

# AMERICAN GREEN



## AMERICAN GREEN INC

**INTERIM INFORMATION AND  
DISCLOSURE STATEMENT**  
(Unaudited)

For the three months ended  
September 30, 2018 and 2017

Notes to Unaudited Consolidated Financial Statements  
For the three months ended September 30, 2018 and 2017  
(Unaudited)

**ITEM 1. NAME OF THE ISSUER AND ITS PREDECESSOR (IF ANY)**

American Green, Inc. (the “Company”) was formed on December 10, 1998, when Desert Winds Entertainment Corporation<sup>1</sup>, and Ti-Mail<sup>2</sup> merged under a “Plan and Agreement of Reorganization.” with Desert Winds Entertainment Corporation as the survivor. The newly merged entity commenced operations on that date.

On the same date, the Company acquired The Whitney Corporation (“Whitney”), which held certain assets and operations related to live entertainment and proposed film and television properties. Both Ti-Mail and Whitney were held as wholly owned, operating subsidiaries.

On April 20, 1999, the Company divested itself of all assets and liabilities related to the business and operations of Ti-Mail and agreed to sell those assets to certain employees in exchange for their assumption of Ti-Mail's liabilities.

Commencing in March of 2000, the Company began to acquire and/or develop proprietary technology to copy-protect digital audio products. To that end the Company and/or its subsidiaries, had brought on new management, raised additional capital, acquired technology, and took significant additional steps, including entering into a long-term lease and hiring staff.

On or about, June 15, 2000, the Company divested all of its Whitney related entertainment assets.

On July 6, 2000 the Company’s name was changed to, “SunnComm, Inc” to reflect the Company’s the Company’s new direction.

On November 6, 2002, the Company’s name was changed to, “SunnComm Technologies, Inc.” in order to reflect the Company’s expansion into media beyond Audio DRM.

On April 20, 2004, the Company’s name was changed to, “SunnComm International, Inc.” in order to reflect in order to accurately reflect the company’s technology entering the international marketplace.

On June 14, 2007, the Company’s name was changed to, “The Amergence Group, Inc.” in order to reflect the company’s commitment to the support and development into the emerging technology marketplace.

On March 8, 2011, the Company’s name was changed to, “Altitude Organic Corporation” in order to reflect the company’s entrance into the cannabis support marketplace.

On January 6, 2012, the Company’s name was changed to “Tranzbyte Corporation” in order to reflect its new focus on smart vending in emerging cannabis sector.

On May 9, 2014, the Company’s name was changed to, “American Green, Inc.” in order more accurately reflect 21st Century technology and management expertise within the growing cannabis segment.

On May 10, 2016, the Company changed its domicile from Nevada to Wyoming.

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<sup>1</sup> Desert Winds Entertainment Corporation was formed in Nevada on November 13, 1998

<sup>2</sup> Ti-Mail, Inc. (“Ti-Mail”) was originally incorporated in Oregon on August 9, 1993 as Compliance Signage, Inc. Compliance Signage, Inc. changed its name to Ti-Mail, Inc. on April 4, 1996

## ITEM 2. ADDRESS OF THE ISSUER'S PRINCIPAL EXECUTIVE OFFICES

### COMPANY HEADQUARTERS:

Physical Address: 11011 S 48<sup>th</sup> Street, Ste 106, Phoenix, AZ 85044  
Telephone: 480.443.1600  
Fax #: 424.288.5523  
Websites: www.americangreen.com  
IR Contact: Not Applicable

## ITEM 3. SECURITY INFORMATION

### TRADING SYMBOL:

ERBB

### EXACT TITLE AND CLASS OF SECURITIES OUTSTANDING:

Common Stock  
Preferred Class B Stock  
Preferred Class C Stock

### CUSIP:

Common Stock, CUSIP # 02640N101, trading symbol: ERBB  
Preferred Stock, No CUSIP or trading symbol.

