

Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines



AMERICAN GREEN, INC

A Wyoming Corporation
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SIC Code: 541600

Annual Report
For the Period Ending: June 30, 2023
(the "Reporting Period")

Outstanding Shares

The number of shares outstanding of our Common Stock was:

4,282,264,265 as of June 30, 2023

3,891,279,720 as of June 30, 2022

Shell Status

Indicate by check mark whether the company is a shell company (as defined in Rule 405 of the Securities Act of 1933, Rule 12b-2 of the Exchange Act of 1934 and Rule 15c2-11 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: ☒

Change in Control

Indicate by check mark whether a Change in Control¹ of the company has occurred over this reporting period:

Yes: ☐ No: ☒

¹ "Change in Control" shall mean any events resulting in:

- (i) Any "person" (as such term is used in Sections 13(d) and 14(d) of the Exchange Act) becoming the "beneficial owner" (as defined in Rule 13d-3 of the Exchange Act), directly or indirectly, of securities of the Company representing fifty percent (50%) or more of the total voting power represented by the Company's then outstanding voting securities;
- (ii) The consummation of the sale or disposition by the Company of all or substantially all of the Company's assets;
- (iii) A change in the composition of the Board occurring within a two (2)-year period, as a result of which fewer than a majority of the directors are directors immediately prior to such change; or
- (iv) The consummation of a merger or consolidation of the Company with any other corporation, other than a merger or consolidation which would result in the voting securities of the Company outstanding immediately prior thereto continuing to represent (either by remaining outstanding or by being converted into voting securities of the surviving entity or its parent) at least fifty percent (50%) of the total voting power represented by the voting securities of the Company or such surviving entity or its parent outstanding immediately after such merger or consolidation.

1) Name and address(es) of the issuer and its predecessors (if any)

In answering this item, provide the current name of the issuer any names used by predecessor entities, along with the dates of the name changes.

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 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." 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." to reflect 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." to reflect the Company's commitment to the support and development into the emerging technology marketplace.

On March 8, 2011, the Company's name was changed to, "Altitude Organic Corporation" to reflect the Company's entrance into the cannabis support marketplace.

On January 6, 2012, the Company's name was changed to "Tranzbyte Corporation" 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):

The issuer is incorporated in the State of Wyoming and its current standing is active.

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:

The Company is currently in the process of applying for a 100:1 reverse stock split.

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

The address of the issuer's executive office is 30 N Gould Street Suite R, Sheridan, WY 82801

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

The address of the issuer's principal place of business is 2902 W Virginia Ave, Phoenix, AZ 85009

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

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

No: ☒ Yes: ☐ If Yes, provide additional details below:

2) Security Information

Transfer Agent

Name: Olde Monmouth Stock Transfer Co., Inc.,
Phone: 732.872.2727
Email: www.oldemonmouth.com
Address: 200 Memorial Parkway
Atlantic Highlands, New Jersey 07716

Publicly Quoted or Traded Securities:

The goal of this section is to provide a clear understanding of the share information for its publicly quoted or traded equity securities. Use the fields below to provide the information, as applicable, for all outstanding classes of securities that are publicly traded/quoted.

Trading symbol:	ERBB
Exact title and class of securities outstanding:	Common
CUSIP:	82572P100
Par or stated value:	\$0.0001
Total shares authorized:	4,850,000,000 as of: 06/30/2023
Total shares outstanding:	4,282,264,265 as of: 06/30/2023
Number of shares in the Public Float ²	4,237,054,055 as of: 06/30/2023
Total number of shareholders of record:	440 as of: 06/30/2023

All additional class(es) of publicly quoted or traded securities (if any):

NONE

Other classes of authorized or outstanding equity securities:

The goal of this section is to provide a clear understanding of the share information for its other classes of authorized or outstanding equity securities (e.g. preferred shares). Use the fields below to provide the information, as applicable, for all other authorized or outstanding equity securities.

Exact title and class of securities outstanding:	Preferred Class A
CUSIP:	None
Par or stated value:	\$0.01
Total shares authorized:	10,000,000 as of: 06/30/2023
Total shares outstanding:	2,780,000 as of: 06/30/2023
Total number of shareholders of record:	6 as of: 06/30/2023

Exact title and class of securities outstanding:	Preferred Class B
CUSIP:	None
Par or stated value:	\$0.01
Total shares authorized:	400,000 as of: 06/30/2023
Total shares outstanding:	0 as of: 06/30/2023
Total number of shareholders of record:	0 as of: 06/30/2023

Security Description:

The goal of this section is to provide a clear understanding of the material rights and privileges of the securities issued by the company. Please provide the below information for each class of the company's equity securities, as applicable:

1. For common equity, describe any dividend, voting and preemption rights.

No special rights attach to the Common Stock.

² "Public Float" shall mean the total number of unrestricted shares not held directly or indirectly by an officer, director, any person who is the beneficial owner of more than 10 percent of the total shares outstanding (a "control person"), or any affiliates thereof, or any immediate family members of officers, directors and control persons.

2. For preferred stock, describe the dividend, voting, conversion, and liquidation rights as well as redemption or sinking fund provisions.

Class A Convertible Preferred Stock: The Class A Convertible Preferred Stock are convertible at a ratio of 1 share of Class A Convertible Preferred Stock for 250 shares of common stock. These shares have voting rights equal to 3,750 shares of common stock for each share of Class A Preferred.

