

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

**FORM 10-K**

(Mark One)

ANNUAL REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended July 31, 2015

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT  
OF 1934

Commission file number 000-54546

**AMERI METRO, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction of  
incorporation or organization)

**45-1877342**

(I.R.S. Employer Identification No.)

**2575 Eastern Blvd. Suite 211**

**York, Pennsylvania 17402**

(Address of principal executive offices) (zip code)

Registrant's telephone number, including area code: **717-701-7726**

Securities registered pursuant to Section 12(b) of the Act: None

Securities registered pursuant to Section 12(g) of the Exchange Act:

Common Stock, \$.000001 par value per share

(Title of class)

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act

Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act.

Yes  No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (Section 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes  No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (Section 229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer", "accelerated filer", "non-accelerated filer", and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large Accelerated filer  Accelerated filer   
Non-accelerated filer  Smaller reporting company   
(do not check if smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes  No

State the aggregate market value of the voting and non-voting common equity held by non-affiliates computed by reference to the price at which the common equity was last sold, or the average bid and asked price of such common equity, as of the last business day of the registrant's most recently completed second fiscal quarter.

\$ 0

Indicate the number of shares outstanding of each of the registrant's classes of preferred stock and common stock as of the latest practicable date.

<u>Class</u>	<u>Outstanding at November 4, 2015</u>
Preferred Stock, par value \$0.000001	1,800,000 shares
Class A Common Stock, par value \$0.000001	1,600,000 shares
Class B Common Stock, par value \$0.000001	992,291,626 shares
Class C Common Stock, par value \$0.000001	4,800,000 shares
Class D Common Stock, par value \$0.000001	48,000,000 shares

Documents incorporated by reference: None

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## PART I

### FORWARD-LOOKING STATEMENTS

This Annual Report on Form 10-K and the documents incorporated by reference, include "forward-looking statements" that involve risks and uncertainties, as well as assumptions that, if they prove incorrect or never materialize, could cause our results to differ materially and adversely from those expressed or implied by such forward-looking statements. Examples of forward-looking statements include, but are not limited to any statements, predictions and expectations regarding our earnings, revenues, sales and operations, operating expenses, anticipated cash needs, capital requirements and capital expenditures, needs for additional financing, use of working capital, plans for future products, services and distribution channels, anticipated growth strategies, planned capital raises, ability to attract distributors and customers, sources of net revenue, anticipated trends and challenges in our business and the markets in which we operate, the impact of economic and industry conditions on our customers and our business, customer demand, our competitive position, the outcome of any litigation against us, critical accounting policies and the impact of recent accounting pronouncements. Additional forward-looking statements include, but are not limited to, statements pertaining to other financial items, plans, strategies or objectives of management for future operations, our financial condition or prospects, and any other statement that is not historical fact. Forward-looking statements are often identified by the use of words such as "may," "might," "intend," "should," "could," "can," "would," "continue," "expect," "believe," "anticipate," "estimate," "predict," "potential," "plan," "seek" and similar expressions and variations or the negativities of these terms or other comparable terminology.

These forward-looking statements are based on the expectations, estimates, projections, beliefs and assumptions of our management based on information currently available to management, all of which is subject to change. Such forward-looking statements are subject to risks, uncertainties and other factors that are difficult to predict and could cause actual results to differ materially from those stated or implied by our forward-looking statements. Factors that could cause or contribute to such differences include, but are not limited to, those identified under "Risk Factors" in this Form 10-K and incorporated by reference herein. We undertake no obligation to revise or update publicly any forward-looking statements to reflect events or circumstances after the date of such statements for any reason except as

otherwise required by law.

The information contained in this Form 10-K is not a complete description of our business or the risks associated with an investment in our common stock. We urge you to carefully review and consider the various disclosures made by us in our Quarterly Report, and this Annual Report on Form 10-K for the year ended July 31, 2015 and in our other reports filed with the Securities and Exchange Commission (the "SEC").

## ITEM 1. BUSINESS

Since its incorporation, the Company has developed its business plan, appointed officers and directors, engaged initial project consultants and entered into negotiations and contracts for related and ancillary business. The Company is in the process of developing proposals for high-speed rail service.

On June 12, 2012, Ameri Metro, Inc. ("Ameri Metro 2010") merged with Yellowwood Acquisition Corporation, a public reporting company. As part of the merger, Yellowwood Acquisition Corporation, the surviving entity, changed its name to Ameri Metro, Inc. and changed its fiscal year end to July 31. Yellowwood had no ongoing business or operations and was established for the purpose of completing mergers and acquisitions with a target company, such as the former Ameri Metro 2010.

### The Business

The Company intends to focus on high-speed rail for passenger and freight transportation and related and ancillary transportation businesses. The Company's business plan plans for the development of various services for high-speed rail throughout the United States. The Company intends to secure manufacturing and technologies together with ancillary land development projects, sale of goods and services to government, civilian and commercial end users.

The Company anticipates that it will, directly or through subsidiaries, develop plans, and then coordinate and supervise the financing, construction and development of such transportation projects by bringing together the resources, plans, financing, approvals and technology needed to implement such transportation systems.

The Company has not commenced its revenue producing operations to date. The Company intends to develop numerous projects as opportunities are presented primarily in the transportation or transportation-related fields. The Company believes that the need, demand and usage of alternative transportation such as high speed rail are increasingly important as the United States adopts policies to attempt to reduce its dependency on fossil fuels, particularly the automobile. The Company intends to develop and prepare the designs and concepts for feasible and profitable regional high-speed rail projects utilizing existing and new railbeds, stations, and equipment. The Company will prepare the complete project package including appraisals and estimates and will obtain contracts for the development of the railbeds and purchase of the equipment. The Company will present the complete project, working as project supervisor and coordinator, to municipalities and regional government agencies. In addition to high speed rail projects, the Company will also develop other selected transportation-related projects that promote efficient and improved transportation structures or plans.

Funding for individual projects of the Company will occur from bond offerings organized through various non-profit entities and organizations sponsored or affiliated with municipal and government agencies. Certain of these non-profit entities or organizations may themselves be affiliated with, or related to, the Company and assist, or work in conjunction with, the Company in securing contracts and funds to develop projects.

On December 1, 2010, the Company formed its wholly-owned subsidiary, Global Transportation & Infrastructure, Inc. (GTI), in the state of Delaware with an authorized capital of 100,000,000 shares of common stock with a par value of \$.0001 and 20,000,000 shares of preferred stock with a par value of \$.0001. GTI was formed to provide development and construction services for the Alabama highway project including securing financing for the design, planning, engineering and related costs for its construction and to engage in the construction of high-speed rail for passenger and freight transportation and related transportation projects for the Company.

Through its subsidiary, GTI, the Company is also involved in the development of a new toll road in the State of Alabama. The Company acquired from Pennel Land Company (a company solely owned by the president of the Ameri Metro) the contract rights to a construction agreement with the Alabama Toll Facilities, Inc. ("ATFI", a non-profit company designated by the State of Alabama to act as the project developer for such a toll road and on which the president of Ameri Metro served as one of its four directors). As such the Company has the development rights for such toll road. The Company will need to secure the financing for the design, planning, engineering and related costs for the construction of the toll road. If the Company is able to secure such financing, ATFI will effect a bond offering to purchase the land on which the toll road is to be located.

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### Business Plan

The Company believes that its project proposals will reflect a passenger rail service to be developed. The high-speed rail plan to be presented by the Company will likely utilize existing rail rights-of-way to connect several metropolitan areas and states serving expanding populations. The major elements of the plan would include:

- Use of existing rail rights-of-way to connect rural, small urban and major metropolitan areas;
- Operation of a "hub-and-spoke" passenger rail system providing service to and through one or more major hubs to locations throughout the United States;
- Introduction of modern rail equipment operating at speeds up to 250 mph;
- Provision of multi-modal connections to improve system access;
- Improvement in reliability and on-time performance;
- Development or expansion of a feeder bus system linking outlying areas to railroad stations;
- Acquiring new train equipment including train sets and spares;
- Track improvement, including replacement and upgrades, additional sidings, signal and communications systems, and grade-crossing improvements;

-Construction or improvement of railroad grade crossings and passenger stations.