### PAR OR STATED VALUE:

Common Stock, Par value \$.001 per share  
Preferred B Stock, Par value \$.001 per share  
Preferred C Stock, Par value \$.001 per share

### TOTAL SHARES OUTSTANDING:

#### PREFERRED SERIES B STOCK

i.	September 30, 2018	
ii.	Number of Shares Authorized	10,000,000
iii.	Shares Issued and Outstanding	7,900,000
iv.	Freely Tradable Shares:	N/A
v.	Total Number of Beneficial Shareholders	0
vi.	Total Number of Shareholders of Record	3

#### PREFERRED SERIES C STOCK

i.	September 30, 2018	
ii.	Number of Shares Authorized	6,000,000
iii.	Shares Issued and Outstanding	6,000,000
iv.	Freely Tradable Shares:	N/A
v.	Total Number of Beneficial Shareholders	0
vi.	Total Number of Shareholders of Record	4

#### COMMON STOCK

i.	September 30, 2018	
ii.	Number of Shares Authorized	25,000,000,000
iii.	Shares Issued and Outstanding	23,431,783,533
iv.	Freely Tradable Shares	22,938,444,719

v.	Total Number of Beneficial Shareholders	85,799
vi.	Total Number of Shareholders of Record	429

**TRANSFER AGENT:**

Olde Monmouth Stock Transfer Co., Inc.,  
200 Memorial Parkway  
Atlantic Highlands, New Jersey 07716  
Telephone: 732-872-2727  
Facsimile: 732-872-2728  
The transfer agent is registered under the Exchange Act.

**RESTRICTIONS ON THE TRANSFER OF SECURITY:**

NONE

**TRADING SUSPENSION ORDERS ISSUED BY THE SEC IN THE PAST 12 MONTHS.**

NONE

**ITEM 4. ISSUANCE HISTORY**

**A. NATURE OF EACH OFFERING (E.G., SECURITIES ACT RULE 504, INTRASTATE, ETC.);**

All common and preferred share issuances by the issuer from July 1, 2015 to June 30, 2018 have been issued in accordance with Section 4(a)(2) of the Securities Act of 1933.

The Issuer did not issue any warrants or options from July 1, 2015 to June 30, 2018.

**B. JURISDICTIONS WHERE THE OFFERING WAS REGISTERED OR QUALIFIED;**

All common and preferred share issuances by the issuer from September 1, 2015 to September 30, 2018 were issued as restricted securities in private issuances and did not require a registration.

**C. NUMBER OF SHARES OFFERED;**

Incorporated by reference as follows:

Period Description

7/1/15-6/30/16 Notes 8 & 10, Annual Report, June 30, 2016  
7/1/16-6/30/17 Notes 7 & 9, Annual Report, June 30, 2017  
7/1/17-6/30/18 Notes 8 & 10, Annual Report, June 30, 2018  
7/1/18-9/30/18 Notes 8 & 10, Annual Report, September 30, 2018

**D. NUMBER OF SHARES SOLD; INCORPORATED BY REFERENCE AS FOLLOWS:**

Incorporated by reference as follows:

Period Description

7/1/15-6/30/16 Notes 8 & 10, Annual Report, June 30, 2016  
7/1/16-6/30/17 Notes 7 & 9, Annual Report, June 30, 2017  
7/1/17-6/30/18 Notes 8 & 10, Annual Report, June 30, 2018  
7/1/18-9/30/18 Notes 8 & 10, Annual Report, September 30, 2018

**E. PRICE AT WHICH THE SHARES WERE OFFERED, AND THE AMOUNT ACTUALLY PAID TO THE ISSUER;**

Incorporated by reference as follows:

Period	Description
7/1/15-6/30/16	Notes 8 & 10, Annual Report, June 30, 2016
7/1/16-6/30/17	Notes 7 & 9, Annual Report, June 30, 2017
7/1/17-6/30/18	Notes 8 & 10, Annual Report, June 30, 2018
7/1/18-9/30/18	Notes 8 & 10, Annual Report, September 30, 2018

**F. THE TRADING STATUS OF THE SHARES:**

All common and preferred share issuances by the issuer from September 1, 2015 to September 30, 2018 were initially issued as restricted in accordance with Rule 144.