Class B Convertible Preferred Stock. The Class B Convertible Preferred Stock are convertible at a ratio of 1 share of Class A Convertible Preferred Stock for 4,350 shares of common stock. The Class B Convertible Preferred Stockholders may not convert into more than 4.9% of the Company's Common Stock. These shares have no common stock voting rights. The face value of the Class B Convertible Stock is \$5.00.

3. Describe any other material rights of common or preferred stockholders.

None

4. Describe any material modifications to rights of holders of the company's securities that have occurred over the reporting period covered by this report.

The voting rights of the Class A Convertible Preferred Stock were increased from 2,500 to 3,750 common stock votes for each share of Class A Preferred on May 25, 2022.

3) Issuance History

The goal of this section is to provide disclosure with respect to each event that resulted in any changes to the total shares outstanding of any class of the issuer's securities in the past two completed fiscal years and any subsequent interim period.

Disclosure under this item shall include, in chronological order, all offerings and issuances of securities, including debt convertible into equity securities, whether private or public, and all shares, or any other securities or options to acquire such securities, issued for services. Using the tabular format below, please describe these events.

A. Changes to the Number of Outstanding Shares

Indicate by check mark whether there were any changes to the number of outstanding shares within the past two completed fiscal years:

No: ☐ Yes: ☒ (If yes, you must complete the table below)

Shares Outstanding as of Second Most Recent Fiscal Year End:									
<u>Opening Balance</u> Date <u>6/30/2021</u> Common: 3,191,103,696 Preferred A: 2,780,000 Preferred B: 0									
Date of Transaction	Transaction type (e.g., new issuance, cancellation, shares returned to treasury)	Number of Shares Issued (or cancelled)	Class of Securities	Value of shares issued (\$/per share) at Issuance	Were the shares issued at a discount to market price at the time of issuance? (Yes/No)	Individual/ Entity Shares were issued to (entities must have individual with voting / investment control disclosed).	Reason for share issuance (e.g., for cash or debt conversion) - OR Nature of Services Provided	Restricted or Unrestricted as of this filing.	Exemption or Registration Type.
8/11/21	New issue	100,000,000	Common	0.0006	Yes	Mammoth Corporation	Debt Conv	Free Trading	Rule 144
8/31/21	New issue	69,636,667	Common	0.0006	Yes	X Finance LP	Debt Conv	Free Trading	Rule 144
9/1/21	New issue	130,640,000	Common	0.0006	Yes	10th Planet Partners LP	Debt Conv	Free Trading	Rule 144
10/21/21	New issue	73,698,333	Common	0.0006	Yes	Albert Golusin	Debt Conv	Free Trading	Rule 144
12/6/21	New issue	100,000,000	Common	0.0006	Yes	Mammoth Corporation	Debt Conv	Free Trading	Rule 144
1/10/22	New issue	92,205,556	Common	0.00108	Yes	10th Planet Partners LP	Debt Conv	Free Trading	Rule 144
1/21/22	New issue	90,481,481	Common	0.00108	Yes	Albert Golusin	Debt Conv	Free Trading	Rule 144
5/26/22	New issue	25,383,159	Common	0.00441	No	See Note 1	Services	Restricted	4(a)(2)
5/26/22	New issue	18,130,828	Common	0.00441	No	See Note 2	Services	Restricted	4(a)(2)
1/23/23	New issue	137,220,000	Common	0.0004	Yes	Albert Golusin	Debt Conv	Free Trading	Rule 144
1/30/23	New issue	152,434,545	Common	0.0005	Yes	Sunrise Communications LLC	Debt Conv	Free Trading	Rule 144
5/16/2023	New issue	152,434,545	Common	0.0005	Yes	X Finance LP	Debt Conv	Free Trading	Rule 144

Shares Outstanding on Date of This Report:	
<div> <div>Ending Balance:</div> <div> Date <u>3/31/2023</u> Common: 4,282,264,265 Preferred A: 2,780,000 Preferred B: 00 </div> </div>	

Use the space below to provide any additional details, including footnotes to the table above:

Note 1: David G. Gwyther was issued shares for services on a blended rated based on the stock closing price over the prior 10 months from the issuance in May 2022.

Note 2: Colleen Manley was issued shares for services on a blended rated based on the stock closing price over the prior 10 months from the issuance in May 2022.

B. Promissory and Convertible Notes

Indicate by check mark whether there are any outstanding promissory, convertible notes, convertible debentures, or any other debt instruments that may be converted into a class of the issuer's equity securities:

No: ☐ Yes: ☒ (If yes, you must complete the table below)

