for efficiency and economies of scale. Mobile applications, branded products, the American Green Machine, and partners producing unique products for distribution with an emphasis on CBD-focused edibles dovetail together to produce a unique cross-platforming opportunity for the company that includes potential co-marketing and future product acquisitions.

#### **6. Issuer's Facilities**

The Company manages a grow operation and leases an industrial building that has approximately 12,000 square feet with a yard. The building is located in Phoenix, Arizona and is secured; therefore, the exact location is not disclosed. Shareholders can call American Green for information pertain to the building. The rent expense is approximately \$8,000 a month and the lease will expire on November 30, 2020. The lease has three five renewal options subsequent to November 30, 2020.

The Company is in a joint venture with Paw Puddy Pet Products. It leases a building at 1756 W Bell Road in Phoenix Arizona where it makes and retails its products. Its lease \$3,500 a month and expires on July 31, 2022.

The Company subleases a lease space from Vendweb for the production of its smart vending machines. The sublease is \$2,500 a month on a month to month basis. The lease space is located at 1820 Spencer Mountain Road in Gastonia, North Carolina.

#### **7. Officers, Directors, and Control Persons**

##### **A. Officers and Directors**

##### **1. David Gwyther, Chairman - Acting President, Director**

David Gwyther serves as the Company's Chairman, Principal Financial Officer, Principal Accounting Officer, Secretary, Chief Financial Officer, Chief Executive Officer, and Treasurer and the Company.

Mr. Gwyther graduated from the University of Oregon with a BS in Economics. He co-founded Koobdooga Books and Whole-Earth Truckstore Distribution. He was successful in wholesaling books and magazines and was a co-founder and an owner in the first Rolling Stone Magazine a nationwide distribution company which also were the original distributors for Mother Earth News and over 8 additional magazine publications. The distribution company had over 400 accounts by spring of 1970 when it acquired national distribution and co-publishing rights to The Cultivators Handbook of Marijuana. The bookstore and the company were sold in December of 1972, after which he was involved in the transportation industry and start-up companies.

From 1980-2005 he worked in the securities industry with Series 7, 63 and 24 licenses. During the last 15 years in the securities industry, he assisted small start-ups and developmental-stage companies go public using reverse mergers. Ti-mail was one of those companies and that company evolved into American Green. He

was a consultant to the various companies during their evolution to American Green. During 2012 was asked to become chairman and then interim president during its move into the cannabis industry.

Mr. Gwyther has extensive political experience as he has been the Precinct Committeeman since 1984 in Multnomah County, Oregon #36 and served as the District Leader from 2002-2006.

Since 2005, he has consulted to numerous political campaigns and has been an advisor to CEO's of small publicly traded companies. During 2012 he was asked to become chairman and then interim president during the Company's move into the cannabis industry.

## 2. Colleen Manley, Esq. - Director

Ms. Manley became a director of the Company on May 8, 2011. Currently, Ms. Manley owns 13,645,992 shares of the Company's common stock.

Colleen Manley is a 4th generation Arizonian and member of one of the state's oldest family law firms. Colleen has been a member of the Arizona State Bar and admitted to the United States District Court since 1985. In 1986, she was admitted to the United States Court of Appeals for the Ninth Circuit. She is a member of the American Bar Association in good standing. Colleen holds the coveted "AV" rating, the highest rating, and her firm Manley Law, also holds the "preeminent" status.

Colleen is related to the late Tom Forcade, a local Arizona historical figure who founded High Times Magazine. Tom Forcade hailed from Phoenix and was one of the original advocates supporting the medicinal use of cannabis during the late 1960s and 70s. Colleen also serves as a Chairman of the Board and significant shareholder of Trans High Corporation, the owner of "High Times," "High Times Medical Marijuana Magazine," and many other national ventures. Colleen is active in the community as well. She is a past president of Arizona Clean and Beautiful; a member of the National Charity League; a founding member of the Board of Regents of Golden Karma Awards; a founding member of Our Power of Community Circle; past Director of ESCOM; past member of the North Central Parenting Association and volunteers for local charities.

