

# AMERICAN GREEN



## AMERICAN GREEN, INC

A Wyoming Corporation  
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Sheridan, WY 82801  
(480) 443-1600  
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[info@americangreen.com](mailto:info@americangreen.com)  
SIC Code: 541600

### Annual Report Amendment #1

For the years ending June 30, 2021, and June 30, 2020 (the "Reporting Period")

The number of shares outstanding of our Common Stock on the following dates are listed below:

As of the fiscal year end June 30, 2021: 3,191,103,696

As of the prior quarter ending March 31, 2021: 3,191,103,696

As of the prior fiscal year end June 30, 2020: 996,597,409

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.

**The state of incorporation or registration of the issuer and of each of its predecessors (if any) during the past five years; Please also include the issuer's current standing in its state of incorporation (e.g. active, default, inactive):**

On May 10, 2016, the Company changed its domicile from Nevada to Wyoming. Prior to May 10, 2016, the Company had been domiciled in Nevada. The Company corporate standing in Wyoming is Active and Current.

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

NONE

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

NONE

The address(es) of the issuer's principal executive office:

30 N Gould Street Suite R

Sheridan, WY 82801

The address(es) of the issuer's principal place of business:

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

2902 W. Virginia Ave

Phoenix, AZ 85009

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
CUSIP:	02640N200
Par or stated value:	\$0.0001
Period end date:	June 30, 2021
Total shares authorized:	4,850,000,000
Total shares outstanding:	3,191,103,696
Number of shares in the Public Float	3,122,279,942
<u>Total number of shareholders of record:</u>	438

### B. Preferred Series A Stock

Trading symbol:	None
Exact title and class of securities outstanding:	Class A Convertible Preferred Stock
CUSIP:	None
Par or stated value:	\$0.01

Period end date:	June 30, 2021
Total shares authorized:	10,000,000
Total shares outstanding:	2,780,000
Number of shares in the Public Float	N/A
Total number of shareholders of record:	7

**There are no other classes of publicly traded stock**

#### Transfer Agent

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

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

### 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:  
☐

#### Changes to Common Stock

Shares Outstanding as of Second Most Recent Fiscal Year End: June 30, 2019

Opening Balance Date/Amount

6/30/2019	Common	30,238,198,575	(prior to reverse split on Sept. 23, 2019)
6/30/2019	Preferred	2,780,000	

Date Issued	Transaction Type	Shares Issued (Cancelled)	Stock Class	Value (\$ per share) (See Note 3)	Discount to Market	Recipient (See Note 2)	Issuance Reason	Trading Status (date of report)	Exemption
07/13/19	New Issue	886,630,000	Common	0.0001	Yes	Libra AGI LLC	Debt Conv	Free Trading	Rule 144
07/22/19	New Issue	48,551,534	Common	0.0001	No	Patrick Carrigan	Debt Conv	Restricted	N/A
07/22/19	New Issue	240,944,295	Common	0.0001	No	David G. Gwyther	Debt Conv	Restricted	N/A
07/22/19	New Issue	172,103,068	Common	0.0001	No	Colleen Manley	Debt Conv	Restricted	N/A