The following discussion outlines the steps as the Company anticipates that will occur in regard to the adoption and implementation of a high-speed rail system by a regional or local municipality. To date, the Company has not developed any rail systems.

The Company plans that it will prepare the feasibility study and locate contractors and manufacturers to complete and work and provide cost estimates. Because high-speed rail travel is already in-place in much of Europe and Asia, the Company anticipates working with European companies to furnish the high-speed equipment, such as locomotives and passenger cars.

The Company will put proposed contracts together with the supporting feasibility study, appraisals, cost/benefit analysis, TEMS study, transportation history and other data to create a complete regional project proposal. The Company will then present such project proposals to the municipalities (state or local) as a complete and finished project. The local or regional municipality will then independently analyze and discuss the Company's proposal. If accepted, the Company anticipates that, upon approval, the local municipality will effectuate a bond offering for the funding of the high-speed rail project. The Company anticipates that the projects will be financed by bonds or indentures offered by sponsored or affiliated non-profit organizations of the applicable local or municipal government or agency. Such non-profit entities may also be affiliates or companies related to the Company.

The Company anticipates that the municipalities will be favorably receptive to the proposed high-speed rail project for many reasons. Political pressure is increasing to find alternate transportation systems as the price of gas and environmental risk of drilling and using petroleum products rises. Highway maintenance is increasingly expensive as the price of materials and labor increases. Highway congestion is an increasing urban problem. The Company will present a project as a total package thereby providing the municipalities with the complete overview and relieving it of the time and costs involved in studying the proposal, seeking pricing information and projecting results. In addition, the Company believes that it may be able to effect economies of scale by purchasing new and renovating existing equipment and facilities on an integrated regional basis rather than in fractured individual areas or small municipalities.

Once a proposed high-speed rail project is accepted and a financing bond issue is effected by the municipality, the Company will act as the project manager and oversee the entire project including not only the development of the project but its continued operations as well. The Company will also serve as the main central point for coordination of and between the municipalities, contractors, and operators of the project and, once established, the rail system.

### Long-Range Ideas and Related Companies

The Founder of the Company, Shah Mathias, has organized and established two nonprofit corporations and is a facilitator of a third non profit (ATFI) for the purpose of facilitating the development of the transportation systems. The nonprofit statutes provide a vehicle to issue bonds and to help secure infrastructure projects. The nonprofits have the discretion to turn over the infrastructure projects to a state or governing body having jurisdiction after the indebtedness has been paid. The nonprofits that Mr. Mathias has created are:

- 1)Alabama Toll Facilities, Inc. (ATFI)
- 2)Hi Speed Rail Facilities, Inc. (HSRF)
- 3)Hi Speed Rail Facilities Provider, Inc. (HSRFP)

In addition to the nonprofit companies discussed earlier, Shah Mathias, the former CEO of the Company, has developed long-range ideas and plans to develop currently undeveloped areas through which a planned Alabama toll road will traverse. These plans include the development of an airport, sea shipping port and a high speed rail line. Mr. Mathias has established a series of corporations which, although not subsidiaries of the Company, are related companies as they are all under common control of Mr. Mathias. Mr. Mathias has established these companies to basically serve as subcontractors for the operations of the planned transportation systems.

None of these companies has any operations or any revenues. Mr. Mathias (as president of each of these companies) has executed contracts between several of these companies and the Company. In each of these companies, Shah Mathias is the president and chief executive officer. No other officers or directors exist in any of these related companies. The Company owns 25% of each of the companies with the remaining ownership held directly or indirectly by Mr. Mathias.

- 1) HSR Freight line, Inc. Designed to handle all services for use of track time and trains for freight and freight forwarding services.
- 2) HSR Passenger Services, Inc. Designed to handle rail ticketing booking, reservations, and food services.
- 3) HSR Technologies, Inc. Designed to handle all building of suites and manufacturing of trains and rail tracks and provide fiber optics, telecommunications, and related technologies services.
- 4) HSR Logistics, Inc. Designed to handle all purchasing functions.
- 5) KSJM International Airport, Inc. Designed to eventually create an airport facility in inland Alabama
- 6) Port Of Ostia, Inc. Designed to handle all air cargo if and when an airport facility is created.
- 7) Port of De Claudius, Inc. Designed to handle sea container and port operations.
- 8) AMERI Cement, Inc. Designed to handle cement needs for building Alabama toll road.
- 9) Lord Chauffeurs LTD: Designed to operate all passenger ground transportation.
- 10) Atlantic Energy & Utility Products, Inc. Designed to provide utility and maintenance service to above entities.
- 11) Penn Insurance Services LLC. Designed to provide insurance service to above entities.
- 12) Cape Horn Abstracting, Co. Designed to land title examination services.
- 13) Eastern Development & Design, Inc. Designed to provide all civil engineering and architectural service.
- 14) Slater & West, Inc. Designed to handle contract administration services and work force H R matters.
- 15) Malibu Homes, Inc. Designed to establish residential home building services.
- 16) Platinum Media, Inc. Designed to provide all media related services

Mr. Mathias has created two nonprofits and is the facilitator of a third (ATFI) for use in issuing bonds to fund the proposed projects. Two of these nonprofits are specifically for use for financing high speed rail transportation systems, the third is specifically for use with the Alabama Toll Facility, discussed below.

The nonprofit statutes allow nonprofit corporations to issue bonds and the Company envisions that its related nonprofits will issue bonds to fund the projects and once the indebtedness is paid the project infrastructure can be turned over to a state or governing body having jurisdiction. The nonprofits created are:

- Hi Speed Rail Facilities, Inc. (HSRF)
- Hi Speed Rail Facilities Provider, Inc. (HSRFP)
- Alabama Toll Facilities, Inc. (ATFI)

The board of directors of HSRF and HSRFP consist of the following individuals: Shah Mathias (founder of the Company) Kirk Wilson, James Kingsborough, and Otto Banks. The board of directors of ATFI consists of Jack Garison and Jack Hopper. Shah Mathias earlier served on the ATFI board of directors but resigned from that position.

The Company envisions a stock offering to secure financing in the near future. In addition, the above three entities envision utilizing different bond offerings for different aspects of a project development. The above three entities anticipate an IBO for the acquisition of the land, some of which may already have existing rail beds or other of which may need to be constructed and engineered. It anticipates offering a bond offering for the acquisition of equipment or for the purchase of raw materials. These entities envision that each bond offering will be relatively specific in nature but all such bond offerings will be regulated by a master indenture agreement designed to provide the terms and structure, interest rates, and other basic information for any bond offering. These entities further envision that after some period, it will offer a revenue bond that will consolidate the earlier bond offerings into one, upon the completion of the construction. These entities have engaged Morgan Stanley as the broker of record for the bond indentures.

The HSRF Trustee has entered into the following agreements:

An INVESTMENT MANAGEMENT AGREEMENT on 2 Jan of 2013 between ING Investment Management Co. LLC, and HSRF Trustee, as Trustee to Master Trustee Indenture Relating to \$20,000,000,000 Revenue Bonds Series 2012 for Alabama Toll Facilities, Inc. (as filed with SEC on 01/18/2013, 8k filing Ex. 10.11).

An INVESTMENT MANAGEMENT AGREEMENT on 2 Jan of 2013 between ING Investment Management Co. LLC, ( " IIM " ), a Delaware limited liability company, and HSRF Trustee, as Trustee to Master Trustee Indenture Relating to \$20,000,000,000 Revenue Bonds Series 2012 for High Speed Rail Facilities Provider, Inc. (as filed with SEC on 01/18/2013, 8k filing Ex. 10.12).

Upon floating a bond offering by the nonprofit entity or otherwise, the Company will act as the project manager and oversee the entire project including, not only the development, but also the continued operations of the high-speed rail project. The Company envisions it will also serve as the main central point for coordination of and between the municipalities, contractors, and operators of the project and, once established, the rail system.