To the best of the Company's knowledge, the following table lists any person or entity owning 5% of more of the issuer, as well as any officer, and any director of the company, regardless of the number of shares they own<sup>2</sup>.

## B. Beneficial Holders

### 1. Preferred Shareholders

The following table lists all holders of 10% of any class of equity of the Company along with the number of votes each person (or entity) is able to cast in any action taken by holders of the Common Stock of the Company, or any person who is an officer or director of the Company:

Class B Holders	Shares	% of Class	Votes	% of Total Vote
David G. Gwyther, Chairman	6,500,000	100.00%	6,500,000,000	15.68%
Total	6,500,000	100%	6,500,000,000	15.68%

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<sup>2</sup> Married persons include the total holdings of themselves, their spouse and any entities that they control.

<b>Class C Holders</b>	<b>Shares</b>	<b>% of Class</b>	<b>Votes</b>	<b>% of Total Vote</b>
David G. Gwyther, Chairman	2,000,000	33.33%	2,000,000,000	4.83%
Morgan A. Sanburg-Jacobs	2,000,000	33.33%	2,000,000,000	4.83%
Colleen Manley, Director	1,000,000	16.67%	1,000,000,000	2.41%
Factor X Corporation	1,000,000	16.67%	1,000,000,000	2.41%
Kevin Twaddell, President 9410 Prototype Drive, Suite 15 Reno, NV 89521				
<b>Total</b>	<b>6,000,000</b>	<b>100.00%</b>	<b>6,000,000,000</b>	<b>14.48%</b>

## 2. Control Persons

The following table lists all persons, or entities, holding more than 5% votes able to be cast in any action taken by holders of the Common Stock of the Company, or any person who is an officer or director of the Company:

<b>Control Person</b>	<b>Common Stock</b>	<b>Preferred B Shares</b>	<b>Preferred C Shares</b>	<b>Votes</b>	<b>% of Total Vote</b>
David G. Gwyther, Chairman	107,025,407	6,500,000	2,000,000	8,607,025,407	20.77%
Colleen Manley, Director	130,286,137	-	1,000,000	1,130,286,137	2.73%
Morgan A. Sanburg-Jacobs	-	-	2,000,000	2,000,000,000	4.83%
	<b>237,311,544</b>	<b>6,500,000</b>	<b>5,000,000</b>	<b>11,737,311,544</b>	<b>28.32%</b>

## 8. Legal/Disciplinary History

### A. During the past 10 years none of the persons listed above have been the subject of:

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

**B. Material pending legal proceedings.**

None

**9. Third Party Providers**

**A. Following is a list of the names, addresses, telephone numbers and email addresses of each of the following outside providers:**

**1. Securities Counsel**

Name: Jerald S. Chesler  
Firm: Jerald S. Chesler, P.C.  
Address1: 20860 N Tatum Blvd Ste 300  
Phoenix, AZ 85050  
Phone: 480-488-7875  
Email: Jerry@JChesler.com

**2. Accountant or Auditor**

Name: Albert Golusin, CPA  
Address: 4300 N Northsight Blvd Ste 111  
Scottsdale, AZ 85260  
Phone: 602-466-2650  
Email: aagolusin@mac.com

**3. Investor Relations Consultant**

None

**B. Other Service Providers**

With respect to this disclosure statement, other than those listed herein, no service providers, including, counsel, advisors or consultants were employed to provide advice, assistance, and/or services to the issuer during the reporting period.



## 10. Issuer Certification

### *Principal Executive Officer:*

I, David G. Gwyther, certify that:

1. I have reviewed this quarterly disclosure statement of Praxsyn Corporation;
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.

June 21, 2019

/s/ David G. Gwyther

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David G. Gwyther, CEO

### *Principal Financial Officer:*

I, David G. Gwyther, certify that:

4. I have reviewed this quarterly disclosure statement of Praxsyn Corporation;
5. 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
6. 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.

June 21, 2019

/s/ David G. Gwyther

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David G. Gwyther, CFO