07/22/19	New Issue	500,000,000	Common	0.0001	Yes	Mammoth Corporation	Debt Conv	Free Trading	Rule 144
08/23/19	New Issue	500,000,000	Common	0.0001	Yes	Mammoth Corporation	Debt Conv	Free Trading	Rule 144
09/27/19	New Issue	3,000,000	Common	0.02	Yes	Mammoth Corporation	Debt Conv	Free Trading	Rule 144
10/01/19	New Issue	13,779	Common	N/A	No	CEDE & Company	Reverse Adj	Free Trading	Rule 144
10/22/19	New issue	6,000,000	Common	0.005	Yes	Mammoth Corporation	Debt Conv	Free Trading	Rule 144
10/30/19	New issue	1,368,421	Common	0.0209	Yes	X Finance LP	Debt Conv	Free Trading	Rule 144
11/13/19	New issue	5,000,000	Common	0.02	Yes	X Finance LP	Debt Conv	Free Trading	Rule 144
11/20/19	New issue	4,827,212	Common	0.0067	Yes	GPL Ventures LLC	Debt Conv	Free Trading	Rule 144
01/25/19	New issue	2,616,340	Common	0.0057	Yes	GPL Ventures LLC	Debt Conv	Free Trading	Rule 144
11/29/19	New issue	8,000,000	Common	0.0104	Yes	X Finance LP	Debt Conv	Free Trading	Rule 144
12/03/19	New issue	8,800,000	Common	0.0045	Yes	Mammoth Corporation	Debt Conv	Free Trading	Rule 144
12/02/19	New issue	4,067,797	Common	0.005	Yes	GPL Ventures LLC	Debt Conv	Free Trading	Rule 144
12/04/19	New issue	5,500,000	Common	0.0049	Yes	GPL Ventures LLC	Debt Conv	Free Trading	Rule 144
12/10/19	New issue	6,000,000	Common	0.0043	Yes	GPL Ventures LLC	Debt Conv	Free Trading	Rule 144
12/16/19	New issue	4,377,821	Common	0.0038	Yes	GPL Ventures LLC	Debt Conv	Free Trading	Rule 144
12/23/19	New issue	10,000,000	Common	0.0029	Yes	GPL Ventures LLC	Debt Conv	Free Trading	Rule 144
01/02/20	New issue	13,000,000	Common	0.0025	Yes	Mammoth Corporation	Debt Conv	Free Trading	Rule 144
01/02/20	New issue	11,702,650	Common	0.0018	Yes	GPL Ventures LLC	Debt Conv	Free Trading	Rule 144
01/08/20	New issue	12,000,000	Common	0.0035	Yes	X Finance LP	Debt Conv	Free Trading	Rule 144
01/21/20	New issue	15,000,000	Common	0.0017	Yes	GPL Ventures LLC	Debt Conv	Free Trading	Rule 144
01/22/20	New issue	10,971,429	Common	0.0035	Yes	10th Planet Partners LP	Debt Conv	Free Trading	Rule 144
01/30/20	New issue	14,064,780	Common	0.0017	Yes	GPL Ventures LLC	Debt Conv	Free Trading	Rule 144
02/04/20	New issue	10,000,000	Common	0.0023	Yes	Mammoth Corporation	Debt Conv	Free Trading	Rule 144
02/05/20	New issue	20,000,000	Common	0.0023	Yes	X Finance LP	Debt Conv	Free Trading	Rule 144
02/07/20	New issue	21,000,000	Common	0.0014	Yes	GPL Ventures LLC	Debt Conv	Free Trading	Rule 144
02/24/20	New issue	10,000,000	Common	0.0018	Yes	Mammoth Corporation	Debt Conv	Free Trading	Rule 144
02/27/20	New issue	26,000,000	Common	0.0006	Yes	GPL Ventures LLC	Debt Conv	Free Trading	Rule 144
03/03/20	New issue	20,326,316	Common	0.0019	Yes	10th Planet Partners LP	Debt Conv	Free Trading	Rule 144
03/03/20	New issue	20,000,000	Common	0.0018	Yes	X Finance LP	Debt Conv	Free Trading	Rule 144
03/11/20	New issue	15,000,000	Common	0.001	Yes	Mammoth Corporation	Debt Conv	Free Trading	Rule 144
03/20/20	New issue	35,000,000	Common	0.0004	Yes	GPL Ventures LLC	Debt Conv	Free Trading	Rule 144
03/30/20	New issue	33,858,000	Common	0.001	Yes	X Finance LP	Debt Conv	Free Trading	Rule 144
03/30/20	New issue	20,000,000	Common	0.0001	Yes	Mammoth Corporation	Debt Conv	Free Trading	Rule 144