Date of Note Issuance	Outstanding Balance (\$)	Principal Amount at Issuance (\$)	Interest Accrued (\$)	Maturity Date	Conversion Terms (e.g., pricing mechanism for determining conversion of instrument to shares)	Name of Noteholder (entities must have individual with voting / investment control disclosed).	Reason for Issuance (e.g., Loan, Services, etc.)
09/30/14	105,817	127,177	44,640	10/01/15	See Note 1	Note 3A	Working Capital
06/30/15	408,616	226,966	181,650	06/30/16	See Note 1	Note 3A	Working Capital
06/30/15	216,041	120,000	96,041	06/30/16	See Note 1	Albert Golusin	Working Capital
05/31/16	183,644	107,500	76,144	06/01/17	See Note 1	Note 3B	Working Capital
06/30/16	29,755	17,500	12,255	07/01/17	See Note 1	Note 3A	Working Capital
08/31/16	73,900	42,000	31,900	09/01/17	See Note 1	Note 3B	Working Capital
09/30/16	164,150	98,000	66,150	10/01/17	See Note 1	Note 3B	Working Capital
10/31/16	59,989	36,000	23,989	11/01/17	See Note 1	Note 3B	Working Capital
11/30/16	82,908	50,000	32,908	12/01/17	See Note 1	Note 3B	Working Capital
12/31/16	82,483	50,000	32,483	01/01/18	See Note 1	Note 3B	Working Capital
01/31/17	52,517	32,000	20,517	02/01/18	See Note 1	Note 3B	Working Capital
02/28/17	571,723	350,000	221,723	03/01/18	See Note 1	Note 3A	Working Capital
04/30/17	80,083	50,000	30,083	05/01/18	See Note 1	Note 3B	Working Capital
05/31/17	80,414	50,000	30,414	06/01/18	See Note 1	Note 3B	Working Capital
07/30/17	159,185	100,000	59,185	07/31/18	See Note 1	Note 3B	Working Capital
08/31/17	451,178	285,000	166,178	09/01/18	See Note 1	Note 3B	Working Capital
09/13/17	941,750	2,200,000	0	09/14/18	See Note 2	Note 3C	Acquisition
09/30/17	314,973	200,000	114,973	10/01/18	See Note 1	Note 3B	Working Capital
10/30/17	159,500	165,000	49,500	10/31/18	See Note 1	Note 3F	Working Capital
11/15/17	218,716	140,000	78,716	11/16/18	See Note 1	Note 3D	Working Capital
11/30/17	124,652	80,000	44,652	12/01/18	See Note 1	Note 3D	Working Capital
11/30/17	124,652	80,000	44,652	12/01/18	See Note 1	Note 3B	Working Capital
12/15/17	194,255	125,000	69,255	12/16/18	See Note 1	Note 3D	Working Capital
12/15/17	194,255	125,000	69,255	12/16/18	See Note 1	Note 3B	Working Capital
12/31/17	387,414	250,000	137,414	01/01/19	See Note 1	Note 3D	Working Capital
01/02/18	387,414	250,000	137,414	01/01/19	See Note 1	Note 3B	Working Capital
01/12/18	695,866	450,000	245,866	01/13/19	See Note 1	Note 3D	Working Capital
01/16/18	169,980	110,000	59,980	01/17/19	See Note 1	Note 3B	Working Capital
01/31/18	269,704	175,000	94,704	02/01/19	See Note 1	Note 3D	Working Capital
01/31/18	269,704	175,000	94,704	02/01/19	See Note 1	Note 3B	Working Capital
02/15/18	192,132	125,000	67,132	02/16/19	See Note 1	Note 3D	Working Capital
02/16/18	192,098	125,000	67,098	02/17/19	See Note 1	Note 3B	Working Capital
02/28/18	230,024	150,000	80,024	03/01/19	See Note 1	Note 3B	Working Capital
03/01/18	153,322	100,000	53,322	03/02/19	See Note 1	Note 3D	Working Capital

03/15/18	183,526	120,000	63,526	03/16/19	See Note 1	Note 3B	Working Capital
03/15/18	183,526	120,000	63,526	03/16/19	See Note 1	Note 3D	Working Capital
03/28/18	183,099	120,000	63,099	03/29/19	See Note 1	Note 3B	Working Capital
03/29/18	183,066	120,000	63,066	03/30/19	See Note 1	Note 3D	Working Capital
04/30/18	470,202	310,000	160,202	05/01/19	See Note 1	Note 3B	Working Capital
04/30/18	227,517	150,000	77,517	05/01/19	See Note 1	Note 3D	Working Capital
05/31/18	256,409	170,000	86,409	06/01/19	See Note 1	Note 3B	Working Capital
06/30/18	525,024	350,000	175,024	07/01/19	See Note 1	Note 3B	Working Capital
07/15/18	224,394	150,000	74,394	07/16/19	See Note 1	Note 3B	Working Capital
12/11/18	58,205	40,000	18,205	12/12/19	See Note 1	Sean Prophet	Working Capital
12/18/18	12,354	8,500	3,854	12/19/19	See Note 1	Note 3A	Working Capital
12/31/18	79,731	55,000	24,731	01/01/20	See Note 1	Note 3D	Working Capital
03/04/19	154,699	108,000	46,699	03/04/20	See Note 1	Note 3A	Working Capital
03/08/19	99,362	69,300	30,062	03/07/20	See Note 1	Albert Golusin	Working Capital
01/15/19	23,854	16,500	7,354	01/16/20	See Note 1	Note 3B	Working Capital
11/30/19	105,339	77,550	27,789	11/29/20	See Note 1	Note 3A	Working Capital
12/31/19	188,328	139,500	48,828	12/30/20	See Note 1	Note 3A	Working Capital
12/31/19	19,980	14,800	5,180	12/30/20	See Note 1	Note 3B	Working Capital
06/30/20	118,952	91,500	27,452	06/29/21	See Note 1	Albert Golusin	Working Capital
06/30/20	49,400	38,000	11,400	06/29/21	See Note 1	Note 3A	Working Capital
06/30/20	71,129	54,715	16,414	06/29/21	See Note 1	Note 3B	Working Capital
09/30/20	61,805	48,475	13,330	09/29/21	See Note 1	Note 3B	Working Capital
12/31/20	95,627	76,500	19,127	12/30/21	See Note 1	Note 3A	Working Capital
03/31/21	189,265	154,500	34,765	03/30/22	See Note 1	Albert Golusin	Working Capital
03/31/21	175,790	143,500	32,290	03/30/22	See Note 1	Note 3A	Working Capital
06/30/21	126,602	105,500	21,102	06/30/22	See Note 1	Albert Golusin	Working Capital
09/30/21	205,682	175,050	30,632	09/30/22	See Note 1	Albert Golusin	Working Capital
09/30/21	101,698	86,550	15,148	09/30/22	See Note 1	Note 3A	Working Capital
12/31/21	164,164	142,750	21,414	12/30/22	See Note 1	Albert Golusin	Working Capital
12/31/21	108,964	94,750	14,214	12/30/22	See Note 1	Note 3A	Working Capital
03/31/22	126,565	112,500	14,065	03/30/23	See Note 1	Albert Golusin	Working Capital
03/31/22	180,565	160,500	20,065	03/30/23	See Note 1	Note 3A	Working Capital
04/07/22	561,644	500,000	61,644	04/07/22	See Note 1	James Gierczyk	Construction Expense
09/30/22	133,839	124,500	9,339	09/30/23	See Note 1	Albert Golusin	Working Capital
09/30/22	112,769	104,900	7,869	09/30/23	See Note 1	Note 3A	Working Capital

