

AMERICAN GREEN



AMERICAN GREEN, INC

A Wyoming Corporation
30 N Gould Street Suite R
Sheridan, WY 82801
(480) 443-1600
www.americangreen.com
info@americangreen.com
SIC Code: 541600

Annual Report

For the period ending June 30, 2024 (the "Reporting Period")

Outstanding Shares

The number of shares outstanding of our Common Stock was:

4,282,264,265 as of October 28, 2024 (Current Reporting Period Date or More Recent Date)

4,282,264,265 as of June 30, 2024 and 2023 (Most Recent Completed Fiscal Year End)

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 Control⁴ of the company has occurred during this reporting period:

Yes: No:

⁴ "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:

None

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:

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: 06/30/2024
Total shares outstanding:	4,282,264,265 as of: 06/30/2024
Number of shares in the Public Float ¹	4,237,054,055 as of: 06/30/2024
Total number of shareholders of record:	440 as of: 06/30/2024

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: 06/30/2024
Total shares outstanding:	2,780,000 as of: 06/30/2024
Total number of shareholders of record:	6 as of: 06/30/2024

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: 06/30/2024
Total shares outstanding:	0 as of: 06/30/2024
Total number of shareholders of record:	0 as of: 06/30/2024

Security Description:

¹ "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.

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. 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.

1) 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 for the two most recently completed fiscal years and any subsequent period.

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)

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.
Shares Outstanding as of Second Most Recent Fiscal Year End:										
		<u>Opening Balance</u>								
Date 6/30/2022		Common: 3,891,279,720								
		Preferred A: 2,780,000								
		Preferred B: 0								
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	101,330,000	Common	0.0005	Yes	X Finance LP	Debt Conv	Free Trading	Rule 144	
Shares Outstanding on Date of This Report:										
		<u>Ending Balance:</u>								
Date 6/30/2024		Common: 4,282,264,265								
		Preferred A: 2,780,000								
		Preferred B: 0								

Example: A company with a fiscal year end of December 31st 2023, in addressing this item for its Annual Report, would include any events that resulted in changes to any class of its outstanding shares from the period beginning on January 1, 2022 through December 31, 2023 pursuant to the tabular format above.

*****Control persons for any entities in the table above must be disclosed in the table or in a footnote here.**

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

Note 1: Sunrise Communications LLC is the Holder and controlled through voting and investment control by Jillian Sanburg-Jacobs.

Note 2: X Finance LP is the Holder and controlled through voting and investment control by Albert Golusin.