**G. WHETHER THE CERTIFICATES OR OTHER DOCUMENTS THAT EVIDENCE THE SHARES CONTAIN A LEGEND**

- (1) stating that the shares have not been registered under the Securities Act; and
- (2) setting forth or referring to the restrictions on transferability and sale of the shares under the Securities Act.

All common and preferred share issuances by the issuer from July 1, 2015 to June 30, 2018 were initially issued as restricted in accordance with Rule 144. Each certificate had a standard restricted legend stamp.

**ITEM 5. FINANCIAL STATEMENTS**

Incorporated by reference. See Interim Report - for the three months ended September 30, 2018 and 2017

**ITEM 6. DESCRIBE THE ISSUER'S BUSINESS, PRODUCTS AND SERVICES**

**A. DESCRIPTION OF THE ISSUER'S BUSINESS OPERATIONS;**

**AMERICAN GREEN**

The Company was one of the first publicly-traded companies to address the legal medical marijuana business in 2009. It now is 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. The Company has consulted with dispensary operators in California, Colorado, Washington, Oregon and Arizona. Being located in Arizona, a very effectively regulated legal cannabis market, the Company is focusing on providing goods and services that operators of licensed non profit cannabis dispensaries in regulated environments require. This strategy will allow 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.

## AMERICAN GREEN INVESTMENT IN CANNAWAKE CORPORATON

On September 19, 2017, the Company purchased the town of Nipton, California, a 100-year-old community in San Bernardino county.

During March of 2018, the Company entered into a Purchase Agreement (the "Agreement") with CannAwake Corporation, a Delaware corporation ("CannAwake" and formerly, "Delta International Oil & Gas, Inc."), and Nipton, Inc., a California corporation, a wholly-owned subsidiary of the Company. Pursuant to the Agreement, CannAwake agreed to acquire 100% of the issued and outstanding equity securities of Nipton, Inc. (the assets of which are comprised of all of the real estate properties included in the unincorporated township of Nipton, California ("Nipton")) from the Company in exchange for shares of 160,000 shares of Series A Convertible Preferred Stock, convertible into 160,000,000 shares of the CannAwake's Common Stock (the "Nipton Acquisition").

CannAwake and the Company closed the Nipton Acquisition on April 5, 2018. Following the closing, Nipton, Inc. became a wholly-owned subsidiary of the CannAwake, and CannAwake became a majority owned subsidiary of the Company, with the Company holding approximately 82% of the voting power of CannAwake.

Additionally, CannAwake and the Company are working to finalize the terms of a management agreement, whereby the Company will provide, management services to CannAwake on a cost-plus basis, for Nipton and any other developments that CannAwake begins.

CannAwake, and the Company, intend to transform Nipton into the country's first energy-independent, cannabis-friendly hospitality destination -- all while retaining the town's historic look, feel, and value.

With over 120 acres of potential for development and just 10 minutes off of busy Interstate 15, the Company has taken the first step to transform Nipton into an effective hub for the production of various cannabis-based products as well as possible fully-licensed cultivation which includes a safe and appropriate approach to consumption. Located on the border between California and Nevada, the town is strategically positioned on the railway line going from Los Angeles through Las Vegas to Salt Lake City and beyond.