Use the space below to provide any additional details, including footnotes to the table above:

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 Peter 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 Albert Golusin.

Note 3F: Information Investments LLC is the Holder and controlled through voting and investment by Albert Golusin.

4) Issuer's Business, Products and Services

The purpose of this section is to provide a clear description of the issuer's current operations.

(Please ensure that these descriptions are updated on the Company's Profile on www.otcmarkets.com).

A. Summarize the issuer's business operations (If the issuer does not have current operations, state "no 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 tripling the capacity of its managed grow operations. To that end, the Company has identified and purchased an additional approximately 37,000 square foot facility in Phoenix which is now in the process of being substantially remodeled to create what it believes will be one of Arizona's most efficient indoor cannabis grow facilities.

B. List any subsidiaries, parent company, or affiliated companies.

AMERICAN GREEN INVESTMENT IN VENDWEB

On May 4, 2022, the Company acquired VendWeb and placed it into a wholly owned subsidiary, VendWeb LLC, for \$200,000. VendWeb is the developer and manufacturer of our American Green AGX (for American Green Xpress) "Smart" Vending Machine, with the goal of not requiring any human assistance to sign up and purchase age-restricted products. Lindel Creed, heads this division and has begun the process of applying for patents on the Company's current machine configuration, which he considers to be unique in the marketplace. The Company is negotiating the sale of VendWeb, LLC.

C. Describe the issuers' principal products or services.

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.

VENDWEB AND AMERICAN GREEN XPRESS

Currently the Company possesses the rights to technology which integrates into existing machines aspects of the Silkron vending platform, M2SYS biometrics, Jumio Corporation 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 a facility in Gastonia, North Carolina where it organizes future development and assembles custom-ordered machines for sale. The Company is negotiating the sale of VendWeb, LLC.

AMERICAN GREEN E-COMMERCE STORE

In addition, an e-commerce store unique to the Company and introduced select products on the Amazon marketplace and other online marketplaces. 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 interfaces well while increasing the overall value of the products themselves, the American Green brand, and the Company as a whole.

5) Issuer's Facilities

The goal of this section is to provide a potential investor with a clear understanding of all assets, properties or facilities owned, used, or leased by the issuer and the extent in which the facilities are utilized.

In responding to this item, please clearly describe the assets, properties, or facilities of the issuer, give the location of the principal plants and other property of the issuer and describe the condition of the properties. If the issuer does not have complete ownership or control of the property (for example, if others also own the property or if there is a mortgage on the property), describe the limitations on the ownership.

If the issuer leases any assets, properties, or facilities, clearly describe them as above and the terms of their leases.

Sweet Virginia

The Company manages a grow operation and leases an industrial building that has approximately 12,000 square feet with a yard suitable for future expansion. 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 \$8,700 a month until November 30, 2025. There is one five-year renewal option, that if exercised, will allow the Company to retain possession until November 30, 2030. A dispute with the Company's building owner regarding the owner's ability to greatly increase the Company's monthly lease payment was fully adjudicated in 2022 and a verdict in the Company's favor was achieved.

Cypress Chill

On May 6, 2022, the Company purchased an approximately 37,000 square foot building in Phoenix, Arizona for the purpose of remodeling it into a medical and recreational marijuana grow facility. The Company purchased the building for \$3,750,000, with a first mortgage of \$2,625,000 and a second of mortgage of \$150,000. The buildout is expected to be completed in late 2023. In August 2021, the Phoenix City Council approved American Green's request to utilize its new building as a cannabis grow facility.

VendWeb

The Company's VendWeb division operates out of a \$2,500 facility under a month on a month-to-month lease. The lease space is located at 1820 Spencer Mountain Road in Gastonia, North Carolina.