04/01/20	New issue	38,000,000	Common	0.0004	Yes	GPL Ventures LLC	Debt Conv	Free Trading	Rule 144
04/01/20	New issue	28,004,000	Common	0.0010	Yes	Sunrise Communications, LLC	Debt Conv	Free Trading	Rule 144
04/14/20	New issue	30,000,000	Common	0.0009	Yes	Mammoth Corporation	Debt Conv	Free Trading	Rule 144
05/08/20	New issue	25,000,000	Common	0.0009	Yes	X Finance LP	Debt Conv	Free Trading	Rule 144
05/14/20	New issue	40,255,600	Common	0.0004	Yes	GPL Ventures LLC	Debt Conv	Free Trading	Rule 144
05/18/20	New issue	30,000,000	Common	0.0008	Yes	Mammoth Corporation	Debt Conv	Free Trading	Rule 144
05/26/20	New issue	30,000,000	Common	0.0009	Yes	Sunrise Communications, LLC	Debt Conv	Free Trading	Rule 144
05/26/20	New issue	28,501,111	Common	0.0009	Yes	X Finance LP	Debt Conv	Free Trading	Rule 144
06/04/20	New issue	30,000,000	Common	0.0008	Yes	Mammoth Corporation	Debt Conv	Free Trading	Rule 144
06/05/20	New issue	55,547,678	Common	0.0004	Yes	GPL Ventures LLC	Debt Conv	Free Trading	Rule 144
06/09/20	New issue	9,330,813	Common	0.0075	No	See Note 3	Services	Restricted	4(a)(2)
06/09/20	New issue	6,664,867	Common	0.0075	No	See Note 4	Services	Restricted	4(a)(2)
06/09/20	New issue	47,551,111	Common	0.0009	Yes	X Finance LP	Debt Conv	Free Trading	Rule 144
06/10/20	New issue	60,000,000	Common	0.0009	Yes	Sunrise Communications, LLC	Debt Conv	Free Trading	Rule 144
06/12/20	New issue	50,000,000	Common	0.0008	Yes	Mammoth Corporation	Debt Conv	Free Trading	Rule 144
06/30/20	New issue	45,074,444	Common	0.0009	Yes	X Finance LP	Debt Conv	Free Trading	Rule 144
07/27/20	New issue	50,000,000	Common	0.0008	Yes	Mammoth Corporation	Debt Conv	Free Trading	Rule 144
07/30/20	New issue	68,750,000	Common	0.0009	Yes	Sunrise Communications, LLC	Debt Conv	Free Trading	Rule 144
08/25/20	New issue	42,584,000	Common	0.0009	Yes	X Finance LP	Debt Conv	Free Trading	Rule 144
08/27/20	New issue	17,715,435	Common	0.0004	Yes	GPL Ventures LLC	Debt Conv	Free Trading	Rule 144
09/02/20	New issue	50,000,000	Common	0.0008	Yes	Mammoth Corporation	Debt Conv	Free Trading	Rule 144
10/01/20	New issue	59,620,000	Common	0.00075	Yes	X Finance LP	Debt Conv	Free Trading	Rule 144
10/06/20	New issue	50,000,000	Common	0.0007	Yes	Mammoth Corporation	Debt Conv	Free Trading	Rule 144
10/08/20	New issue	75,960,000	Common	0.0007	Yes	Sunrise Communications, LLC	Debt Conv	Free Trading	Rule 144
10/28/20	New issue	75,000,000	Common	0.00055	Yes	Mammoth Corporation	Debt Conv	Free Trading	Rule 144
11/04/20	New issue	74,000,000	Common	0.0006	Yes	X Finance LP	Debt Conv	Free Trading	Rule 144
11/10/20	New issue	80,000,000	Common	0.0075	Yes	10th Planet Partners LP	Debt Conv	Free Trading	Rule 144
11/17/20	New issue	120,000,000	Common	0.00055	Yes	Mammoth Corporation	Debt Conv	Free Trading	Rule 144
12/01/20	New issue	81,351,667	Common	0.0006	Yes	X Finance LP	Debt Conv	Free Trading	Rule 144
12/04/20	New issue	80,000,000	Common	0.0006	Yes	10th Planet Partners LP	Debt Conv	Free Trading	Rule 144
12/08/20	New issue	43,500,000	Common	0.0006	Yes	X Finance LP	Debt Conv	Free Trading	Rule 144
12/28/20	New issue	56,260,000	Common	0.0006	Yes	X Finance LP	Debt Conv	Free Trading	Rule 144
12/28/20	New issue	80,000,000	Common	0.0006	Yes	10th Planet Partners LP	Debt Conv	Free Trading	Rule 144
12/28/20	New issue	120,000,000	Common	0.00055	Yes	Mammoth Corporation	Debt Conv	Free Trading	Rule 144