In addition to high speed rail projects, ancillary development projects, Alabama toll road project, the Company may also develop other selected transportation-related projects that promote efficient and improved transportation structures or plans. Funding for individual projects of the Company may occur from bond offerings organized through its related non-profit entities or entities affiliated with municipal and government agencies. Certain of these non-profit entities or organizations may themselves be affiliated with, or related to, the Company and assist, or work in conjunction with, the Company in securing contracts and funds to develop projects.

#### **Hi Speed Rail Facilities, Inc.**

In 2010, the Company entered into an agreement with HSRF (one of the Company's related nonprofit companies) for the purpose of construction of projects consisting of the financing, construction and operation of high speed rail and related projects across the United States. HSRF is designed to focus on the building of train tracks and stations.

Pursuant to the agreement between the Company and HSRF, the Company will act as the agent and representative of HSRF to perform all required tasks and actions to develop and construct such projects. The Company anticipates that having this agreement in place and by having HSRF already organized will expedite the process of commencing a project once the Company designs and develops and secures or raises funds to commence a project.

#### **Hi Speed Rail Facilities Provider, Inc.**

In 2010, the Company entered into a written agreement with HSRFP (one of the Company's related nonprofit companies) for the purpose of construction of projects consisting of the financing, construction and operation of various high speed rail and related projects across the United States. Pursuant to such agreement between the Company and HSRFP, the Company was appointed as the agent and representative of HSRFP to perform all required tasks and actions to develop and construct such projects. HSRFP was organized to provide a vehicle to issue bonds and help secure infrastructure projects for the Company focusing on facilities ancillary to the high speed rail such as rail yards rail, rail assembly plants maintenance facilities. The Company anticipates that having this agreement in place and by having HSRF already organized will expedite the process of commencing a project once the Company designs and develops and secures or raises funds to commence a project.

#### **Master Trust Indenture Agreement**

On December 1, 2010, HSRF entered into a Master Trust Indenture agreement providing that HSRF serve as trustee for a bond offering of \$15,000,000,000 of HSRF Revenue Bonds Series 2010. In April 2012 this Indenture was amended to reflect a Master Indenture of \$20,000,000,000. The Company will act as developer for the project financed by the Hi Speed Indenture. The Master Trust Indenture provides the basic terms and conditions of any bond issuance such as use of an escrow agent, rights of bond holders, sale of bonds, etc..

#### **ING Investment Management**

In the event that a bond offering is effected, each of the nonprofits has entered into an investment management agreement with ING Investment Management to manage any funds raised in such bond offering and to provide its investment advisory services. This non-binding agreement would only take effect upon the raising of revenues bonds.

ING Investment Management would serve to invest, reinvest and supervise the management of any such funds while such funds were held in an investment account and until use for the intended purposes.

### **Alabama Toll Road**

The Company is working to develop a project to build a toll road in the State of Alabama. Ameri Metro 2010 was developing this project at the time of the merger. The planned toll road is designated as a 352 mile 4-lane road designed to be built from Orange Beach, Alabama to the Tennessee state line with the intent of connecting various rural sections of Alabama to Tennessee and more urban areas. Shah Mathias, the Founder of the Company, perceived a need for such a road that would connect various rural sections of Alabama to Tennessee and with its more urban areas and began working on its development in 2005.

As its first step, Alabama Toll Facilities, Inc. (ATFI) was created and obtained status as a nonprofit corporation pursuant to Section 501(c)3 of the Internal Revenue Code. As a nonprofit corporation, ATFI is allowed to make bond offerings in order to finance the cost of acquisition and construction and equipping of the toll road project. Mr. Mathias was one of the directors of ATFI and has subsequently resigned his position.

In 2007, the toll road project was presented to the Alabama legislature which on June 7, 2007, adopted Act no. 2007-506 entitled "Expressing Support for the Alabama Toll Road Project". This Act stated that it recognized the need to utilize other financial resources to meet the needs of that highways and other infrastructure items such as that offered by ATFI. The Act urged approval of the bonds offered by ATFI as special revenue bonds with the project eventually vesting to the state upon retirement of the bonds. The Act further supports designating ATFI as the exclusive entity for creation and development of the toll road project.

As a second step, on September 23, 2009, Penndel Land Company ( " Penndel " ), a company wholly owned by Shah Mathias (the Company's Founder) entered into an agreement with ATFI by which Penndel was appointed as the agent and representative of ATFI to perform all required tasks and actions to develop and construct the toll road.

Thirdly, on December 1, 2010, the Company formed a wholly-owned subsidiary, Global Transportation & Infrastructure, Inc. ("GTI"), in the state of Delaware to provide development and construction services for the Alabama highway project and to include securing financing for the design, planning, engineering and related costs of construction.

In December 2010, Penndel assigned its agreements with ATFI to GTI. As such the Company, through its subsidiary, GTI, has the development rights for such toll road. Under the terms of the agreement, GTI will provide development and construction services. GTI will also act as an agent and representative to take actions necessary to secure the first and future phases of the financing applicable to the design, planning, engineering and related soft and hard costs of the construction of a toll road in the state of Alabama and related activities.

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### **Alabama Indenture Agreement**

On December 1, 2010, ATFI entered into a Master Trust Indenture agreement with as HSRF Trustee, which has agreed to serve as the trustee for the bond offering of up to \$7,000,000,000 of ATFI Revenue Bonds once it determines to effect such an offering if ever. The Alabama Indenture indicates that the developer for the project will be GTI. In April 2012 the Alabama Indenture was amended to reflect a Master Indenture of \$20,000,000,000. The Master Agreement provides the basic terms and conditions of any bond issuance such as use of an escrow agent, rights of bond holders, sale of bonds, etc. At the time that any bonds are to be issued, the Company will engage an asset manager and trustee for the indenture.

### **Damar TruckDeck**

The Company also plans to develop projects as opportunities are presented related or ancillary to the transportation or transportation-related fields. The Company entered into a contract for the acquisition of the patents, rights, titles, and business of Damar Corporation LLC, the inventor, developer and manufacturer of Damar TruckDeck. (See [www.damartruckdeck.com](http://www.damartruckdeck.com)). The Damar Corporation was incorporated in 2007 to develop, manufacture and market the truck deck component invented and developed by its owner. The Damar Corporation has filed a patent application covering its truck deck system. The Damar TruckDeck is a flexible truck deck storage and organization system that with an integrated frame allowing the cargo deck to be used as a hauling surface. The system has many configurations to fit a wide variety of uses (hunting, construction, moving, hauling, etc.) in various truck deck sizes. The Damar TruckDeck primarily consists of lockable repositionable storage units.

The advantages of the Damar TruckDeck system are as follows:

1. Organize gear in removable containers with the DAMAR Load-N-Go containers, easily converting a truck's usage by quickly swapping containers.
2. Protect items in lockable hatches. Lockable, repositionable hatches protect items in the Load-N-Go containers from theft and weather while a rear hatch allows the full length of the bed to be used for securing longer materials.
3. Keep ability to haul large items. The recessed CargoDeck surface is built to support and haul large materials and equipment, and by maintaining some bed wall height there is no need to strap items down.
4. Can be installed or removed in minutes by one person with no tools and no drilling. The Damar Corporation has

entered into contracts for sale of its Damar TruckDeck with Lowe's, The Home Depot, Advanced Auto Parts, Sam's Club, Costco and Meyer Distributing.

The Company shall receive all rights and title to the patents, the TruckDeck system, and all related assets, for a purchase price of:

1. \$750,000 payable as \$500,000 cash and the remaining \$250,000 payable in the form of Shares of the Company's common stock; and
2. Royalty payments equal to \$2.50 for each unit sold from items arising from the patent, including the Damar TruckDeck, for a period of five years.

After such five years, the parties will renegotiate the terms of the agreement. If no agreement can be reached, then the parties agree to extend the royalty payments for one addition year after which time all royalty payments will terminate.

3. The cash payment portion of the purchase price is payable within 90 days of the successful completion of the registration as a publicly traded company pursuant to the Securities Act of 1933.