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	127,177	61,177	50,760	111,937	10/01/15	Note 3A	Working Capital
06/30/15	226,966	226,966	204,348	431,314	06/30/16	Note 3A	Working Capital
06/30/15	120,000	120,000	108,041	228,041	06/30/16	Albert Golusin	Working Capital
05/31/16	107,500	107,500	86,891	194,391	06/01/17	Note 3B	Working Capital
06/30/16	17,500	17,500	14,001	31,501	07/01/17	Note 3A	Working Capital
08/31/16	42,000	42,000	36,100	78,100	09/01/17	Note 3B	Working Capital
09/30/16	98,000	98,000	75,950	173,950	10/01/17	Note 3B	Working Capital
10/31/16	36,000	36,000	27,589	63,589	11/01/17	Note 3B	Working Capital
11/30/16	50,000	50,000	37,908	87,908	12/01/17	Note 3B	Working Capital
12/31/16	50,000	50,000	37,483	87,483	01/01/18	Note 3B	Working Capital
01/31/17	32,000	32,000	23,717	55,717	02/01/18	Note 3B	Working Capital
02/28/17	350,000	350,000	256,723	606,723	03/01/18	Note 3A	Working Capital
04/30/17	50,000	50,000	35,083	85,083	05/01/18	Note 3B	Working Capital
05/31/17	50,000	50,000	35,414	85,414	06/01/18	Note 3B	Working Capital
07/30/17	100,000	100,000	69,185	169,185	07/31/18	Note 3B	Working Capital
08/31/17	285,000	285,000	194,678	479,678	09/01/18	Note 3B	Working Capital
09/13/17	2,200,000	941,750	0	941,750	09/14/18	Note 3C	Acquisition
09/30/17	200,000	200,000	134,973	334,973	10/01/18	Note 3B	Working Capital
10/30/17	165,000	110,000	60,500	170,500	10/31/18	Note 3F	Working Capital
11/15/17	140,000	140,000	92,716	232,716	11/16/18	Note 3D	Working Capital
11/30/17	80,000	80,000	52,652	132,652	12/01/18	Note 3D	Working Capital
11/30/17	80,000	80,000	52,652	132,652	12/01/18	Note 3B	Working Capital
12/15/17	125,000	125,000	81,755	206,755	12/16/18	Note 3D	Working Capital
12/15/17	125,000	125,000	81,755	206,755	12/16/18	Note 3B	Working Capital
12/31/17	250,000	250,000	162,414	412,414	01/01/19	Note 3D	Working Capital
01/02/18	250,000	250,000	162,414	412,414	01/01/19	Note 3B	Working Capital
01/12/18	450,000	450,000	290,866	740,866	01/13/19	Note 3D	Working Capital
01/16/18	110,000	110,000	70,980	180,980	01/17/19	Note 3B	Working Capital
01/31/18	175,000	175,000	112,204	287,204	02/01/19	Note 3D	Working Capital
01/31/18	175,000	175,000	112,204	287,204	02/01/19	Note 3B	Working Capital
02/15/18	125,000	125,000	79,632	204,632	02/16/19	Note 3D	Working Capital
02/16/18	125,000	125,000	79,598	204,598	02/17/19	Note 3B	Working Capital
02/28/18	150,000	150,000	95,024	245,024	03/01/19	Note 3B	Working Capital
03/01/18	100,000	100,000	63,322	163,322	03/02/19	Note 3D	Working Capital
03/15/18	120,000	120,000	75,526	195,526	03/16/19	Note 3B	Working Capital
03/15/18	120,000	120,000	75,066	195,066	03/16/19	Note 3D	Working Capital
03/28/18	120,000	120,000	75,526	195,526	03/29/19	Note 3B	Working Capital
03/29/18	120,000	120,000	75,099	195,099	03/30/19	Note 3D	Working Capital
04/30/18	310,000	310,000	191,202	501,202	05/01/19	Note 3B	Working Capital

04/30/18	150,000	150,000	92,517	242,517	05/01/19	Note 3D	Working Capital
05/31/18	170,000	170,000	103,409	273,409	06/01/19	Note 3B	Working Capital
06/30/18	350,000	350,000	210,024	560,024	07/01/19	Note 3B	Working Capital
07/15/18	150,000	150,000	89,394	239,394	07/16/19	Note 3B	Working Capital
12/11/18	40,000	40,000	22,205	62,205	12/12/19	Sean Prophet	Working Capital
12/18/18	8,500	8,500	4,702	13,202	12/19/19	Note 3A	Working Capital
12/31/18	55,000	55,000	30,231	85,231	01/01/20	Note 3D	Working Capital
03/04/19	108,000	108,000	57,499	165,499	03/04/20	Note 3A	Working Capital
03/08/19	69,300	69,300	36,990	106,290	03/07/20	Albert Golusin	Working Capital
01/15/19	16,500	16,500	9,002	25,502	01/16/20	Note 3B	Working Capital
11/30/19	77,550	77,550	35,544	113,094	11/29/20	Note 3A	Working Capital
12/31/19	139,500	139,500	62,775	202,275	12/30/20	Note 3A	Working Capital
12/31/19	14,800	14,800	6,660	21,460	12/30/20	Note 3B	Working Capital
06/30/20	91,500	91,500	36,600	128,100	06/29/21	Albert Golusin	Working Capital
06/30/20	38,000	38,000	15,200	53,200	06/29/21	Note 3A	Working Capital
06/30/20	54,715	54,715	21,886	76,601	06/29/21	Note 3B	Working Capital
09/30/20	48,475	48,475	18,178	66,653	09/29/21	Note 3B	Working Capital
12/31/20	76,500	76,500	26,775	103,275	12/30/21	Note 3A	Working Capital
03/31/21	154,500	154,500	50,213	204,713	03/30/22	Albert Golusin	Working Capital
03/31/21	143,500	143,500	46,638	190,138	03/30/22	Note 3A	Working Capital
06/30/21	105,500	105,500	31,650	137,150	06/30/22	Albert Golusin	Working Capital
09/30/21	175,050	175,050	48,139	223,189	09/30/22	Albert Golusin	Working Capital
09/30/21	86,550	86,550	23,801	110,351	09/30/22	Note 3A	Working Capital
12/31/21	142,750	142,750	35,688	178,438	12/30/22	Albert Golusin	Working Capital
12/31/21	94,750	94,750	23,688	118,438	12/30/22	Note 3A	Working Capital
03/31/22	112,500	112,500	25,313	137,813	03/30/23	Albert Golusin	Working Capital
03/31/22	160,500	160,500	36,113	196,613	03/30/23	Note 3A	Working Capital
04/07/22	500,000	500,000	111,644	611,644	04/07/22	James Gierczyk	Construction Exp
09/30/22	124,500	124,500	21,788	146,288	09/30/23	Albert Golusin	Working Capital
09/30/22	104,900	104,900	18,358	123,258	09/30/23	Note 3A	Working Capital