01/11/21	New issue	29,826,913	Common	0.001877499	Yes	David G. Gwyther	Debt Conv	Free Trading	Rule 144
01/11/21	New issue	21,304,938	Common	0.001877499	Yes	Colleen Manley	Debt Conv	Free Trading	Rule 144
01/11/21	New issue	80,000,000	Common	0.0006	Yes	X Finance LP	Debt Conv	Free Trading	Rule 144
01/15/21	New issue	91,178,333	Common	0.0006	Yes	10th Planet Partners LP	Debt Conv	Free Trading	Rule 144
01/21/21	New issue	36,831,667	Common	0.0006	Yes	X Finance LP	Debt Conv	Free Trading	Rule 144
01/27/21	New issue	120,000,000	Common	0.0006	Yes	Mammoth Corporation	Debt Conv	Free Trading	Rule 144
01/27/21	New issue	90,000,000	Common	0.0006	Yes	X Finance LP	Debt Conv	Free Trading	Rule 144
01/29/21	New issue	116,666,667	Common	0.0006	Yes	10th Planet Partners LP	Debt Conv	Free Trading	Rule 144
02/11/21	New issue	70,675,000	Common	0.0006	Yes	X Finance LP	Debt Conv	Free Trading	Rule 144
02/15/21	New issue	124,416,667	Common	0.0006	Yes	10th Planet Partners LP	Debt Conv	Free Trading	Rule 144
02/19/21	New issue	120,000,000	Common	0.0006	Yes	Mammoth Corporation	Debt Conv	Free Trading	Rule 144
02/23/21	New issue	69,225,000	Common	0.0006	Yes	Albert Golusin	Debt Conv	Free Trading	Rule 144

#### Shares Outstanding on the Date of This Report

06/30/21	Common	3,191,103,696	(after reverse split on Sept. 23, 2019)
06/30/21	Preferred	2,780,000	

**Note 1:** All common shares issued after September 23, 2019 reflect the post reverse share amounts.

**Note 2: a.** Brad Hare holds voting and investment power over Mammoth Corporation.

**Note 2: b.** Jillian Sanburg-Jacobs holds voting and investment power over Sunrise Communications LLC.

**Note 2: c.** Albert Golusin holds voting and investment power over X Finance LP.

**Note 2: d.** Alexander Dillon holds voting and investment power over GPL Ventures LLC.

**Note 2: e.** Sean Daly holds voting and investment power over Libra AGI LLC.

**Note 2f.** Morgan Sanburg-Jacobs holds voting and investment power over 10th Planet Partners LP.

**Note 3:** David G. Gwyther was issued shares for services on a blended rate based on the stock closing price over the prior 10 months from the issuance in May 2020.

**Note 4:** Colleen Manley was issued shares for services on a blended rate based on the stock closing price over the prior 10 months from the issuance in May 2020.

#### Changes to Preferred Stock

Preferred Stock Shares Outstanding as of Second Most Recent Fiscal Year End: June 30, 2019  
Opening Balance Date/Amount

Preferred Series A Shares Outstanding at June 30, 2019	2,780,000
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Total Preferred Shares Outstanding at June 30, 2019