6) Officers, Directors, and Control Persons

Using the table below, please provide information, as of the period end date of this report, regarding any officers, or directors of the company, individuals or entities controlling more than 5% of any class of the issuer's securities, or any person that performs a similar function, regardless of the number of shares they own. **If any insiders listed are corporate shareholders or entities, provide the name and address of the person(s) beneficially owning or controlling such corporate shareholders, or the name and contact information (City, State) of an individual representing the corporation or entity in the note section.**

Include Company Insiders who own any outstanding units or shares of any class of any equity security of the issuer. The goal of this section is to provide an investor with a clear understanding of the identity of all the persons or entities that are involved in managing, controlling, or advising the operations, business development and disclosure of the issuer, as well as the identity of any significant or beneficial shareholders.

Name of Officer/Director or Control Person	Affiliation with Company (e.g., Officer Title /Director/Owner of more than 5%)	Residential Address (City / State Only)	Number of shares owned	Share type/class	Ownership Percentage of Class Outstanding	Note
David G. Gwyther	CEO, CFO, Director	C/O American Green, Inc. 30 N Gould Street Suite R Sheridan, WY 82801	1,700,000	Preferred A	61.15%	Class A Preferred is convertible to 250 Common and carries 3,750 Common votes
David G. Gwyther	CEO, CFO, Director	C/O American Green, Inc. 30 N Gould Street Suite R Sheridan, WY 82801	25,865,249	Common	0.604%	
Colleen Manley	Director	C/O American Green, Inc. 30 N Gould Street Suite R Sheridan, WY 82801	200,000	Preferred A	7.19%	Class A Preferred is convertible to 250 Common and carries 3,750 Common votes
Colleen Manley	Director	C/O American Green, Inc. 30 N Gould Street Suite R Sheridan, WY 82801	18,736,611	Common	0.438%	

Morgan Sanburg-Jacobs	5% Owner	C/O American Green, Inc. 30 N Gould Street Suite R Sheridan, WY 82801	400,000	Preferred A	14.39%	Class A Preferred is convertible to 250 Common and carries 3,750 Common votes
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Name of Officer and Director	Position	Age
David G. Gwyther	CEO, CFO, Director	75
Colleen Manley	Director	64

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.

7) Legal/Disciplinary History

A. Identify whether any of the persons or entities listed above have, in the past 10 years, been the subject of:

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

None

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;

None

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

None

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.

None

- B.** Describe briefly any material pending legal proceedings, other than ordinary routine litigation incidental to the business, to which the issuer or any of its subsidiaries is a party or of which any of their property is the subject. Include the name of the court or agency in which the proceedings are pending, the date instituted, the principal parties thereto, a description of the factual basis alleged to underlie the proceeding and the relief sought. Include similar information as to any such proceedings known to be contemplated by governmental authorities.

The Company is attempting to refinance its property located at 2325 W. Cypress Street in Phoenix. Currently, the mortgage is in default and its contractor has placed a mechanics lien of approximately \$2.2M dollars. The Company disputes the amount of the lien and is currently attempting to negotiate a settlement with removal of the lien as the primary reason to entertain a settlement. If we are unsuccessful, in obtaining the refinance, which is dependent upon achieving the release of the lien, we may lose the property on October 31, 2023, in foreclosure.

The Company has been sued by a leasing company over approximately \$900,000 in equipment for our Cypress facility. The Company is negotiating the sale of that equipment and hopes to settle the suit with the proceeds of this proposed sale.

The Company has been sued by Glorious Extracts over the termination of its rental of space at our Virginia Grow. WE believe that we had more than sufficient grounds to terminate their presence in our facility. Settlement discussions continue.

8) Third Party Service Providers

Provide the name, address, telephone number and email address of each of the following outside providers. You may add additional space as needed.

Securities Counsel (must include Counsel preparing Attorney Letters).

Name: Dalon J. Morgan,
Firm: Pinnacle Plan Law Center, PLC
9375 E. Shea Blvd., Suite 100
Scottsdale, AZ 85260
Phone: 480.513.0466
Email: morgan@pinnacleplanlaw.com

Investor Relations

None

All other means of Investor Communication:

Twitter: [@American_Green](https://twitter.com/American_Green)
Facebook: <https://www.facebook.com/americangreenusa>
Instagram: <https://www.instagram.com/americangreenusa/>

Other Service Providers

Provide the name of any other service provider(s) that **that assisted, advised, prepared, or provided information with respect to this disclosure statement**. This includes counsel, broker-dealer(s), advisor(s), consultant(s) or any entity/individual that provided assistance or services to the issuer during the reporting period.

None

9) Financial Statements

A. The following financial statements were prepared in accordance with:

- ☐ IFRS
☒ U.S. GAAP

B. The following financial statements were prepared by (name of individual)³:

Name: David Gwyther and Rolando Hodar
Title: CEO and Controller
Relationship to Issuer: Employee

Describe the qualifications of the person or persons who prepared the financial statements: Multiple years assisting in the preparation of the financials of this and other companies.

Provide the following financial statements for the most recent fiscal year or quarter. For the initial disclosure statement (qualifying for Pink Current Information for the first time) please provide reports for the two previous fiscal years and any subsequent interim periods.

- a. Audit letter, if audited;
- b. Balance Sheet;
- c. Statement of Income;
- d. Statement of Cash Flows;
- e. Statement of Retained Earnings (Statement of Changes in Stockholders' Equity)
- f. Financial Notes

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³ The financial statements requested pursuant to this item must be prepared in accordance with US GAAP or IFRS and by persons with sufficient financial skills.