The Company cannot effect this agreement until its raises the funds necessary to the acquisition of such assets as listed in the agreement.

In October 2014, HSR Technology, Inc. as the equitable owner of four tax parcels located within West Manchester Township, York, PA filed a request for landowner curative amendment with the local township, with the intent of constructing facilities on the properties for the fabrication, assembly and welding of steel, aluminum and stainless steel assemblies with no foundry or casting operations. The use will include the fabrication and assembly of composite rebar, composite rail, bed liners and rail car assemblies received pre-prepared. The rail access is critical to the procurement of the land, as the products manufactured on site will be directly related to the company purpose of creating global economic development and promoting trade by bringing people together through innovative ideas and advanced technology. HSR Technology, Inc. proposes the initial construction of a transfer and storage building with a rail siding into the building. Manufacturing and assembly buildings would be added in stages, eventually employing up to 2,800 workers.

### **Port Trajan Project**

The Port Trajan 5 project is a transportation project located in the Antrim Township, Greencastle, Pennsylvania on the Interstate 81 corridor and the railroad "Crescent Corridor", a 2,500 mile network of rail and terminals. Norfolk Southern is operating a rail-truck facility in this corridor and the State of Pennsylvania has provided funding toward the development of additional facilities along this corridor. The Company envisions the development of the land next to such corridor, which it has termed the Port Trajan Project. The Company anticipates that it will construct a distribution center consisting of a terminal and a rail line between the main rail track to the highway for the transition of shipping containers from the rail line to waiting trucks. The distribution center will provide the facility for repackaging the shipments into containers or other shipments destined for final destination by truck.

The Company anticipates that such project will be completed in phases the first of which is the purchase of an initial 345 acres at \$350,000 per acre. The purchase price will include all on-site horizontal improvements. Off-site improvements will be acquired at an additional \$20,000,000. The land is currently owned by a related company and the Company has entered into a letter of intent for its purchase.

On January 9, 2013, the Company signed a letter of intent with a related party to purchase land for a potential future project. The Company was unable to meet the deposit requirements of this contract, and so in November 2013 the deposit requirements were amended to require a cash deposit of \$1,000 to hold the purchase option open for the Company until institutional funding is acquired. Future plans are to issue in excess of 10,000,000 shares of common stock to aid in funding the land purchase. As of July 31, 2015 the \$1,000 has been deposited on this contract.

On January 13, 2013 the Company entered into a Letter of Intent with a related party. The purpose being that the Company is contracting services for the build out of the Port Trajan 5 Terminals.

On February 19, 2014, the Company entered into a Master Agreement for Production Services with Platinum Media whereby Platinum Media will provide the Company with all of its media development needs for a 5 year term. The agreement states that the fees charged to the Company will be no less than \$12,000,000 per year. As at July 31, 2015, the Company has not been charged by Platinum Media.

### **The Market**

The Company believes that the United States suffers from an overburdened transportation infrastructure and that a fundamental overhaul of the national transportation structure is needed. The Company anticipates that it will be able to assist in this " fundamental overhaul " by providing both the hands-on expertise and investment resources to establish an intermodal grid comprised of transportation and support services extending to urban and outlying areas alike. The Company will largely focus on projects related to high speed rail, but will also concentrate its efforts on other transportation projects that improve transportation infrastructure.

The Company believes that there is a compelling need to revitalize America ' s transportation infrastructure. As all levels of government are facing increasing economic crisis, the Company anticipates that such revitalization will be the result of public-private partnerships and alliances to create the basis for developing such an infrastructure. Organizations, such as the Company, are accordingly poised to play a significant role in the redevelopment and improvement of the nation ' s transportation infrastructure.

The Company believes that the transportation infrastructure crisis facing America is two-fold. In the first instance, the existing infrastructure lacks modernity and has rendered the same incapable of meeting the nation's transportation needs. In the second instance, the funding to address this problem is currently beyond the reach of the federal, state, regional, and municipal governments.

The 2009 David R. Goode National Transportation Policy Conference held at the Miller Center of Public Affairs at the University of Virginia, outlined the compelling need to revitalize America's transportation infrastructure and recommended that "Public private partnerships need to emerge from the laboratory of pilot programs to play a much larger role as a core element of America's transport investment strategy." Organizations, such as the Company, are accordingly poised to play a significant role in the redevelopment and improvement of the nation's transportation infrastructure. The same transportation conference also noted that, "Lacking a coherent vision for our transportation future and chronically short of resources, we defer new investments, fail to plan, and allow existing systems to fall into disrepair. This shortsightedness and under investment — at the planning level and on our nation's roads, rails, airports and waterways — costs the country dearly. It compromises our productivity and ability to compete internationally; transportation users pay for the system's inefficiencies in lost time, money and safety. Rural areas are cut off from economic opportunities and even urbanites suffer from inadequate public transportation options. Meanwhile, transportation-related pollution exacts a heavy toll on our environment and public health."

Furthermore, the conference report was equally insistent on the need for private sector funding. In "Recommendation 8: Connecting the Dots," the co-chairs wrote: "Resolving the controversy over private equity contributions to the transport system is essential to meet the nation's pressing transportation challenges, as is recognizing the appropriate role of public-private partnerships (PPPs) in taking on those challenges." They added, "PPPs need to emerge from the laboratory of pilot programs to play a much larger role as a core element of America's transport investment strategy."

To resolve this crisis will require a massive infusion of capital. The National Surface Transportation Infrastructure Financing Commission, in its 2009 report *Paying Our Way* estimates the total shortfall between what is required and what is available, at all levels of government, just for maintaining the current system range from \$134 billion to \$194 billion per year for the period 2008 to 2035. If the goal is to improve existing transportation systems, the shortfall is even larger: \$189 – \$262 billion per year over the same time period.

The main problem is that the funds to either maintain or improve existing transportation systems are simply not available from traditional sources. Taxpayers at all levels of government are loath to support any tax increases for infrastructure projects. New transportation systems are frequently discussed at all levels of government but the public funding for implementing such plans is usually non-existent.

The Company is facing solid growth for next 20 years or more. According to "McKinsey Global Institute- The McKinsey Infrastructure Practice Report- January 2013"; confirms that 57 to 67 trillion dollars of investment is need for infrastructure from 2013 to 2030. Due to robust infrastructure market and a tremendous back log of infrastructure projects on hand, along with anticipated projects identified by the Company's infrastructure projects consultants; TEMS, Inc. Management believes that market conditions warrants that the company reconsider its capital structure and in September 2014 it has amended its Certificate of Incorporation increase its authorized shares. Market conditions were further supported by "The Boeing Current Market Outlook 2012-2013 report" which shows a 80 % growth over next 20 year for cargo fleet.

### **Entry of the Company into the Market**

The Company anticipates that it can offer a comprehensive, innovative approach to resolving the nation's transportation crisis. And it proposes doing so without the necessity of the government increasing taxes at any level, or in any manner. In short, the Company suggests replacing public financing with private funding.

The primary competitive barrier most companies face in attempting to impact the nation's infrastructure crisis is that they approach the overall problem in disparate segments. For example, one provider proposes building railroad cars, while another proposes laying tracks. A third is interested in depots, while a fourth focuses on accommodations. None bring a comprehensive plan for full-funding to the mix. On the other hand, the Company takes an intermodal approach to providing seamless service with a scale of economy. The high-speed rail plan will utilize existing rail rights-of-way to connect several metropolitan areas and states serving expanding populations.

The Company also foresees pursuing joint ventures with other industries related to the transportation industry. For example, it is currently finalizing an arrangement with a major manufacturer of certain materials used in the construction of highways and other transportation systems. The discussions contemplate a two-fold transaction by which the Company would initially buy the manufacturing plant and then subsequently purchase the remaining non-cash assets of the company.

