

November 4, 2021

OTC Markets Group  
300 Vesey Street, 12th Floor  
New York, New York 10282

Re: American Green, Inc. - Attorney Letter with Respect to Current Information for June 30, 2021 - Annual Report

To Whom It May Concern:

- 1) OTC Markets Group is entitled to rely on this Letter in determining whether the Issuer has made adequate current information publicly available within the meaning of Rule 144(c)(2) under the Securities Act of 1933 (the "Securities Act").
- 2) Counsel is a resident of the United States, (i) Counsel has been retained for the express purposes of reviewing the financial disclosures and preparing and rendering this letter ("Letter") for and on behalf of American Green, Inc. (the "Issuer") to OTC Markets Group, Inc. ("OTC Markets Group") as to the Issuer's compliance with the Disclosure Statement requirements pursuant to the OTC Pink Basic Disclosure Guidelines, (ii) Counsel owns 24,106 restricted common shares of the Issuer which were issued for services on September 23, 2019. (ii) Counsel does not have an agreement to receive, in the future, shares of the Issuer's securities, in payment for services.
- 3) Concurrent with drafting this Letter, Counsel has examined such corporate records and other documents and such questions of law as it considered necessary or appropriate for purposes of rendering this Letter.
- 4) Counsel is admitted to practice law in the State of Arizona and New York and the United States Federal Courts and Counsel has not relied upon the work of any other counsel.
- 5) Counsel is permitted to practice before the SEC and has not been prohibited from practice thereunder. Moreover, Counsel is not currently, nor has in the past five years, 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.
- 6) Counsel is not now, nor in the past five years, been suspended or barred from practicing in any state or jurisdiction, nor has Counsel been charged in any civil or criminal case.
- 7) As to matters of fact, Counsel has relied on information obtained from the Issuer's disclosures and officers of the Issuer. Counsel believes that such information or sources are reliable.
- 8) Counsel has reviewed the following specific documents concerning the Issuer and its securities (the "Information"), which Information is publicly available through the OTC Disclosure & News Service; for
  - a) Fiscal Year 2021, the
    - i) June 30, 2021 - Annual Report - Disclosure Statement Pursuant to the OTC Pink Basic Disclosure Guidelines, published on the OTC Disclosure & News Service on or about

748 Easy Street, Suite 12  
Mail: PO Box 2987  
Carefree, AZ 85377-2987  
Phone: 480-488-7875  
Email: jerry.chesler@gmail.com



- September 25, 2021, with attached Financial Statement and its amendment published on October 26, 2021; and
- ii) Quarterly Reports - Disclosure Statements Pursuant to the OTC Pink Basic Disclosure Guidelines, published on the OTC Disclosure & News Service:
    - (1) For the period ending March 31, 2021, with attached Financial Statement, published on or about May 19, 2021; and
    - (2) For the period ending December 31, 2020, with attached Financial Statement, published on or about February 18, 2021; and
    - (3) For the period ending September 30, 2020, with attached Financial Statement, published on or about November 19, 2020; and for
  - b) Fiscal Year 2020, the
    - i) June 30, 2020 - Annual Report - Disclosure Statement Pursuant to the OTC Pink Basic Disclosure Guidelines, published on the OTC Disclosure & News Service on or about October 12, 2020, with attached Financial Statement and corresponding Attorney Letter; and
    - ii) Quarterly Reports - Disclosure Statements Pursuant to the OTC Pink Basic Disclosure Guidelines, published on the OTC Disclosure & News Service:
      - (1) For the period ending March 31, 2020, with attached Financial Statement, published on or about May 4, 2020; and
      - (2) For the period ending December 31, 2019, with attached Financial Statement, published on or about February 24, 2020 (as amended and published on February 26, 2020); and
      - (3) For the period ending September 30, 2019, with attached Financial Statement, published on or about November 15, 2019.
- 9) The Information: (i) constitutes adequate current public information concerning the Issuer and the shares of common stock of the Issuer (the "Securities") and the Issuer and is available within the meaning of Rule 144(c)(2) under the Securities Act; (ii) includes all of the information that a broker-dealer would be required to obtain from the Issuer to publish a quotation for the Securities under Rule 15c2-11 of the Securities Exchange Act of 1934 (the "Exchange Act"); (iii) complies as to form with the OTC Markets Group's Pink Basic Disclosure Guidelines, which are located on the Internet at [www.otcmarkets.com](http://www.otcmarkets.com); and (iv) has been published through the OTC Disclosure & News Service.
- 10) The Company's financial statements are prepared by Albert Golusin, the Issuer's outside consultant for financial matters and are reviewed by David Gwyther, the Issuer's CEO, who is responsible for the review of the financial statements and notes thereto contained in the Information (the "Financial Statements"). The Financial Statements are not audited. Mr. Golusin has financial accounting experience in both private and public companies and Mr. Gwyther is an experienced executive navigating the cannabis space including marketing and regulatory issues.
- 11) The Issuer's transfer agent (the "Transfer Agent") is Olde Monmouth Stock Transfer Co., Inc., 200 Memorial Parkway, Atlantic Highlands, NJ 07716. The Transfer Agent is registered with the Securities and Exchange Commission (the "SEC"). The method used by us to confirm the number of outstanding shares was a review of the Issuer's public filings, communications

