

PINNACLE PLAN LAW CENTER, PLC

Dalon J. Morgan - Attorney

Writer's e-mail
morgan@pinnacleplanlaw.com

October 31, 2024

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

Re: American Green, Inc. - Attorney Letter with Respect to Current Information for June 30, 2024 - Annual Report

To Whom It May Concern:

Counsel has been retained for the express purposes of reviewing the financial disclosures and preparing and rendering this letter ("Letter") for and on behalf of American Green, Inc. (the "Issuer") to OTC Markets Group, Inc. ("OTC Markets Group") as to the Issuer's compliance with the Disclosure Statement requirements pursuant to the OTC Pink Basic Disclosure Guidelines. OTC Markets Group is entitled to rely on this Letter in determining whether the Issuer has made adequate current information publicly available within the meaning of Rule 144(c)(2) under the Securities Act of 1933 (the "Securities Act").

Concurrent with drafting this Letter, Counsel has examined such corporate records and other documents and such questions of law as it considered necessary or appropriate for purposes of rendering this Letter. In connection with the preparation of this Letter, Counsel has reviewed the following specific documents concerning the Issuer and its securities (the "Information"), which Information is publicly available through the OTC Disclosure & News Service –

- June 30, 2024 - Annual Report - Disclosure Statement Pursuant to the OTC Pink Basic Disclosure Guidelines, posted to the OTC Disclosure & News Service on or about October 29, 2024, with attached Financial Statements.
- Quarterly Report- Disclosure Statements Pursuant to the OTC Pink Basic Disclosure Guidelines, posted to the OTC Disclosure & News Service:
 - o For the period ending September 30, 2023, with attached Financial Statement, posted on or about November 20, 2023.
- June 30, 2023 - Annual Report - Disclosure Statement Pursuant to the OTC Pink Basic Disclosure Guidelines, posted to the OTC Disclosure & News Service on or about October 16, 2023, with attached Financial Statements.
- Quarterly Reports - Disclosure Statements Pursuant to the OTC Pink Basic Disclosure Guidelines, posted to the OTC Disclosure & News Service:

- o For the period ending March 31, 2022, posted on or about May 15, 2023, and its amendment on May 19, 2023; and
- o For the period ending December 31, 2022, posted on or about February 20, 2023, and its amendment on March 2, 2023; and
- o For the period ending September 30, 2022, with attached Financial Statement, posted on or about November 18, 2022.

In addition, Counsel has: (i) personally spoke with management and the directors of the Issuer, specifically David Gwyther (CEO and Director) (ii) communicated on Thursday, October 31, 2024, with the CEO and director of the Issuer David Gwyther for purposes of discussing the reports and financial statements and ascertaining other information represented herein, (iii) reviewed the Information posted by the Issuer on the OTC Disclosure & News Service, and (iv) discussed the Information with the majority of the directors of the Issuer.

As to matters of fact, Counsel has relied on information obtained from the Issuer's disclosures and officers of the Issuer. Counsel believes that such information or sources are reliable.

The Issuer's transfer agent (the "Transfer Agent") is Olde Monmouth Stock Transfer Co., Inc., 200 Memorial Parkway, Atlantic Highlands, NJ 07716. The Transfer Agent is registered with the Securities and Exchange Commission (the "SEC"). The method used by us to confirm the number of outstanding shares was a review of the Issuer's public filings, communications with the Issuer, and the Transfer Agent's website.

The Company's financial statements are prepared by the Issuer's controller and are reviewed by David Gwyther, the Issuer's CEO, who is responsible for the review of the financial statements and notes thereto contained in the Information (the "Financial Statements"). The Financial Statements are not audited. Rolando Hodar, the Issuer's controller has financial accounting experience in both private and public companies and Mr. Gwyther is an experienced executive navigating the cannabis space including marketing and regulatory issues.

The Company is incorporated in the State of Wyoming. The Company's principal place of business and executive office address is 30 N Gould St, Suite R, Sheridan, Wyoming 82801. The Company has not registered any offering of its securities under the Securities Act of 1933.

Based upon discussions with the Issuer and management of the Issuer, it is the Issuer's position that it has always maintained sufficient, non-nominal operations to qualify as a non-shell company as defined in Rule 405. Based upon Issuer's representations, Counsel has no reason to believe the Issuer has been, or currently is, a shell company. We are unaware of the Issuer having ever declared itself to be a shell in any of its previous annual OTC disclosures. This conclusion is based solely upon an interview with management of the Issuer and its self-reporting in its filings and disclosures on OTC Disclosure & News Service.

The Information: (i) constitutes adequate current public information concerning the Issuer and the shares of common stock of the Issuer (the "Securities") and the Issuer and is available within the meaning of Rule 144(c)(2) under the Securities Act; (ii) includes all of the information that a broker-dealer would be required to obtain from the Issuer to publish a quotation for the Securities under Rule 15c2-11 of the Securities Exchange Act of 1934 (the "Exchange Act"); (iii) complies as to form with the OTC Markets

Group's Pink Basic Disclosure Guidelines, which are located on the Internet at www.otcmarkets.com; and (iv) has been posted through the OTC Disclosure & News Service.

Moreover, Counsel: (i) is a resident of the United States, (ii) is admitted to practice law in the State of Arizona, (iii) is permitted to practice before the SEC and has not been prohibited from practice thereunder, (iv) has not received, and does not have an agreement to receive in the future, shares of the Issuer's securities, in payment for services, (v) is not now, or in the past five years, been suspended or barred from practicing in any state or jurisdiction, and has not been charged in a civil or criminal case, nor been the subject of an investigation, hearing, or proceeding by the SEC, the U.S. Commodity Futures Trading Commission (CFTC), the Financial Industry Regulatory Authority (FINRA), or any other federal, state, or foreign regulatory agency, and (vi) Counsel does not now, nor has ever, owned any shares of the Issuer.

No person, entity or otherwise, other than OTC Markets Group (and only OTC Markets Group) is entitled to rely on this Letter in determining whether the Issuer has made adequate current information publicly available within the meaning of Rule 144(c)(2) under the Securities Act. However, in connection therewith, OTC Markets Group is granted full and complete permission to publish the Letter through the OTC Disclosure & News Service for public viewing.

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

Sincerely,

Pinnacle Plan Law Center, PLC

A handwritten signature in blue ink, appearing to be a stylized name, positioned below the typed name of the law center.