### **Competition**

The Company may or may not face significant competition from other companies that may be developing high speed rail passenger and high speed freight transportation systems. As this industry is not well developed in the United States to date, such competition that may exist is primarily in the development and planning stages. The Company will, however, face competition in the allocation of monetary resources from governmental agencies, at the local, regional, state and federal levels. The Company believes that government agencies will strongly endorse its proposed plan for high-speed regional rail systems, but believes that, given the economic environment, there may be few or no funds available for such development.

Nevertheless, traditionally significant competition generally exists in the industry, from government agencies and entities. Due to the federal budgetary constraints, henceforth any completion would be from private or public entities. On the heels of the Department of Transportation 's recent request for high-speed rail proposals, its Federal Railroad Administration received 132 applications from 32 states totaling \$8.8 billion. That was more than three times the \$2.4 billion available. During the first round of awards in the fall of 2009, applicants submitted more than \$55 billion in project proposals. That was nearly six times the initial \$8 billion available from the American Recovery and Reinvestment Act. Unfortunately due to federal budgetary setbacks, as of 2015, very little of this has come to fruition.

### **Trading Market**

The Company received its Notice of Effectiveness from the SEC on November 27, 2013 and has applied for the Form 2-11.

### **Employees**

In addition to the Chief Executive Officer, the Company has a few paid employees and approximately twenty six other persons who are working on behalf of the Company to assist in the development of its initial high-speed rail project. None of these people currently receive salaries or other compensation. Certain employee 's salaries are being accrued. The Company has also issued stock to employees for their consulting and professional services. At the time the Company launches its planned IPO, the Company will pay these employees.

### **Subsidiaries**

The Company has one subsidiary, Global Transportation & Infrastructure Inc. ( " GTI " ) incorporated in the state of Delaware. GTI is a wholly owned subsidiary of the Company. The Company owns 25% of each of the companies listed in the section " Related Companies " .

### **Reports to Security Holders**

The Company is a reporting company pursuant to the Securities Exchange Act of 1934 and files with the Securities and Exchange Commission quarterly, annual, periodic and other reports. The Company intends to deliver a copy of its annual report to its security holders, and will voluntarily send a copy of the annual report, including audited financial statements, to any registered shareholder who requests. The Company 's documents filed with the Securities and Exchange Commission may be inspected at the Commission 's principal office in Washington, D.C. Copies of all or any part of the registration statement may be obtained from the Public Reference Section of the Securities and Exchange Commission, 100 F Street N.E., Washington, D.C. 20549. Call the Commission at 1-800-SEC-0330 for further information on the operation of the public reference rooms. The Securities and Exchange Commission also maintains a web site at <http://www.sec.gov> that contains reports, proxy statements and information regarding registrants that file electronically with the Commission. All of the Company 's filings may be located under the CIK number 0001534155.



**ITEM 2. PROPERTIES**

The Company's offices are located on the Second Floor at 2575 Eastern Blvd. Suite 211, York, Pennsylvania 17402. Its telephone number is (717) 701-7726. The Company has moved into these offices commencing the first of February 2014. The lease at its prior location was canceled without penalty.

**ITEM 3. LEGAL PROCEEDINGS****Legal Proceedings**

Shah Mathias, Former CEO of the Company, is appealing a 2005 charge of serving liquor to a minor. Mr. Mathias has asserted that he was out of town on the alleged date and the victim has admitted that she was attempting to reap some financial gain. The superior court has ruled in Mr. Mathias favor and the case was closed. Mr. Mathias is intending to proceed for damages.

There are currently no other pending, threatened or actual legal proceedings in which the Company or any other directors are a party.

**ITEM 4. MINE SAFETY DISCLOSURES**

Not applicable.

**PART II****ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES**

On November 25, 2013, the Company filed with the Securities and Exchange Commission a registration statement on Form S-1/A for the offer and sale of 1,589,284 shares of common stock offered by the owners thereof offered at \$3.75 per share. There is no current market for the securities and the price at which the Shares are being offered has been arbitrarily determined by the Company and used for the purpose of computing the amount of the registration fee in accordance with Rule 457(a). There is no public market for the Company's common stock. No assurances can be given that a public market will develop or that, if a market does develop, it will be sustained.

Company amended its Certificate of Incorporation to change its existing stock capitalization. Company authorized the total number of shares of stock which the corporation shall have the authority to issue is 12,207,000,000 (Twelve billion Two hundred and Seven million) shares, consisting of 12,007,000,000 (Twelve billion Seven million) shares of Common Stock having a par value of \$.000001 and 200,000,000 (Two hundred million) shares of Preferred Stock having a par value of \$.000001 per share.

The Company amended its Certificate of Incorporation to change its existing authorized preferred and common shares from the current shares to the following:

Preferred Shares: 200,000,000 (Two hundred Million) par value .000001.

Class "A" 7,000,000 (Seven Million Class "A" common shares) these shares have 1000 : 1 voting right compared to all other Class of shares and have equal dividend rights as all other Class of shares, par value \$.000001.

Class "B" 4,000,000,000 (Four Billion Class "B" common shares) with voting and dividend rights, par value \$.000001.

Class "C" a/k/a Equity Participation Dividend Shares 4,000,000,000 (Four Billion Class "C" common shares) with no voting rights but with dividend rights, par value \$.000001.

Class "D" a/k/a Equity Participation Shares 4,000,000,000 (Four Billion Class "D" common shares) with no voting rights and no dividend rights, par value \$.000001.

As of July 31, 2015 there were 1,100,276,626 shares of common stock issued and outstanding and 1,800,000 shares of preferred stock.

### **Recent Sales of Unregistered Securities**

The Company has issued the following securities in the last three (3) years. All such securities were issued pursuant to an exemption from registration under Section 4(2) of the Securities Act of 1933, as amended, as a transaction by an issuer not involving any public offering, as noted below.

During the year ended July 31, 2013 the Company a) issued 504,000 post-split shares of Class B common stock valued at \$13 to unrelated third parties as a "signing bonus" for services and issued 45,168,960 post-split shares of Class B common stock valued at \$1,129 to a related party as a deposit on a future development. At July 31, 2013 the value of the services and deposit was determined to be zero and an impairment loss of \$1,129 was recorded.

During the year ended July 31, 2014 the Company issued 444,000 restricted post-split shares of Class B common stock valued at \$0.00025 per share for services and recorded \$111 as stock based compensation.

In addition, the Company recorded \$23,168 as stock based compensation during the year July 31, 2014 for shares previously issued and previously recorded as prepaid stock compensation.

During the year July 31, 2014, the Company rescinded 48,194,960 post-split shares of Class B common stock of which 45,674,960 shares had previously been issued for a deposit and 2,520,000 shares had been issued for services as those parties did not fully perform on their original contracts.

On November 3, 2014, the Company effected a 4:1 forward stock split of its issued and outstanding shares of common stock. As a condition of the split, all shareholders who wanted to participate were required to send \$100 to the Transfer Agent to pay for the expense related to reissuance of shares due to split. The cutoff date for the return of the notification and payment to the transfer agent was December 31, 2014. If the shareholder did not return the confirmation and payment, they would not be eligible to receive the additional shares.

As of the date of this filing 99.14% of the shareholders participated and therefore the statements are retroactively adjusted to reflect a 3.99:1 forward split. Due to 3.99:1 forward split the shares increased to 934,877,724, the shares issuable to effect a 4:1 split is 6,051,000. As a result, all share amounts have been retroactively adjusted for all periods presented for a 3.99:1 forward split.

On December 30, 2014, the Company issued 62,000,000 post-split shares of Class B common stock as a "signing bonus" pursuant to three employment agreements entered during the quarter ended January 31, 2015. The Company recorded \$15,500 of stock compensation for these issuances.

On December 30, 2014, the Company issued 48,000,000 post-split shares of Class B common stock to Mr. Shah Mathias (Company Founder) pursuant to the employment agreement dated October 2, 2014. The Company recorded \$12,000 of stock compensation for these issuances.

On December 30, 2014, the Company issued 40,789,942 post-split shares of Class B common stock to employees as additional compensation. The fair value of these shares is \$10,198 and is recorded as stock based compensation.