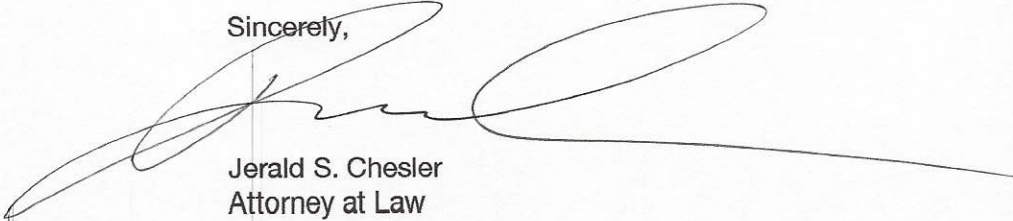


with the Issuer, and the Transfer Agent's website.

- 12) Counsel has: (i) personally met with management and the directors of the Issuer, specifically David Gwyther (CEO and Director) and Coleen Manley (Director), (ii) reviewed the Information, as amended, published by the Issuer on the OTC Disclosure & News Service, and (iii) discussed the Information with a majority of the directors of the Issuer.
- 13) After inquiry of management and the directors of the Issuer, as of the date hereof, neither the Issuer nor any 5% shareholder of the Issuer nor Counsel is currently under investigation by any federal or state regulatory authority for any violations of federal or state securities laws. This belief is based upon a review of the Issuer's public filings, interview with management, and general internet database inquiries.
- 14) No person, entity or otherwise, other than OTC Markets Group (and only OTC Markets Group) is entitled to rely on this Letter in determining whether the Issuer has made adequate current information publicly available within the meaning of Rule 144(c)(2) under the Securities Act. However, in connection therewith, OTC Markets Group is granted full and complete permission to publish the Letter through the OTC Disclosure & News Service for public viewing.
- 15) Based upon discussions with the Issuer and management of the Issuer, it is the Issuer's position that it has always maintained sufficient, non-nominal operations to qualify as a non-shell company as defined in Rule 405. Based upon Issuer's representations, Counsel has no reason to believe the Issuer has been, or currently is, a shell company. I am unaware of the Issuer having ever declared itself to be a shell in any of its previous annual OTC disclosures. This conclusion is based solely upon an interview with management of the Issuer and its self-reporting in its filings and disclosures on OTC Disclosure & News Service.

I am opining herein as to the United States federal securities laws, and we express no opinion with respect to the applicability thereto, or the effect thereon, of the laws of any other jurisdiction or as to any matters of municipal law or the laws of any local agencies within any state. In addition, the opinions expressed in this Letter are given as of the date of this Letter and Counsel disclaims any obligation to advise OTC Markets Group of any change in any matter set forth herein.

Sincerely,



Jerald S. Chesler  
Attorney at Law