***Control persons for any entities in the table above must be disclosed in the table or in a footnote here.

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.

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.

During the year ended June 30, 2024, the Company offered retailing, branding, and commercial cultivating strategies in conjunction with various licensed medical marijuana medical and retail dispensaries. Working in Arizona, a very tightly regulated legal cannabis market, the Company was focused on providing goods and services that operators of licensed cannabis dispensaries required.

On March 27, 2024, the Company sold its Sweet Virginia Grow to Sueño Verde, LLC in exchange for the forgiveness of debt, the assumption of certain liabilities (See notes to financial statements) and a royalty on all American Green branded products. This was due to a massive downturn in the Arizona Cannabis business in 2023 which continues to this day.

On October 31, 2023, the Company's property located at 2325 W. Cypress Street in Phoenix was foreclosed upon as a result of the Company's inability to refinance the property due, in the opinion of management, to a Mechanic's Lien filed by the primary contractor on the project of approximately \$2.2M dollars. The lien was settled in 2023.

The Company is negotiating a merger with several suitors.

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 to its prior owner in exchange for a release of liability for unpaid payroll, if any.

C. Describe the issuers' principal products or services.

AMERICAN GREEN BRANDED CANNABIS

Sueño Verde, LLC is manufacturing American Green branded products for sale to dispensaries in Arizona. Sueño must pay a 25% royalty on all such products after deducting selling expenses.

VENDWEB

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 Company leased a facility in Gastonia, North Carolina for future development and manufacturing. The Company is negotiating the sale of VendWeb, LLC to its prior owner in exchange for a release of liability for unpaid payroll, if any.

5) Issuer's Facilities

The goal of this section is to provide investors 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. Describe the location of office space, data centers, principal plants, and other property of the issuer and describe the condition of the properties. Specify if the assets, properties, or facilities are owned or leased and the terms of their leases. If the issuer does not have complete ownership or control of the property, describe the limitations on the ownership.

None

6) All Officers, Directors, and Control Persons of the Company

Using the table below, please provide information, as of the period end date of this report, regarding all officers and directors of the company, or any person that performs a similar function, regardless of the number of shares they own.

In addition, list all individuals or entities controlling 5% or more of any class of the issuer's securities.

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. 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 investors 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 owners.

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	5% Owner	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
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

Name of Officer and Director	Position	Age
David G. Gwyther	CEO, CFO, Director	75

Confirm that the information in this table matches your public company profile on www.OTCMarkets.com. If any updates are needed to your public company profile, log in to www.OTCIQ.com to update your company profile.