On February 11, 2015, the Company issued 1,021,000 pre-split shares of Class B common stock to a director of the Company for services provided around March 27, 2014 and pursuant to the directorship agreement. The Company recorded \$1,021 as stock compensation for this issuance. The Company also issued an additional 188,000 shares of Class B common stock on February 11, 2015 and 2,875,000 shares of Class B common stock on July 24, 2015 to account for the 4:1 stock split as the directorship agreement was entered prior to the effective date of the stock split.

On July 24, 2015, the Company issued 286,000 post-split shares of Class B common stock for services rendered to the Company in 2010. The fair value of these shares is \$71 and is recorded as stock based compensation.

On July 24, 2015, the Company issued 60,000 post-split shares of Class B common stock to a shareholder who purchased shares from a third party. The 60,000 post-split shares were not previously accounted for by the Company.



On July 24, 2015, the Company issued 9,000,000 post-split shares of Class B common stock to three directors of the Company pursuant to the Directorship agreements. The fair value of these shares is \$2,250 and is recorded as stock based compensation.

On July 24, 2015, the Company issued 1,708,960 post-split shares of Class B common stock as termination fee for an agreement in which the Company did not fully perform. The fair value of these shares is \$427 and is recorded as termination fee.

On July 24, 2015, the Company rescinded 530,000 post-split shares of Class B common stock that had been issued for services as those parties did not fully perform on their original contracts.

During the year ended July 31, 2015, the Company reinstated 2,000 post-split shares of Class B common stock that were rescinded in error in the year ended July 31, 2014.

Subsequent to the year ended July 31, 2015, the Company issued 3,000,000 post-split shares of Class B common stock to three directors of the Company pursuant to directorship agreements entered subsequent to the year end.

In connection with the stock split effected November 3, 2014, the Company issued an additional 3,375,000 shares of Class B common stock subsequent to the year ended July 31, 2015.

Subsequent to the year ended July 31, 2015, the Company rescinded 60,000,000 shares of Class B common stock that had previously been issued to the former CFO for services as the former CFO did not fully perform on the original contract.

Subsequent to the year ended July 31, 2015, the Company reclassified 4,800,000 shares of Class A common stock to Class C common stock and reclassified 48,000,000 shares of Class B common stock to Class D common stock.

Subsequent to the year ended July 31, 2015, the Company issued 20,000 post-split shares of Class B common stock as termination fee for an agreement in which the Company did not fully perform.

Subsequent to the year ended July 31, 2015, the Company reinstated 20,000 shares of Class B common stock that were rescinded in error in the year ended July 31, 2015.

As of July 31, 2015, the period covered by this Report, the Company had 1,100,276,626 shares of common stock outstanding.

## **ITEM 6. SELECTED FINANCIAL DATA**

There is no selected financial data required to be filed for a smaller reporting company.

## **ITEM 7. MANAGEMENT ' S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

The Company was incorporated in the State of Delaware and merged with Ameri Metro 2010 on June 12, 2012. References to the financial condition and performance of the Company below in this section " Management ' s Discussions and Analysis of Financial Condition and Results of Operation " are to financial statements of the Company.

### **Discussion of Period Ended July 31, 2015**

For the year ended July 31, 2015, the Company had total operating expenses of \$5,228,813 and a total net loss as of July 31, 2015 of \$5,409,714.

### **Related Party Note**

At July 31, 2015, the Company is indebted to a director of the Company for \$250 (2014 - \$nil) for expenditures incurred on behalf of the Company. The amount is unsecured, non-interest bearing and due on demand.

As of July 31, 2015, \$528,552 is due to the majority shareholder (2014 - \$484,442), of which \$516,723 is unsecured, non-interest bearing, and due on demand and \$11,829 is past due with an interest rate of 3%. At July 31, 2015, accrued interest on this loan is \$506 (2014 - \$150). No repayments have been made to date.

During the year ended July 31, 2014, the Company issued 6,400,000 post-split Class A shares of common stock for the conversion of \$160 note payable due to majority shareholder. The fair value of the common shares issued was \$1,660 and as such \$1,440 was recorded as a loss on conversion of debt to common stock.

### **Other Related Party Agreements**

Shah Mathias, Founder of the Company, has established a series of corporations with which to effect the transactions and development of the projects envisioned by the Company including the Port Trajan Facility, high speed rail projects and the Alabama Toll Road. The Company has envisioned long-range ideas and plans to develop currently undeveloped areas through which the planned Alabama toll road will traverse. These plans include the development of an airport, sea shipping port and a high speed rail line.

Although these companies are not subsidiaries of the Company, they are related companies as they are all under common control of Mr. Mathias. Mr. Mathias has established these companies to basically serve as subcontractors for the operations of the planned transportation systems.

None of these companies has any operations or any revenues. Mr. Mathias (as president of each of these companies) has executed contracts between several of these companies and the Company. In each of these companies, Shah Mathias is the president and chief executive officer. No other officers or directors exist in any of these related companies. The Company owns 25% of each of the companies with the remaining ownership held directly or indirectly by Mr. Mathias.

- 1) HSR Freight line, Inc. Designed to handle all services for use of track time and trains for freight and freight forwarding services.
- 2) HSR Passenger Services, Inc. Designed to handle rail ticketing booking, reservations, and food services.
- 3) HSR Technologies, Inc. Designed to handle all building of suites and manufacturing of trains and rail tracks and provide fiber optics, telecommunications, and related technologies services.
- 4) HSR Logistics, Inc. Designed to handle all purchasing functions.
- 5) KSJM International Airport, Inc. Designed to eventually create an airport facility in inland Alabama
- 6) Port Of Ostia, Inc. Designed to handle all air cargo if and when an airport facility is created.
- 7) Port of De Claudius, Inc. Designed to handle sea container and port operations.
- 8) AMERI Cement, Inc. Designed to handle cement needs for building Alabama toll road.
- 9) Lord Chauffeurs LTD: Designed to operate all passenger ground transportation.
- 10) Atlantic Energy & Utility Products, Inc. Designed to provide utility and maintenance service to above entities.
- 11) Penn Insurance Services LLC. Designed to provide insurance service to above entities.
- 12) Cape Horn Abstracting, Co. Designed to land title examination services.
- 13) Eastern Development & Design, Inc. Designed to provide all civil engineering and architectural service.
- 14) Slater & West, Inc. Designed to handle contract administration services and work force H R matters.
- 15) Malibu Homes, Inc. Designed to establish residential home building services.
- 16) Platinum Media, Inc. Designed to provide all media related services.

The Company has entered into Letter of Intent with several of the above related companies for its future projects. On January 13, 2013 the Company entered into a Letter of Intent, which was later turned into an agreement, with a related party. The purpose being that the Company is contracting services for the build out of the Port Trajan 5 Terminals.

### **Going Concern**

The Company has negative working capital and has not yet received revenues from sales of products or services. The ability of the Company to continue as a going concern is dependent on the Company generating cash from the sale of its common stock and/or obtaining debt financing and attaining future profitable operations.

Management ' s plans include selling its equity securities and obtaining debt financing to fund its capital requirement and on-going operations; however, there can be no assurance the Company will be successful in these efforts. These factors create substantial doubt about the Company ' s ability to continue as a going concern. The financial statements do not include any adjustment that might be necessary if the Company is unable to continue as a going concern.

### **Critical Accounting Policies**

The financial statements of the Company have been prepared in accordance with accounting principles generally accepted in the United States. The preparation of these financial statements requires making estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses, and related disclosure of contingent assets and liabilities. The estimates are based on historical experience and on various other assumptions that are believed to be reasonable under the circumstances, the results of which form the basis of making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions.

The Company believes that the following critical accounting policies, among others, affect its more significant judgments and estimates used in the preparation of its financial statements:

**Use of Estimates**

The preparation of financial statements in conformity with U.S. generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

**Revenue recognition**

The Company has yet to realize significant revenues from operations and is still in the development stage. The Company recognizes revenues when delivery of goods or completion of services has occurred provided there is persuasive evidence of an agreement, acceptance has been approved by its customers, the fee is fixed or determinable based on the completion of stated terms and conditions, and collection of any related receivable is collection is reasonably assured.

