

October 23, 2019

OTC Markets Group, Inc.  
304 Hudson Street, 2nd Floor  
New York, New York 10013  
Re: American Green Inc.

Ladies and Gentlemen:

I have been retained by American Green Inc., a Wyoming corporation (the "Issuer"), to render an opinion as to whether the Amended Annual Report published by the Issuer on the OTC Disclosure and News Service on October 23, 2019 (the "Information") constitutes adequate current information for purposes of Rule 144(c)(2) promulgated under the Securities Act of 1933 (the "Act"). I represent the Issuer as corporate counsel ("Counsel")

OTC Markets Group, Inc. ("OTC Markets") may rely on this opinion in determining whether the Issuer has made adequate current information publicly available within the meaning of Rule 144(c)(2) of the Act.

Counsel has examined such corporate records and other documents and such questions of law as Counsel has deemed necessary or appropriate for purposes of rendering this opinion. As to matters of fact, Counsel has made such inquiries of the Issuer's officer as Counsel has deemed necessary to render this opinion, and Counsel believes that such sources were reliable.

The person responsible for preparing the financial statements of the Issuer contained in the Information is David G. Gwyther who prepared the financials, with help from Albert A. Golusin, a licensed Certified Public Accountant in the State of Arizona, who has been assisting companies with the preparation of their unaudited financial statements for over twenty years, both public and private.

The Issuer's transfer agent is Olde Monmouth Stock Transfer Co., Inc. (the "Agent"). The Agent is registered with the Securities and Exchange Commission as such under the Act. Counsel has confirmed the number of outstanding shares of the Issuer set forth in the Information with the Agent.

Counsel has (a) personally met with management and all of the directors of the Issuer, specifically David G. Gwyther and Colleen Manley, (b) reviewed the Information posted by the Issuer on the OTC Disclosure & News Service, and (c) discussed the Information with the majority of the directors of the Issuer.

To Counsel's knowledge, after inquiry of management and the directors of the Issuer, the Issuer, no holder of five percent (5%) or more of its securities, nor the Issuer's counsel is currently under investigation by any federal or state regulatory authority for any violation of federal or state securities laws.

None of the issuer, nor its predecessors, is or ever was a "shell company" as defined in Rules 405 of the Securities Act of 1933 and 12b-2 of the Exchange Act of 1934.

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As a result of the foregoing, Counsel is of the opinion that:

1. The Information constitutes adequate current public information concerning the Issuer's securities and the Issuer within the meaning of Rule 144(c)(2).
2. The Information is available within the meaning of Rule 144(c)(2).
3. The Information includes all of the information that a broker-dealer would be required to obtain from the Issuer to publish a quotation for the Issuer's securities under Rule 15c2-11 under the Exchange Act of 1934.
4. The Information complies as to form with the Pink OTC Markets Guidelines for Providing Adequate Current Information.
5. The Information has been posted through the OTC Disclosure & News Service.

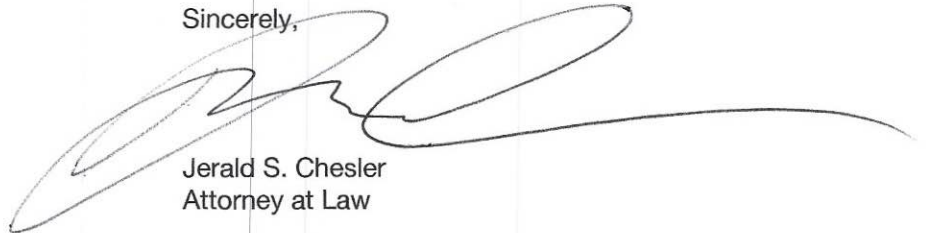
Counsel is a resident of the United States and is admitted to practice law in the States of Arizona and New York. The undersigned attorney is permitted to practice before the Securities and Exchange Commission and has not been prohibited from practice thereunder. Counsel is not currently, and has not been, in the past five years, suspended or barred from practicing in any state or jurisdiction, and Counsel has not been charged in a civil or criminal case.

Counsel beneficially owns twenty-four thousand, one hundred, and six (24,106) shares of the issuer's securities, the shares were received on January 4, 2018 and are restricted pursuant to Rule 144. Counsel does not have any agreement to receive shares of the issuer's stock, in payment for services, now or in the future.

This opinion is limited solely to the laws of the United States of America. This opinion speaks only of the above date and is based solely on the facts and circumstances known to me as of such date. In rendering this opinion, Counsel assumes no obligation to revise, update or supplement this opinion in response to any subsequent factual or legal developments.

This opinion is rendered solely to OTC Markets and no person other than OTC Markets is entitled to rely upon it. However, Counsel grants OTC Markets full and complete permission and rights to publish this opinion through the OTC Disclosure & News Service for viewing by the public and regulators.

Sincerely,

A large, stylized handwritten signature in black ink, consisting of several loops and a long horizontal stroke extending to the right.

Jerald S. Chesler  
Attorney at Law