7) Legal/Disciplinary History

A. Identify and provide a brief explanation as to whether any of the persons or entities listed above in Section 6 have, in the past 10 years:

1. Been the subject of an indictment or conviction in a criminal proceeding or plea agreement or named as a defendant in a pending criminal proceeding (excluding minor traffic violations);

None

2. Been the subject of 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, financial- or investment-related, insurance or banking activities;

None

3. Been the subject of a finding, disciplinary order or judgment by a court of competent jurisdiction (in a civil action), the Securities and Exchange Commission, the Commodity Futures Trading Commission, a state securities regulator of a violation of federal or state securities or commodities law, or a foreign regulatory body or court, which finding or judgment has not been reversed, suspended, or vacated;

None

4. Named as a defendant or a respondent in a regulatory complaint or proceeding that could result in a "yes" answer to part 3 above; or

None

5. Been the subject 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

6. Been the subject of a U.S Postal Service false representation order, or a temporary restraining order, or preliminary injunction with respect to conduct alleged to have violated the false representation statute that applies to U.S mail.

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 to 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.

On October 31, 2023, the Company's property located at 2325 W. Cypress Street in Phoenix was foreclosed upon as a result of the Company's inability to refinance the property due, in the opinion of management, to a Mechanic's Lien filed by the primary contractor on the project of approximately \$2.2M dollars. The Company disputes the amount of the lien and is exploring its legal options under Arizona law.

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 also been sued on behalf of a lender to whom it defaulted on a loan with a face value of approximately \$300,000.

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

2) 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.

John Shebanow, Typography

9) Disclosure & Financial Information

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)²:

Name: David Gwyther and Rolando Hodar

Title: CEO and Controller

Relationship to Issuer: Employee

Provide the following qualifying financial statements:

- Audit letter, if audited;
- Balance Sheet;
- Statement of Income;
- Statement of Cash Flows;
- Statement of Retained Earnings (Statement of Changes in Stockholders' Equity)
- Financial Notes

Financial Statement Requirements:

- Financial statements must be published together with this disclosure statement as one document.
- Financial statements must be "machine readable". Do not publish images/scans of financial statements.
- Financial statements must be presented with comparative financials against the prior FYE or period, as applicable.
- Financial statements must be prepared in accordance with U.S. GAAP or International Financial Reporting Standards (IFRS) but are not required to be audited.

² 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.

AMERICAN GREEN INC.
UNAUDITED BALANCE SHEET
AT JUNE 30, 2024
ASSETS

CURRENT ASSETS:

Cash	\$	934
Total current assets		934

OTHER ASSETS:

Equipment smart machines		438,964
less accumulated depreciation-smart machines		(174,044)
Patents		93,665
Total assets	\$	359,519

LIABILITIES

CURRENT

Accounts payable and accrued expenses	\$	540,605
Loans from shareholders		2,642,335
Notes payable and accrued interest		2,899,440
Debentures payable and accrued interest		14,242,018
Total current liabilities		20,324,398
Total Liabilities		20,324,398

STOCKHOLDERS' DEFICIT

Common stock		428,226
Additional paid-in capital		35,128,940
Accumulated (deficit)		(55,522,045)
Total stockholders' deficit		(19,964,879)
Total liabilities and stockholders' deficit	\$	359,519

See accompanying notes to these unaudited consolidated financial statements.

AMERICAN GREEN, INC
INCOME STATEMENTS
(Unaudited)

	For the year ended June 30,	
	2024	2023
SALES REVENUE		
Management revenue	\$ 1,587,363	\$ 3,516,561
Online store sales	0	17,919
Machine sales	90,177	258,752
Total sales revenue	1,677,540	3,793,232
COST OF SALES		
Management costs	607,216	812,490
Online store costs	0	7,401
Machine costs	44,211	169,438
Total cost of sales	651,427	989,329
GROSS PROFIT	1,026,113	2,803,903
OPERATING EXPENSES		
General and administrative	57,272	89,367
Sales and marketing	1,369	25,287
Salaries & payroll taxes	576,520	1,092,632
Staff consultants	100,191	595,162
Outside consultants	163,784	120,197
Legal and accounting	37,223	105,585
Officer & Director compensation	117,000	213,000
Travel	2,688	36,785
Shareholder communication	1,850	38,687
Insurance expense	29,346	129,587
Rent and utilities	231,182	389,937
Taxes and licenses	50	19,003
Repairs and maintenance	29,433	62,001
Depreciation and amortization	268,788	357,688
Total operating expenses	1,616,696	3,274,918
(Loss) from operations	(590,583)	(471,015)
Interest expense	(1,177,704)	(1,728,568)
Extinguishment of debt	1,293,006	0
Abandoned projects	(2,650,190)	(302,189)
(Loss) on sale of grow	(2,244,476)	0
Net (loss)	\$ (5,369,947)	\$ (2,501,772)

See accompanying notes to these unaudited consolidated financial statements.