Balance Sheet
June 30, 2023
(Unaudited)

ASSETS

CURRENT ASSETS:

Cash	\$	14,181
Accounts receivable		373,809
Inventory		31,902
Total current assets		<u>419,892</u>

OTHER ASSETS:

Equipment smart machines		438,964
less accumulated depreciation-smart machines		(149,846)
Building -Cypress		3,760,129
Equipment and improvements-Cypress		1,665,061
Leasehold improvements & grow equipment		4,657,931
less accumulated depreciation		(1,278,394)
Furniture and fixtures		25,639
Patents		93,665
Deposits		97,581
Total assets	\$	<u>9,730,622</u>

LIABILITIES

CURRENT

Accounts payable and accrued expenses	\$	1,042,003
Loans from shareholders		2,562,221
Mortgage payable		2,775,000
Notes payable and accrued interest		3,688,621
Debentures payable and accrued interest		13,785,889
Total current liabilities		<u>23,853,734</u>

LONG TERM

Acquisition Debt		471,820
Total Liabilities		<u>24,325,554</u>

STOCKHOLDERS' DEFICIT

Common stock		428,226
Additional paid-in capital		35,128,940
Accumulated (deficit)		(50,152,098)
Total stockholders' deficit		<u>(14,594,932)</u>
Total liabilities and stockholders' deficit	\$	<u>9,730,622</u>

See accompanying notes to these unaudited consolidated financial statements.

AMERICAN GREEN
Income Statements
(Unaudited)

	For the year ended June 30,	
	2023	2022
SALES REVENUE		
Machine sales	\$ 258,752	\$ 9,400
Online store sales	17,919	87,377
Management revenue	3,516,561	2,115,796
Total sales revenue	<u>3,793,232</u>	<u>2,212,573</u>
COST OF SALES		
Machine costs	169,438	5,000
Online store costs	7,401	44,050
Management costs	812,490	638,572
Total cost of sales	<u>989,329</u>	<u>687,622</u>
GROSS PROFIT	2,803,903	1,524,951
OPERATING EXPENSES		
General and administrative	89,367	85,242
Sales and marketing	25,287	45,094
Salaries & payroll taxes	1,092,632	635,610
Staff consultants	595,162	567,794
Outside consultants	120,197	84,279
Legal and accounting	105,585	128,125
Officer & Director compensation	213,000	204,000
Travel	36,785	45,000
Shareholder communication	38,687	36,288
Insurance expense	129,587	62,599
Rent and utilities	389,937	493,964
Taxes and licenses	19,003	18,000
Repairs and maintenance	62,001	25,767
Depreciation and amortization	357,688	319,413
Total operating expenses	<u>3,274,918</u>	<u>2,751,175</u>
(Loss) from operations	(471,015)	(1,226,224)
Interest expense	(1,728,568)	(878,054)
Abandoned projects	(302,189)	(531,735)
Net (loss)	<u>\$ (2,501,772)</u>	<u>\$ (2,636,013)</u>

See accompanying notes to these unaudited consolidated financial statements.



**Statement of Changes in Stockholders' Equity
(Unaudited)**

	Preferred Shares	Amount	Common Shares	Amount	Paid-In Capital	Accumulated (Deficit)	Total
Balance at June 30, 2021	2,780,000	\$0	3,191,103,696	\$319,110	\$34,354,402	(\$45,014,313)	(\$10,340,801)
Shares issued for debentures, principal & accrued interest			656,662,037	65,666	416,022		481,688
Shares issued to directors for services			43,513,987	4,351	187,649		192,000
Net (loss) for the year ended June 30, 2022						(2,636,013)	(2,636,013)
Balance at June 30, 2022	2,780,000	\$0	3,891,279,720	\$389,128	\$34,958,073	(\$47,650,326)	(\$12,303,125)
Balance at June 30, 2022	2,780,000	\$0	3,891,279,720	\$389,128	\$34,958,073	(\$47,650,326)	(\$12,303,125)
Shares issued for debentures, principal & accrued interest			390,984,545	\$39,098	\$170,867		209,965
Net (loss) for the year ended June 30, 2023	0	0	0	0	0	(\$2,501,772)	(2,501,772)
Balance at June 30, 2023	2,780,000	\$0	4,282,264,265	\$428,226	\$35,128,940	(\$50,152,098)	(\$14,594,932)

See accompanying notes to these unaudited consolidated financial statements.



Statement of Cash Flows (Unaudited)