2,780,000

Date	Type	Shares Issued (Cancelled)	Value (\$ per share)	Discount to Market	Recipient	Issuance Reason	Trading Status (date of report)	Exemption
Preferred Series A Shares								
05/31/19	New Issue	1,300,000	0.012	No	David Gwyther	Cancel Series B	Restricted	None
05/31/19	New Issue	140,000	0.012	No	Albert Golusin	Cancel Series B	Restricted	None
05/31/19	New Issue	140,000	0.012	No	10th Planet Partners LP	Cancel Series B	Restricted	None
05/31/19	New Issue	400,000	0.012	No	David Gwyther	Cancel Series C	Restricted	None
05/31/19	New Issue	200,000	0.012	No	Libra Fund, LLC	Cancel Series C	Restricted	None
05/31/19	New Issue	200,000	0.012	No	Colleen Manley	Cancel Series C	Restricted	None
05/31/19	New Issue	400,000	0.012	No	Morgan Sanburg-Jacobs	Cancel Series C	Restricted	None
Preferred Series B Shares								
09/15/16	New Issue	700,000	0.012	No	Note 1	Contractual Obligation	Restricted	None
09/15/16	New Issue	700,000	0.012	No	Note 1	Contractual Obligation	Restricted	None
05/31/19	Cancel	7,900,000	0.012	No	N/A	Exchange for Series A	Restricted	None
Preferred Series C Shares								
06/26/17	New Issue	2,000,000	0.012	No	David Gwyther	Contractual Obligation	Restricted	None
06/29/17	New Issue	1,000,000	0.012	No	Note 1	Contractual Obligation	Restricted	None
07/10/17	New Issue	1,000,000	0.012	No	Colleen Manley	Contractual Obligation	Restricted	None
07/13/17	New Issue	2,000,000	0.012	No	Morgan Sanburg-Jacobs	Contractual Obligation	Restricted	None
05/31/19	Cancel	6,000,000	0.012	No	N/A	Exchange for Series A	Restricted	None

Preferred Stock Shares Outstanding on the Date of This Report: March 31, 2021

Preferred Series A Shares Outstanding at June 30, 2021 2,780,000

Total Preferred Shares Outstanding at June 30, 2021 2,780,000

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: Morgan Sanburg-Jacobs holds voting and investment power over 10th Planet Partners LP. Sean P. Daly holds voting and investment power over Libra Fund, LLC. Albert Golusin holds voting power over X Finance Limited Partnership.

## B. 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 of Note Issuance	Principal Amount at Issuance (\$)	Principal Outstanding (\$)	Interest Accrued Outstanding (\$)	Principal & interest outstanding Balance (\$)	Maturity Date	Noteholder	Reason for Issuance	Conversion Terms
09/30/14	127,177	61,177	32,407	93,584	10/01/15	Note 3A	Working Capital	See Note 1
06/30/15	226,966	226,966	136,258	363,224	06/30/16	Note 3A	Working Capital	See Note 1
06/30/15	120,000	120,000	72,041	192,041	06/30/16	Albert Golusin	Working Capital	See Note 1
05/31/16	107,500	107,500	54,641	162,141	06/01/17	Note 3B	Working Capital	See Note 1
06/30/16	17,500	17,500	8,751	26,251	07/01/17	Note 3A	Working Capital	See Note 1
08/31/16	48,000	48,000	23,188	71,188	09/01/17	Note 3B	Working Capital	See Note 1
09/30/16	89,600	89,600	42,548	132,148	10/01/17	Note 3B	Working Capital	See Note 1
10/31/16	36,000	36,000	16,789	52,789	11/01/17	Note 3B	Working Capital	See Note 1
11/30/16	50,000	50,000	22,908	72,908	12/01/17	Note 3B	Working Capital	See Note 1
12/31/16	50,000	50,000	22,483	72,483	01/01/18	Note 3B	Working Capital	See Note 1
01/31/17	32,000	32,000	14,117	46,117	02/01/18	Note 3B	Working Capital	See Note 1
02/28/17	350,000	350,000	151,723	501,723	03/01/18	Note 3A	Working Capital	See Note 1
02/28/17	25,000	25,000	10,837	35,837	03/01/18	Note 3B	Working Capital	See Note 1
04/30/17	90,000	90,000	37,510	127,510	05/01/18	Note 3B	Working Capital	See Note 1
05/31/17	50,000	50,000	20,414	70,414	06/01/18	Note 3B	Working Capital	See Note 1
07/30/17	100,000	100,000	39,185	139,185	07/31/18	Note 3B	Working Capital	See Note 1
08/31/17	285,000	285,000	109,178	394,178	09/01/18	Note 3B	Working Capital	See Note 1
09/13/17	2,200,000	1,186,750	-	1,186,750	09/14/18	Note 3C	Acquisition	See Note 2
09/30/17	200,000	200,000	74,973	274,973	10/01/18	Note 3B	Working Capital	See Note 1
10/30/17	165,000	110,000	27,500	137,500	10/31/18	Note 3D	Working Capital	See Note 1
10/31/17	165,000	74,331	2,831	77,162	11/01/18	Note 3B	Working Capital	See Note 1
11/15/17	140,000	140,000	50,716	190,716	11/16/18	Note 3D	Working Capital	See Note 1
11/15/17	140,000	40,162	1,004	41,166	11/16/18	Note 3B	Working Capital	See Note 1
11/30/17	80,000	80,000	28,652	108,652	12/01/18	Note 3D	Working Capital	See Note 1
11/30/17	80,000	80,000	28,652	108,652	12/01/18	Note 3B	Working Capital	See Note 1
12/15/17	125,000	125,000	44,255	169,255	12/16/18	Note 3D	Working Capital	See Note 1
12/15/17	125,000	125,000	44,255	169,255	12/16/18	Note 3B	Working Capital	See Note 1
12/31/17	250,000	250,000	87,414	337,414	01/01/19	Note 3D	Working Capital	See Note 1
01/02/18	250,000	250,000	87,414	337,414	01/01/19	Note 3B	Working Capital	See Note 1
01/12/18	450,000	450,000	155,866	605,866	01/13/19	Note 3D	Working Capital	See Note 1
01/16/18	110,000	110,000	37,980	147,980	01/17/19	Note 3B	Working Capital	See Note 1
01/31/18	175,000	175,000	59,704	234,704	02/01/19	Note 3D	Working Capital	See Note 1
01/31/18	175,000	175,000	59,704	234,704	02/01/19	Note 3B	Working Capital	See Note 1
02/15/18	125,000	125,000	42,132	167,132	02/16/19	Note 3D	Working Capital	See Note 1
02/16/18	125,000	125,000	42,098	167,098	02/17/19	Note 3B	Working Capital	See Note 1
02/28/18	150,000	150,000	50,024	200,024	03/01/19	Note 3B	Working Capital	See Note 1
03/01/18	100,000	100,000	33,322	133,322	03/02/19	Note 3D	Working Capital	See Note 1