**Share-based payments**

The Company may issue shares of common stock to employees and non-employees for services. Stock-based compensation is measured at the grant date, based on the fair value of the award, and is recognized as expense over the requisite service period.

The Company will estimate the fair value of stock options and warrants using the Black-Scholes option-pricing model, which was developed for use in estimating the fair value of options that have no vesting restrictions and are fully transferable. This model requires the input of subjective assumptions, including the expected price volatility of the underlying stock and the expected life of stock options. Projected data related to the expected volatility of stock options is based on the average volatility of the trading prices of comparable companies and the expected life of stock options is based upon the average term and vesting schedules of the options. Changes in these subjective assumptions can materially affect the fair value of the estimate, and therefore the existing valuation models do not provide a precise measure of the fair value of our stock options and warrants.

The Company will estimate the fair value of shares of common stock issued for services based on the price of shares of the Company ' s common stock sold in contemporaneous private placements of offerings on the date shares are granted.

**Recent Accounting Pronouncements**

The Company has implemented all new accounting pronouncements that are in effect and that may impact its financial statements and does not believe that there are any other new accounting pronouncements that have been issued that might have a material impact on its financial position or results of operations.

**Discussion for the Fiscal Years Ended July 31, 2015 and 2014**

Total assets of the Company were \$2,101 as at July 31, 2015 as compared to total assets of \$4,611 as at July 31, 2014. Total current assets at July 31, 2015 was \$nil as compared to current assets of \$2,191 as at July 31, 2014.

Total operating expenses increased to \$5,228,813 for the fiscal year ended July 31, 2015 from \$2,792,479 for the fiscal year ended July 31, 2014. The increase was due to additional accrual of directors' fees and officer payroll during the year ended July 31, 2015. Loss from operations was \$5,228,813 for the fiscal year ended July 31, 2015 compared to \$2,792,479 for the fiscal year ended July 31, 2014.

*Liquidity* : The Company has no continuous methods of generating cash other than the sale of its stock.

*Capital Resources* : The Company did not incur any capital expenditures other than the purchase of office supplies and computer equipment.

*Results of Operations* : The Company completed no sales and received no revenues since inception other than from the sale of its securities. The Company does not anticipate that it will generate revenue sufficient to cover its operating expenses until the development of its business plan. As at July 31, 2015, the Company has a working capital deficiency of \$8,510,533 and has accumulated losses of \$14,058,501 since inception. The ability of the Company to continue as a going concern is dependent on the Company generating cash from the sale of its common stock and/or obtaining debt financing and attaining future profitable operations. Management's plans include selling its equity securities and obtaining debt financing to fund its capital requirement and on-going operations; however, there can be no assurance the Company will be successful in these efforts. These factors create substantial doubt about the Company's ability to continue as a going concern.

**ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA**

**AMERI METRO, INC.**

**CONSOLIDATED FINANCIAL STATEMENTS**

**JULY 31, 2015**

<b>Report of Independent Registered Public Accounting Firm</b>	<b>F-1</b>
<b>Report of Independent Registered Public Accounting Firm</b>	<b>F-2</b>
<b>Consolidated Balance Sheets as of July 31, 2015 and 2014</b>	<b>F-3</b>
<b>Consolidated Statements of Operations for the years ended July 31, 2015 and 2014</b>	<b>F-4</b>
<b>Consolidated Statement of Stockholders' Equity (Deficit) for the years ended July 31, 2015 and 2014</b>	<b>F-5</b>
<b>Consolidated Statements of Cash Flows for the years ended July 31, 2015 and 2014</b>	<b>F-6</b>
<b>Notes to the Consolidated Financial Statements</b>	<b>F-7 – F-15</b>

**REPORT OF REGISTERED INDEPENDENT AUDITORS**

To the Board of Directors and Stockholders  
of Ameri Metro Inc.:

We have audited the accompanying consolidated balance sheet of Ameri Metro Inc. as of July 31, 2015 and the related consolidated statements of operations, stockholders' equity, and cash flows for the year then ended. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with standards of the Public Company Accounting Oversight Board (United States of America). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audit included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Ameri Metro Inc. as of July 31, 2015 and the results of its operations and its cash flows for the year then ended in conformity with accounting principles generally accepted in the United States of America.

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. As discussed in Note 2 to the financial statements, the Company has not established any source of revenue to cover its operating costs. As such, it has incurred an operating loss since inception. Further, as of July 31, 2015, the cash resources of the Company were insufficient to meet its planned business objectives. These and other factors raise substantial doubt about the Company's ability to continue as a going concern. Management's plan regarding these matters is also described in Note 2 to the financial statements. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

Respectfully submitted,

*Weinberg & Baer LLC*

Weinberg & Baer LLC  
Baltimore, Maryland  
November 3, 2015

To the Board of Directors and Shareholders ' of:  
Ameri Metro Inc.  
York, Pennsylvania

We have audited the accompanying consolidated balance sheet of Ameri Metro Inc. and its subsidiaries ( collectively the Company) as of July 31, 2014 and the related consolidated statement of operations, changes in stockholders ' deficit, and cash flows for the year then ended. The Company ' s management is responsible for these financial statements. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. The company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audit included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the company ' s internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of the Ameri Metro and its subsidiaries as of July 31, 2014 and the results of their operations and their cash flows for the year then ended, in conformity with accounting principles generally accepted in the United States of America.

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. As discussed in Note 2 to the financial statements, the Company suffered a net loss and has a net capital deficiency, which raises substantial doubt about its ability to continue as a going concern. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

/s/ MALONEBAILEY, LLP  
www.malone-bailey.com  
Houston, Texas  
November 11, 2014

AMERI METRO, INC.  
CONSOLIDATED BALANCE SHEETS

	July 31, 2015	July 31, 2014
<b>ASSETS</b>		
Current assets		
Cash and cash equivalents	\$ —	\$ 2,191
Total current assets	—	2,191
Office equipment, net	601	920
Deposits	1,500	1,500
Total Assets	\$ 2,101	\$ 4,611
<b>LIABILITIES AND STOCKHOLDERS ' DEFICIT</b>		
Liabilities		
Current liabilities		
Bank indebtedness	\$ 528	\$ —
Accounts payable	272,972	101,494
Accrued expenses	7,704,828	2,554,877
Due to related party	250	—
Loans payable – related party	528,552	484,422
Loans payable	3,403	4,003
Total Liabilities	8,510,533	3,144,796
Stockholders ' Deficit		
Preferred stock, par value of \$0.000001, 200,000,000 shares authorized, 1,800,000 shares issued and outstanding as of July 31, 2015 (1,800,000 – July 31, 2014)	2	2*
Common stock class A, par value \$0.000001, 7,000,000 shares authorized, 6,400,000 shares issued and outstanding as of July 31, 2015 (6,400,000 – July 31, 2014)	6	6*
Common stock class B, par value \$0.000001, 4,000,000,000 shares authorized, 1,093,876,626 shares issued and outstanding as of July 31, 2015 (934,526,724 – July 31, 2014)	1,094	935*
Common stock class C, par value \$0.000001, 4,000,000,000 shares authorized, nil shares outstanding	—	—
Common stock class D, par value \$0.000001, 4,000,000,000 shares authorized, nil shares outstanding	—	—
Additional paid in capital	5,595,967	5,554,659*
Stock subscriptions receivable	(47,000)	(47,000)
Accumulated deficit	(14,058,501)	(8,648,787)
Total Stockholders ' Deficit	(8,508,432)	(3,140,185)
Total Liabilities and Stockholders ' Deficit	\$ 2,101	\$ 4,611

\*Restated for 4 for 1 forward stock split and change in par value from \$0.0001 to \$0.000001

*The accompanying notes are an integral part of these financial statements.*

AMERI METRO, INC.  
CONSOLIDATED STATEMENTS OF OPERATIONS

	Year Ended <u>July 31, 2015</u>	Year Ended <u>July 31, 2014</u>
OPERATING EXPENSES		
Director ' s fees	1,339,868	1,020,863
General & administrative	498,637	696,763
Officer Payroll	<u>3,390,308</u>	<u>1,074,853</u>
TOTAL OPERATING EXPENSES	5,228,813	2,792,479
LOSS FROM OPERATIONS	<u>(5,228,813)</u>	<u>(2,792,479)</u>
OTHER INCOME (EXPENSE)		
Franchise tax	(180,000)	(180,000)
Loss on conversion	-	(1,440)
Interest expense	(474)	(241)
Termination fee	<u>(427)</u>	<u>-</u>
TOTAL OTHER INCOME (EXPENSE)	(180,901)	(181,681)
NET LOSS	<u>\$ (5,409,714)</u>	<u>\$ (2,974,160)</u>
Net loss per Common share (Basic and Diluted)	<u>\$ (0.01)</u>	<u>\$ (0.01)</u>
Weighted average number of Common shares outstanding (Basic and Diluted)	<u>1,016,009,671</u>	<u>235,853,007</u>

*The accompanying notes are an integral part of these financial statements.*

AMERI METRO, INC.

