

Date: October 12, 2020

OTC Markets Group, Inc.  
304 Hudson Street, 2nd Floor  
New York, New York 10013

Re: Legal Opinion on American Green Inc.

Ladies and Gentlemen:

I have been retained by American Green Inc. (ERBB), a Wyoming corporation (the "Issuer"), to render an opinion as to whether the Annual Report for period ending June 30, 2020, published by the Issuer on the OTC Disclosure and News Service on October 12, 2020 and the Financial Statements & Notes for the period ending June 30, 2020, published by the Issuer on the OTC Disclosure and News Service on October 12, 2020 (the "Information") constitutes adequate current information for purposes of Rule 144(c)(2) promulgated under the Securities Act of 1933 (the "Act").

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.

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

The person responsible for preparing the report and financial statement of the Issuer contained in the Information is Albert A. Golusin who prepared the financials. Mr. Golusin is a CPA and has been working with companies preparing financial statements for many years, both public and private.

The Issuer's transfer agent is Olde Monmouth Stock Transfer Co., Inc., 200 Memorial Pkwy, Atlantic Heights, NJ 07716 (the "Agent"). The Agent is registered with the Securities and Exchange Commission as such under the Act. I have confirmed the number of outstanding shares of the Issuer set forth in the Information with the Agent.

The undersigned attorney has (a) personally met with management and a majority of the directors of the Issuer, (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 my knowledge, after inquiry of management and a director 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.

The Company is incorporated in the State of Wyoming and has not registered any offering of its securities under the Securities Act of 1933. The Company is not a "registrant" within the meaning of Rule 405 of the Securities Act, nor would the Company be considered a "shell company" within the meaning of Rule 405 of the Securities Act if the Company were a "registrant" within the meaning of Rule 405.

The Company is not now, nor has it ever been, a shell or blank check company. For the purpose of Rule 144, a "shell" company is defined as a registrant, other than an "asset-backed issuer," that has (i) no or nominal operations, and (ii) either (a) no or nominal assets; (b) assets consisting of solely of cash or cash equivalents; or (c) assets consisting of any amount of cash and cash equivalents and nominal other assets. The definition of shell company includes a "blank check" company, which is defined as a

11 Sundial Circle, Suite 8  
Mail: PO Box 2987  
Carefree, AZ 85377-2987  
Phone: 480-488-7875  
Email: jerry.chesler@gmail.com

company that (i) is in the development stage; (ii) has no specific business plan or purpose or has indicated that its business plan is to merge with or acquire an unidentified third party; and (iii) issues penny stock.

As a result of the foregoing, I am 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.

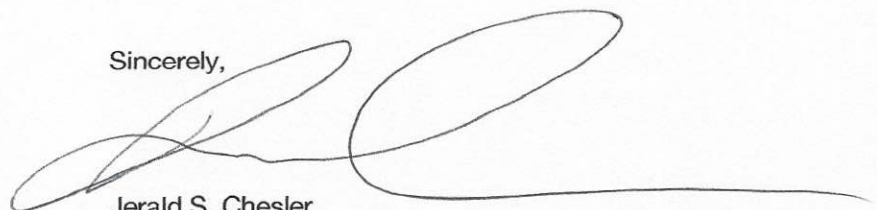
I am an outside attorney retained by the Issuer to review this current information and render this opinion. I am a U.S. resident and am authorized to practice law in Arizona, New York and the US Federal Courts. Counsel is beneficial owner of a minimal amount of stock (24,106 common shares) in the Issuer that was received on January 4, 2018, subject to Rule 144 restrictions. Counsel has not agreed to receive any stock in compensation for this work or for any other reason.

The undersigned attorney is permitted to practice before the Securities and Exchange Commission and has not been prohibited from practice thereunder. I am not currently, nor have ever been, the subject of an investigation, hearing or proceeding by the SEC, the U.S. Commodity Futures Trading Commission (CFTC), the Financial Industry Regulatory Authority (FINRA), or any other federal, state or foreign regulatory agency. I have not been suspended or barred from practicing law and have not been charged in a civil or criminal case.

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, I assume 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, I grant 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 a series of loops and a long horizontal stroke extending to the right.

Jerald S. Chesler  
Attorney at Law