03/15/18	120,000	120,000	39,526	159,526	03/16/19	Note 3B	Working Capital	See Note 1
03/15/18	120,000	120,000	39,099	159,099	03/16/19	Note 3D	Working Capital	See Note 1
03/28/18	120,000	120,000	39,066	159,066	03/29/19	Note 3B	Working Capital	See Note 1
03/29/18	120,000	120,000	39,526	159,526	03/30/19	Note 3D	Working Capital	See Note 1
04/30/18	310,000	310,000	98,202	408,202	05/01/19	Note 3B	Working Capital	See Note 1
04/30/18	150,000	150,000	47,517	197,517	05/01/19	Note 3D	Working Capital	See Note 1
05/31/18	170,000	170,000	52,409	222,409	06/01/19	Note 3B	Working Capital	See Note 1
06/30/18	350,000	350,000	105,024	455,024	07/01/19	Note 3B	Working Capital	See Note 1
06/30/18	50,000	50,000	15,003	65,003	07/01/19	Note 3D	Working Capital	See Note 1
07/15/18	150,000	150,000	44,394	194,394	07/16/19	Note 3B	Working Capital	See Note 1
11/23/18	35,000	35,000	9,102	44,102	11/24/19	Note 3D	Working Capital	See Note 1
12/11/18	40,000	40,000	10,205	50,205	12/12/19	Sean Prophet	Working Capital	See Note 1
12/18/18	8,500	8,500	2,152	10,652	12/19/19	Note 3A	Working Capital	See Note 1
12/31/18	55,000	55,000	13,731	68,731	01/01/20	Note 3D	Working Capital	See Note 1
03/04/19	108,000	108,000	25,099	133,099	03/04/20	Note 3A	Working Capital	See Note 1
02/27/19	69,300	69,300	16,200	85,500	02/28/20	Note 3E	Working Capital	See Note 1
01/15/19	16,500	16,500	4,052	20,552	01/16/20	Note 3B	Working Capital	See Note 1
11/30/19	77,550	77,550	12,279	89,829	11/29/20	Note 3A	Working Capital	See Note 1
12/31/19	139,500	139,500	20,925	160,425	12/30/20	Note 3A	Working Capital	See Note 1
12/31/19	32,300	32,300	4,845	37,145	12/30/20	Note 3B	Working Capital	See Note 1
03/31/20	84,750	84,750	10,594	95,344	03/30/21	Note 3B	Working Capital	See Note 1
03/31/20	59,000	59,000	7,375	66,375	03/30/21	Albert Golusin	Working Capital	See Note 1
06/30/20	91,500	91,500	9,150	100,650	06/29/21	Albert Golusin	Working Capital	See Note 1
06/30/20	38,000	38,000	3,800	41,800	06/29/21	Note 3A	Working Capital	See Note 1
06/30/20	54,715	54,715	5,472	60,187	06/29/21	Note 3B	Working Capital	See Note 1
09/30/20	40,000	40,000	3,000	43,000	09/29/21	Note 3D	Working Capital	See Note 1
09/30/20	48,475	48,475	3,636	52,111	09/29/21	Note 3B	Working Capital	See Note 1
12/31/20	88,500	88,500	4,425	92,925	12/30/21	Albert Golusin	Working Capital	See Note 1
12/31/20	86,500	86,500	4,325	90,825	12/30/21	Note 3A	Working Capital	See Note 1
03/31/21	154,500	154,500	3,863	158,363	03/30/22	Albert Golusin	Working Capital	See Note 1
03/31/21	143,500	143,500	3,588	147,088	03/30/22	Note 3A	Working Capital	See Note 1
06/30/21	105,500	105,500	-	105,500	06/30/22	Albert Golusin	Working Capital	See Note 1
06/30/21	72,500	72,500	-	72,500	06/30/22	Note 3A	Working Capital	See Note 1
			<u>\$9,119,076</u>	<u>\$2,471,058</u>	<u>\$11,590,134</u>			