	For the year ended June 30,	
	2023	2022
OPERATING ACTIVITIES		
Net income (loss) for the period	\$ (2,501,772)	\$ (2,636,013)
Adjustments to reconcile net loss to net cash (used in) provided by operating activities:		
Depreciation & amortization	357,688	319,413
Elimination of goodwill		
Impairments to investments	300,000	150,000
Changes in assets and liabilities		
(Incr)/decr -accounts receivable	(176,252)	(178,354)
(Incr)/decr - Inventory	(26,367)	9,950
(Incr)/decr - prepaid insurance	(17,434)	(17,434)
(Incr)/decr - deposits	(2,357)	19,986
(Incr)/decr - notes receivable & other assets	200,000	298,000
Incr/(decr) in accounts payable	(23,661)	346,869
Incr/(decr) in accrued interest	1,589,872	783,455
Incr/(decr) in debentures payable	(71,542)	25,117
Incr/(decr) in notes payable	188,558	0
Incr/(decr) - loans from shareholders	240,047	47,553
Net cash (used in) provided by operating activities	<u>56,780</u>	<u>(831,458)</u>
INVESTING ACTIVITIES		
Purchased equipment at Virginia operation	(120,441)	(544,098)
Payments on equip & impv for Cypress	(130,321)	(1,534,740)
Purchase of VendWeb	0	(200,000)
Purchase of building at Cypress	(10,129)	(3,750,000)
Refundable deposits on Casa Grande building	(93,224)	0
Net cash (used in) provided by investing activities	<u>(354,115)</u>	<u>(6,028,838)</u>
FINANCING ACTIVITIES		
Issuance of debentures for cash	229,400	1,272,100
Issuance of notes payable for cash	0	2,361,067
Mortgage payable on Cypress	0	2,775,000
Unissued preferred shares for cash	0	390,000
Reduction of acquisition liabilities	34,848	(58,244)
Net cash (used in) provided by financing activities	<u>264,248</u>	<u>6,739,923</u>
INCREASE (DECREASE) IN CASH	<u>(33,087)</u>	<u>(120,373)</u>
CASH, BEGINNING OF PERIOD	47,268	167,641
CASH, END OF PERIOD	<u>\$ 14,181</u>	<u>\$ 47,268</u>
NON-CASH TRANSACTIONS IN COMMON SHARES		
Common shares issued for debentures and interest	\$ 209,965	\$ 481,687

See accompanying notes to these unaudited consolidated financial statements.



Notes to Unaudited Financial Statements For the years ended June 30, 2023, and June 30, 2022

NOTE 1. THE COMPANY AND ITS SIGNIFICANT ACCOUNTING POLICIES

The Company

The Company was formed on December 10, 1998, as the result of a Plan and Agreement of Reorganization in Nevada between Ti-Mail, Inc. and Whitney Corporation and became known as Desert Winds Entertainment, Inc. During 2000 the Company changed its name to SunnComm, Inc., during 2002 to SunnComm Technologies, Inc., and during 2004 to SunnComm International Inc. On June 14, 2007, the Company changed its name from SunnComm Technologies Inc. to The Amergence Group, Inc. On March 8, 2011, the Company changed its name to Altitude Organic Corporation. On January 6, 2012, the Company changed its name to Tranzbyte Corporation and on May 9, 2014, changed its name to American Green Inc. On May 10, 2016, the Company re-domesticated to Wyoming as American Green Inc.

The Company is managing a cultivation facility in Phoenix Arizona for medical marijuana, owns proprietary dispensing machines and has an online sales operation for CBD products and apparel.

The unaudited financial statements included herein were prepared from the records of the Company in accordance with Generally Accepted Accounting Principles. These financial statements reflect all adjustments that are, in the opinion of management, necessary to provide a fair statement of the results of operations and financial position for the periods presented. Significant adjustments may be required upon the financial statements being audited to be in conformity with Generally Accepted Accounting Principles.

Going Concern

The Company operates in an industry that is subject to rapid change. The Company's operations will be subject to significant risk and uncertainties including financial, operational, technological, regulatory, and other risks, including the potential risk of business failure.

The ability of the Company to continue as a going concern is dependent on the successful execution of Management's plans, which include sales of its products, further implementation of its business plan and continuing to raise funds through debt or equity financings. The Company will likely need to rely upon debt or equity financing in order to ensure the continuing existence of the business.

The accompanying unaudited financial statements have been prepared on a going concern basis, which contemplates the realization of assets and the satisfaction of liabilities in the normal course of business.

Principles of Consolidation

The Company's consolidated financial statements include the assets, liabilities and operating results of the Company and its wholly owned subsidiary named VendWeb LLC. The Company acquired VendWeb on May 4, 2022, for \$200,000. Amounts paid in excess of the net tangible assets were expensed as acquisition costs. VendWeb is the developer and manufacturer of our American Green AGX (for American Green Xpress) "Smart" Vending Machine, with the goal of not requiring any human assistance to sign up and purchase age-restricted products.

Use of Estimates

The unaudited financial statements included herein were prepared from the records of the Company in accordance with Generally Accepted Accounting Principles. These financial statements reflect all adjustments that are, in the opinion of management, necessary to provide a fair statement of the results of operations and financial position.

Cash & Cash Equivalents

The company's policy is to consider cash and cash equivalents to consist of checking accounts, money market accounts or certificates of deposit having maturity dates of 180 days or less.

Financial Instruments

Financial instruments consist primarily of cash, security deposits and obligations under accounts payable and accrued expenses. The carrying amounts of cash, accounts receivable, security deposits, accounts payable and accrued expenses approximate fair value because of the short-term maturity of those instruments.

Income Taxes

The Company records its federal and state income tax liability as it is incurred. The company has accumulated net operating losses and does not have any outstanding income tax liabilities.

NOTE 2. BUILDING - CYPRESS

On May 6, 2022, the Company purchased a building in Phoenix, Arizona for the purpose of remodeling it to be suitable for a medical marijuana grow operation for \$3,750,000. The Company has capitalized the cost at \$3,760,129 to include additional costs directly attributable to the acquisition. The building will be depreciated when it is put into productive use.