AMERICAN GREEN, INC
STATEMENT OF CHANGES IN STOCKHOLDERS' EQUITY
(Unaudited)

	Preferred Shares	Amount	Common Shares	Amount	Paid-In Capital	Accumulated (Deficit)	Total
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)
Net (loss) for the year ended June 30, 2024	0	0	0	0	0	(5,369,947)	(5,369,947)
Balance at June 30, 2024	2,780,000	\$0	4,282,264,265	\$428,226	\$35,128,940	(\$55,522,045)	(\$19,964,879)

See accompanying notes to these unaudited consolidated financial statements.

AMERICAN GREEN, INC
STATEMENTS OF CASH FLOWS
(Unaudited)

	For the year ended June 30	
	2024	2023
OPERATING ACTIVITIES		
Net income (loss) for the period	\$ (5,369,947)	\$ (2,501,772)
Adjustments to reconcile net loss to net cash (used in) provided by operating activities:		
Depreciation & amortization	268,788	357,688
Impairments to investments	2,650,190	300,000
Extinguishment of debt	(1,293,006)	0
Loss on sale of grow operation	2,244,476	0
Changes in assets and liabilities		
(Incr)/decr -accounts receivable	373,809	(176,252)
(Incr)/decr - Inventory	31,902	(26,367)
(Incr)/decr - prepaid insurance	0	(17,434)
(Incr)/decr - notes receivable & other assets	0	200,000
(Incr)/decr - deposits	(97,163)	(2,357)
Incr/(decr) in accounts payable	0	(23,661)
Incr/(decr) in accrued interest	1,177,704	1,589,872
Incr/(decr) in debentures payable	0	(71,542)
Incr/(decr) in notes payable	0	188,558
Incr/(decr) - loans from shareholders	0	240,047
Net cash (used in) provided by operating activities	<u>(13,247)</u>	<u>56,780</u>
INVESTING ACTIVITIES		
Purchased equipment at Virginia operation	0	(120,441)
Payments on equip & impv for Cypress	0	(130,321)
Building costs at Cypress	0	(10,129)
Deposits on Casa Grande building	0	(93,224)
Net cash (used in) provided by investing activities	<u>0</u>	<u>(354,115)</u>
FINANCING ACTIVITIES		
Issuance of debentures for cash	0	229,400
Reduction of acquisition liabilities	0	34,848
Net cash (used in) provided by financing activities	<u>0</u>	<u>264,248</u>
INCREASE (DECREASE) IN CASH	<u>(13,247)</u>	<u>(33,087)</u>
CASH, BEGINNING OF PERIOD	14,181	47,268
CASH, END OF PERIOD	<u>\$ 934</u>	<u>\$ 14,181</u>
NON-CASH TRANSACTIONS IN COMMON SHARES		
Common shares issued for debentures and interest	\$ 0	\$ 209,965

See accompanying notes to these unaudited consolidated financial statements.

Notes to Unaudited Financial Statements
For the years ended June 30, 2024, and June 30, 2023

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. LEASEHOLD IMPROVEMENTS

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

NOTE 3. 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 4. DEPOSITS

Security Deposits

There are no security deposits.

NOTE 5. LOANS FROM SHAREHOLDERS

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

NOTE 6. DEBENTURES PAYABLE

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

NOTE 7. 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, 2024, 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, 2024, 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:

The issuer shall include certifications by the chief executive officer and chief financial officer of the issuer (or any other persons with different titles but having the same responsibilities) in each Quarterly Report or Annual Report.

The certifications shall follow the format below:

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.

10/28/2024

/s/ David G. Gwyther

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.

10/28/2024

/s/ David G. Gwyther