**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 Morgan Sanburg-Jacobs.

**Note 3C:** Mammoth Corporation is the Holder and controlled through voting and investment control by Brad Hare.

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

**Note 3E:** Libra AGI is the Holder and controlled through voting and investment control by Sean Daly.

#### **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))1:**

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 “Consolidated Financial Statements – Amendment #1” for the period ending June 30, 2021.

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

**A. Business Operations**

**AMERICAN GREEN**

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.

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. Working in Arizona, a very tightly regulated legal cannabis market, the Company is focused on providing goods and services that operators of licensed cannabis dispensaries require. This strategy allows 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.

Following the passage of Arizona’s Proposition 207, which legalized recreational use of cannabis throughout the state, the Company intends to focus on capitalizing upon the opportunities created as a result, and is therefore seeking new space, with the goal of trebling the capacity of its managed grow operations.

## **B. Subsidiaries**

### **AMERICAN GREEN INVESTMENT IN CANNAWAKE CORPORATION**

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 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 have finalized a management agreement between Nipton, Inc and Mohave Hospitality, Inc. who are the managers of the Nipton Trading Post, The Nipton Hotel, and The Whistle Stop Café, "the stores". The term of the leases total 15 years each and call for monthly payments by Mohave Hospitality of approximately \$12,500 with periodic cost of living Increases.

While under CannAwake's control, the original seller foreclosed on the town on November 19, 2019, but leases of the stores remain uninterrupted whereby Mohave Enterprises retains management control of all of the stores and their resulting revenues. Interest holders will be able to keep up to date on events in Nipton by navigating to its website, <http://www.nipton.com>. Beginning in early 2020, The Covid-19 pandemic severely limited tourist business and the CannAwake management determined that it was prudent to close the Nipton stores until further notice.

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

### **DEVELOPMENT OF CBD PRODUCTS**

American Green has a consulting relationship with renown CBD and Cannabis Chef named Dee Russell where Ms. Russell has agreed to work with the company to develop unique and proprietary food products which the company believes will become popular choices in the marketplace. Discussions are underway with several well-established edible and extraction companies that have expressed interest in having production facilities in Phoenix and other potential locations to be determined -- all done while paying strict adherence to all applicable federal, state and county regulatory requirements.