Nipton's future plans include setting the standard for energy efficiency and environmentally responsible tourism. CannAwake has completed the purchase of the town's solar energy farm and with plans and expansion plans intended, to move Nipton toward becoming a completely energy-independent town. Additionally, CannAwake's plans include the development of the town's existing aquifer system for water supply. As a result of these improvements, CannAwake anticipates that job creation will occur naturally in building and development, as well as tourism, agriculture, entertainment, transportation, retail and more, presenting new opportunities for innovation and entrepreneurship. The company's management remains open to ideas, suggestions, partnerships and more as it moves the project forward and encourages its 60,000+ shareholders to contact the company through its website ([www.nipton.com](http://www.nipton.com)) to suggest Nipton's future improvements.

## DEVELOPMENT OF CBD PRODUCTS

The Company and MediaTechnics Corporation have entered into a joint-venture to a develop an Industrial Hemp based CBD extraction facility in Nipton. The Company intends, with the assistance of CannAwake, to develop a CBD-infused drinking water product line. See <https://americangreencbd.com/faq/>.

Discussions are underway with several well-established edible and extraction companies that have expressed interest in having production facilities in the town as well -- all done paying strict adherence to all applicable federal, state and county regulatory requirements.

The Company would like to offer a variety of commercial and recreational attractions including: CBD and mineral baths, cannabis-product retail outposts, artists-in-residence programs, culinary events, and Bed-and-Breakfast lodging to complete the charming small-town experience. Company officials hope

that this project will help to catalyze job creation and development within the town and surrounding communities, making Nipton a model for the cannabis industry's role in stimulating and accelerating the rebuilding of struggling small town economies throughout the US where cannabis products have been legalized.

**THE 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 will begin to receive rental income and management payments.

**B. DATE AND STATE (OR JURISDICTION) OF INCORPORATION:**

May 10, 2016 in Wyoming through continuation from Nevada.  
See Item 1 above.

**B. THE ISSUER’S PRIMARY AND SECONDARY SIC CODES;**

Primary: 51114 “Corporate Office Management”

**C. THE ISSUER’S FISCAL YEAR END DATE;**

The issuer’s fiscal year end date is June 30

**D. PRINCIPAL PRODUCTS OR SERVICES, AND THEIR MARKETS**

**Management Services**

The Company has and is in the process of forming joint ventures to provide management, financial, business and professional services to MMJ and recreational industries in Arizona, Colorado, Nevada and California. A significant portion of this industry is controlled by small operators who lack the resources and expertise to survive in highly a scrutinized, regulated and competitive environment.

**American Green Machine**

Previously the Company had a primary objective of providing a vending machine capable of ‘better than human’ recognition of those making purchases from it, all known as ZaZZZ. The initial roll-out provided the necessary information for the Company to re-introduce the concept in 2017. Currently the Company possesses the rights to technology which integrates into existing machines aspects of the Silkron vending platform, M2SYS biometrics, and any additional hardware or software as required by client needs. The American Green Machine will allow purchasers or partners to white [private] label the machine, if desired, as well as sell and track controlled inventory with complete transparency to regulatory groups or the client with respect to revenues and goods sold. The Company leases a space in North Carolina where it assembles custom-ordered machines for sale. Machine sales were \$59,000 during the fiscal year ended June 30, 2018 and subsequent to September 30, 2018 sales were \$85,000.

**American Green E-Commerce Store**

In addition, an e-commerce store unique to the company as well as a store in the Amazon marketplace drives revenues while extending the brand and providing continuity between the other initiatives. Each of those described and any that may be added can stand on its own but naturally interface well and increase the overall value of the products themselves, the American Green brand and the Company as a whole.

## American Green Coordinated Initiatives

Beginning Q4/16, the Company began greater focus on how ongoing initiatives including, but not limited to, those described previously in this section could be linked together for efficiency and economies of scale. Mobile applications, branded products, the American Green Machine, and partners producing unique products for distribution with an emphasis on CBD-focused edibles dovetail together to produce a unique cross-platforming opportunity for the company that includes potential co-marketing and future product acquisitions.

## **ITEM 7. DESCRIBE THE ISSUER'S FACILITIES**

The Issuer rents office space at the location described in Item 2 of this report. The lease is on an annual basis.