The Company is attempting to refinance its property located at 2325 W. Cypress Street in Phoenix. Currently, the mortgage is in default and its contractor has placed a mechanics lien of approximately \$2.2M dollars. The Company disputes the amount of the lien and is currently attempting to negotiate a settlement with removal of the lien as the primary reason to entertain a settlement. If we are unsuccessful, in obtaining the refinance, which is dependent upon achieving the release of the lien, we may lose the property on October 31, 2023, in foreclosure.

If we are able to negotiate the removal of the lien and refinance the property, we have received offers to purchase it above \$5M.

The Company has been sued by a leasing company over approximately \$900,000 in equipment for our Cypress facility. The Company is negotiating the sale of that equipment and hopes to settle the suit with the proceeds of this proposed sale.

NOTE 3. EQUIPMENT & IMPROVEMENTS – CYPRESS

The Company has incurred \$1,665,061 for equipment deposits and costs pertaining to the remodeling of the building.

NOTE 4. LEASEHOLD IMPROVEMENTS

Leasehold improvements on an operating cultivation facility are being amortized over the remaining life of the lease and its extension periods.

NOTE 5. PATENTS

On August 6, 2014, the Company acquired the patent rights to technology supporting the AGX Vending Machine from our now wholly owned subsidiary VendWeb. Any issued patents will be amortized when granted and placed into service.

NOTE 6. DEPOSITS

Security Deposits

The Company has a security deposit outstanding on buildings being rented for the Sweet Virginia cultivation operation and VendWeb. It also has a refundable deposit of \$93,224 on a building located in Casa Grande, Arizona.

NOTE 7. LOANS FROM SHAREHOLDERS

Amounts owed to directors, officers or other consultants for services that are also shareholders are accrued as loans from shareholders.

NOTE 8. MORTGAGE PAYABLE

The Company has a short-term mortgage for \$2,625,000 and a \$150,000 (which have been extended) owed for a short-term loan in a second position both of which expires during October 2023.

NOTE 9. DEBENTURES PAYABLE

See Section 3(B) in the Annual Report above.

NOTE 10. STOCKHOLDERS EQUITY

Preferred Stock

As of June 30, 2020, the Company had 30,000,000 authorized preferred shares and 2,780,000 Class A Preferred outstanding.

On May 25, 2022, the Company amended its Class A Convertible Preferred Stock ("Class A Stock") Certificate of Designation, decreasing the number of votes each share of Class A Stock votes can vote at any shareholder meeting where matters might be put to a vote of the Common Stock shareholders from 2,250 to 3,750 and authorized 400,000 shares of Class B Preferred Stock. Each Class B Preferred share has a Face Value of \$5.00 and converts into 4,350 shares of Common Stock.

As of June 30, 2022, the total outstanding Preferred Shares are 2,780,000 Class A Preferred. There are no Class B Preferred shares outstanding. The Company is authorized to issue a total of 30,000,000 preferred shares.

Common Stock

As of June 30, 2020, the Company had 1,470,000,000 authorized common shares and 996,597,409 common shares outstanding.

During the quarter ended September 30, 2020, the Company issued 229,049,435 common shares to four holders to reduce their debenture and accrued interest by \$177,725.

During the quarter ended December 31, 2020, the Company paid off three debentures with remaining outstanding principal balances of \$223,208 and \$27,076 of accrued interest totaling \$250,284 by issuing 390,331,667 common shares.

During the quarter ended March 31, 2021, the Company issued 51,131,851 common shares valued at \$96,000 to directors and officers for their services thru December 31, 2020. Also, during the quarter, the Company issued an additional 918,993,334 common shares for debenture conversions from four different holders resulting in the paying \$445,916 in principal and \$105,480 in accrued interest.

During the quarter ended September 30, 2021, the Company paid off two debentures with remaining outstanding principal balances of \$114,493 and \$5,673 of accrued interest totaling \$120,166 by issuing 200,380,667 common shares.

During the quarter ended December 31, 2021, the Company paid off one debenture with a remaining outstanding principal balance of \$40,000 and \$4,219 of accrued interest totaling \$44,219 by issuing 73,698,333 common shares. The Company also paid down a debenture by \$60,000 by issuing 100,000,000 common shares.

During the quarter ended March 31, 2022, the Company issued 182,687,037 common shares for debenture conversions from two different holders in value for the paying of \$173,250 in principal and \$24,052 in accrued interest.

During the quarter ended June 30, 2022, the Company issued 43,513,987 common shares to its two directors for services valued at \$192,000.

During the quarter ended March 31, 2023, the Company issued 289,654,545 common shares for debenture conversions from two different holders in value for the paying of \$131,500 in principal and \$27,810 in accrued interest.

On May 17, 2023, the Company issued 101,330,000 common shares for a debenture conversion from a holder for the paying of \$35,000 in principal and \$15,665 in accrued interest.

As of June 30, 2023, the Company had 4,850,000,000 common shares authorized and 4,282,264,265 common shares issued and outstanding.

10) Issuer Certification

Principal Executive Officer:

I, David G. Gwyther certify that:

1. I have reviewed this Disclosure Statement for 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.

10/16/23

/S/ DAVID G. GWYTHYER

Principal Financial Officer:

I, David G. Gwyther certify that:

1. I have reviewed this Disclosure Statement for 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.

10/16/23

/S/ DAVID G. GWYTHYER