### **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, and the operation has reached operational profitability as of January 2020. Natural Herbal Remedies has since sold its license to Curaleaf Corporation.

On May 28, 2019 the Arizona Supreme Court ruled that medical marijuana extracts are legal under the Arizona Marijuana Act. As a result, the cultivation operation is making plans to increase its revenue generation through the production of extracts.

Additionally, five states have placed initiatives, measures and/or amendments on their ballots in November of 2020 which would serve to legalize recreational cannabis; Arizona, Montana, Mississippi, New Jersey, and South Dakota (South Dakota would also legalize medical cannabis). As we do business in Arizona, legalization of recreational cannabis may increase opportunities for the Company.

## **AMERICAN GREEN XPRESS**

American Green's AGX (for American Green Xpress) "Smart" Vending Division has redesigned its AGX Machine so it no longer requires a human to initially sign up to purchase products from it making the AGX one of the most advanced automated vending solution in the adult-use vending space. Lindel Creed, has begun the process of applying for patents on the company's current machine configuration, which are believed to be unique in the marketplace.

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

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

In addition, an e-commerce store unique to the company and introduced select products on the Amazon marketplace. As expected, the addition of Amazon further increased the company's reach while extending the brand and providing continuity between the other initiatives. Each product described and any that may be added can stand on its own but naturally interface well while increasing the overall value of the products themselves, the American Green brand, and the Company as a whole. The Company expects revenues for the online store to double between 2020 and 2021 with improving margins for all products. The online store is showing a profit which the Company expects to continue throughout 2020.

## **AMERICAN GREEN COORDINATED INITIATIVES**

During 2016, 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 Xpress, 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. The Company plans to exploit opportunities to expand its cannabis or CBD production in 2021 and beyond.

## **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 in Phoenix, Arizona and is secured. Shareholders can call American Green for information pertaining to the building. The rent expense is approximately \$8,000 a month during the entire three five-year renewal options that will expire on November 30, 2035.

On May 1, 2021, the Company signed a lease in Phoenix, Arizona to build out a 40,000 square foot building for the purpose of a medical and recreational marijuana grow facility. The Company paid the security deposit of \$15,577.28 and the first month of \$14,391.00 rent on May 1, 2021. In August 2021, the Phoenix City Council approved American Green's request to utilize its new building as a cannabis grow facility. The buildout is expected to be complete by July 2022 and the lease will continue until April 30, 2026. American Green has the right to purchase the building at an agreed-upon price within the first 2 years of the lease.

The Company subleases a lease warehouse from Vendweb, Inc. where it produces its smart vending machines call The American Green Xpress. 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**

#### **David Gwyther, Chairman - 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.

#### **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% or more of the issuer, as well as any officer, and any director of the company, regardless of the number of shares they own.

## B. Beneficial Holders

### 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:

<b>Class A Holders</b>	<b>Shares</b>	<b>% of Class</b>	<b>Votes</b>	<b>% of Total Vote</b>
David G. Gwyther, Chairman	1,700,000	61.15%	4,250,000,000	41.91%
Morgan A. Sanburg-Jacobs	540,000	19.42%	1,350,000,000	13.31%
Colleen Manley, Director	200,000	7.19%	500,000,000	4.93%
Total	2,440,000	87.76%	6,100,000,000	60.15%

### 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 A Shares</b>	<b>Votes</b>	<b>% of Total Vote</b>
David G. Gwyther, Chairman	39,639,816	1,700,000	4,289,639,816	42.30%
Colleen Manley, Director	28,573,940	200,000	528,573,940	5.21%
Morgan A. Sanburg-Jacobs	-	540,000	1,350,000,000	13.31%
	68,213,756	2,440,000	6,168,213,756	60.82%

## 8. Legal/Disciplinary History

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

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

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;

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

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:**

### **Securities Counsel**

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

### **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

### **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 in this annual disclosure statement of 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 25, 2021

/s/ David G. Gwyther

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David G. Gwyther, CEO

### Principal Financial Officer:

I, David G. Gwyther, certify that:

1. I have reviewed this annual disclosure statement of 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 25, 2021

/s/ David G. Gwyther

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David G. Gwyther, CFO