### Off-Balance Sheet Arrangements

The Company does not have any off-balance sheet arrangement or any definitive agreement that is unconditionally binding or subject only to customary closing conditions.

## **ITEM 8. OFFICERS DIRECTORS AND CONTROL PERSONS**

### A. NAMES OF OFFICERS, DIRECTORS, AND CONTROL PERSONS.

#### 1. Officers and Directors

##### a. David Gwyther, Chairman - Acting 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 of 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.

##### b. 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.

**2. Control Persons:**

The following Table lists the shareholdings of every person who holds more than 5% of the votes able to be cast in any action taken by holders of the Common Stock of the Company, or any person who is an officer or director of the Company:

<b>Control Person</b>	<b>Common Stock</b>	<b>Preferred B Shares</b>	<b>Preferred C Shares</b>	<b>Votes</b>	<b>% of Total Vote</b>
David G. Gwyther, Chairman	107,025,407	6,500,000	2,000,000	8,607,025,407	25.37%
Colleen Manley, Director	129,962,360	-	1,000,000	1,129,962,360	3.33%
Morgan A. Sanburg-Jacobs	-	-	2,000,000	2,000,000,000	5.89%
	236,987,767	6,500,000	4,000,000	11,736,987,767	30.98%

**B. LEGAL/DISCIPLINARY HISTORY**

NONE

**C. BENEFICIAL HOLDERS**

**Preferred Shareholders**

The following table lists all holders of 10% of any class of equity of the Company along with the number of votes each person (or entity) is able to cast in any action taken by holders of the Common Stock of the Company, or any person who is an officer or director of the Company:

<b>Preferred Series B Holders</b>	<b>Shares</b>	<b>% of Class</b>	<b>Votes</b>	<b>% of Total Vote</b>
David G. Gwyther, Chairman	6,500,000	82.28%	6,500,000,000	19.68%
Total	7,900,000	82.28%	7,900,000,000	19.68%

<b>Preferred Series C Holders</b>	<b>Shares</b>	<b>% of Class</b>	<b>Votes</b>	<b>% of Total Vote</b>
David G. Gwyther, Chairman	2,000,000	33.33%	2,000,000,000	6.06%
Colleen Manley, Director	1,000,000	16.67%	1,000,000,000	3.03%
Factor X Corporation	1,000,000	16.67%	1,000,000,000	3.03%
Kevin Twaddell, President 9410 Prototype Drive, Suite 15 Reno, NV 89521				
Morgan A. Sanburg-Jacobs	2,000,000	33.33%	2,000,000,000	6.06%
Total	6,000,000	100.00%	6,000,000,000	18.17%

## Common Shareholders

There are no persons that are the beneficial owners having voting and economic control of more than ten percent (10%) of the common shares outstanding as of the date of this information statement.

## ITEM 9. THIRD PARTY PROVIDERS

The names, addresses, telephone numbers, and email addresses of each of the following outside providers that advise the Company on matters relating to operations, business development and disclosure:

### Legal Counsel:

Jerald S. Chesler, P.C.  
20860 N Tatum Blvd. Suite 300  
Phoenix, AZ 85050  
Phone: 480-488-7875  
Facsimile: 480-563-4632  
Email: [Jerry@JChesler.com](mailto:Jerry@JChesler.com)

### Accountant or Auditor:

NONE

### Other Advisor:

Other advisor(s) that assisted, advised, prepared or provided information with respect to this disclosure statement.

Albert Golusin  
Phoenix, Arizona  
Phone: 602-466-2650  
[aagolusin@mac.com](mailto:aagolusin@mac.com)

## ITEM 10. CERTIFICATIONS

I, David G. Gwyther certify that:

- 1) I have reviewed this quarterly disclosure statement of American Green, Inc..
- 2) Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and
- 3) Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

November 27, 2018

/s/ David G. Gwyther

David G. Gwyther  
Chairman  
American Green, Inc.