CONSOLIDATED STATEMENT OF STOCKHOLDERS' EQUITY (DEFICIT)  
FOR THE YEARS ENDED JULY 31, 2015 AND JULY 31, 2014

	Common Stock Class A		Common Stock Class B		Preferred Stock		Additional Paid in Capital	Stock Subscription Receivable	Accumulated Deficit	Total
	Shares	Amount	Shares	Amount	Shares	Amount				
<b>Balance, July 31, 2013</b>	-	\$ -	982,277,684	\$ 983	1,800,000	\$ 2	\$ 5,552,906	\$ (47,000)	\$ (5,674,627)	\$ (167,736)
Shares rescinded for deposit/services	-	-	(48,194,960)	(48)	-	-	48	-	-	-
Shares issued for compensation	-	-	444,000	-	-	-	111	-	-	111
Shares issued to pay debt	6,400,000	6	-	-	-	-	1,594	-	-	1,600
Net loss	-	-	-	-	-	-	-	-	(2,974,160)	(2,974,160)
<b>Balance, July 31, 2014 *</b>	<b>6,400,000</b>	<b>6</b>	<b>934,526,724</b>	<b>935</b>	<b>1,800,000</b>	<b>2</b>	<b>5,554,659</b>	<b>(47,000)</b>	<b>(8,648,787)</b>	<b>(3,140,185)</b>
Shares unissued per partial stock split	-	-	(6,051,000)	(6)	-	-	6	-	-	-
Shares issued for compensation	-	-	164,219,942	164	-	-	40,876	-	-	41,040
Shares issued for termination fee	-	-	1,708,960	2	-	-	425	-	-	427
Shares reinstated as shares were cancelled in error in 2014	-	-	2,000	-	-	-	-	-	-	-
Shares rescinded for services	-	-	(530,000)	(1)	-	-	1	-	-	-
Net loss	-	-	-	-	-	-	-	-	(5,409,714)	(5,409,714)
<b>Balance, July 31, 2015</b>	<b>6,400,000</b>	<b>\$ 6</b>	<b>1,093,876,626</b>	<b>\$ 1,094</b>	<b>1,800,000</b>	<b>\$ 2</b>	<b>\$ 5,595,967</b>	<b>\$ (47,000)</b>	<b>\$ (14,058,501)</b>	<b>\$ (8,508,432)</b>

\*Restated for 4 for 1 forward stock split and change in par value from \$0.0001 to \$0.000001

*The accompanying notes are an integral part of these financial statements.*

**AMERI METRO, INC.**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**

	Year Ended July 31, 2015	Year Ended July 31, 2014
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>		
Net loss	\$ (5,409,714)	\$ (2,974,160)
Adjustments to reconcile net loss to net cash used in operating activities:		
Issuance of stock for services	41,040	23,279
Issuance of stock for termination fee	427	-
Loss on conversion of debt into common stock	-	1,440
Depreciation expense	319	264
Changes in operating assets and liabilities:		
Prepaid expense	-	3,800
Deposits	-	14,000
Accounts receivable - other	-	4,490
Accounts payable	171,478	4,573
Accrued expenses	5,149,951	2,657,047
	(46,499)	(265,267)
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>		
Purchase of fixed assets	-	(562)
Cash flows used in investing activities	-	(562)
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>		
Bank indebtedness	528	-
Proceeds from loan	-	6,000
Payment of loan payable	(600)	(1,997)
Proceeds from related party loan	44,130	264,005
Due to related party	250	-
Cash flows provided by financing activities	44,308	268,008
<b>NET (DECREASE) INCREASE IN CASH AND CASH EQUIVALENTS</b>		
	(2,191)	2,179
CASH AND CASH EQUIVALENTS, BEGINNING OF PERIOD	2,191	12
	\$	
CASH AND CASH EQUIVALENTS, END OF PERIOD	-	\$ 2,191
<b>SUPPLEMENTAL CASH FLOW INFORMATION:</b>		
	\$	
Interest paid	-	\$ 3
	\$	
Franchise taxes paid	-	\$ 180,000
<b>SUPPLEMENTAL NON-CASH INVESTING AND FINANCING ACTIVITIES:</b>		
	\$	\$ 1,205
Cancellation of common stock	-	
	\$	\$ 160
Debt converted into common stock- related party	-	
	\$	\$ 102,170
Accrued officer salary converted to loan payable- related party	-	
	\$	6 \$
Issuable common stock – Class B	-	

*The accompanying notes are an integral part of these financial statements.*

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

JULY 31, 2015

**NOTE 1 – NATURE OF OPERATIONS**

Ameri Metro, Inc. ( “ Ameri Metro ” and the “ Company ” ) was formed to engage primarily in high-speed rail for passenger and freight transportation and related transportation projects. The Company initially intends to develop a Midwest high-speed rail system for passengers and freight. Currently the Company is engaged in raising capital and entering into relationships in furtherance of its planned activities.

The Company ’ s activities are subject to significant risks and uncertainties including failure to secure additional funding to properly execute the company ’ s business plan.

**NOTE 2 – GOING CONCERN**

These consolidated financial statements have been prepared on a going concern basis, which implies the Company will continue to realize its assets and discharge its liabilities in the normal course of business. The Company has not generated any revenues since inception and is unlikely to generate earnings in the immediate or foreseeable future. As at July 31, 2015, the Company has a working capital deficiency of \$8,510,533 and has accumulated losses of \$14,058,501 since inception. The ability of Ameri Metro to continue as a going concern is dependent on the Company generating cash from the sale of its common stock and/or obtaining debt financing and attaining future profitable operations.

Management ’ s plans include selling its equity securities and obtaining debt financing to fund its capital requirement and on-going operations; however, there can be no assurance the Company will be successful in these efforts. These factors create substantial doubt about the Company ’ s ability to continue as a going concern. The financial statements do not include any adjustment that might be necessary if the Company is unable to continue as a going concern.

**NOTE 3 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

Principles of Consolidation

The consolidated financial statements present the financial position, results of operations and cash flows for Ameri Metro, Inc. ( “ AMI ” ) and its wholly-owned subsidiary, Global Transportation & Infrastructure, Inc. ( “ GTI ” ).

Intercompany transactions and balances have been eliminated in consolidation.

The financial position, results of operations and cash flows as of, and for the period reported include only the results of operations for AMI as GTI was not formed until December 1, 2010, and was inactive for the period from December 1, 2010 to July 31, 2015.

Accounting Basis

The Company uses the accrual basis of accounting and accounting principles generally accepted in the United States of America ( “ GAAP ” accounting). The Company has adopted a July 31 fiscal year end.

Basis of Presentation

The financial statements of the Company have been prepared in accordance with generally accepted accounting principles in the United States of America and are presented in US dollars.

### Financial Instruments

According to FASB ASC 820, Fair Value Measurements and Disclosures, fair value is defined as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date.

Guidance under ACS 820 establishes a three-tier fair value hierarchy, which prioritizes the inputs used in measuring fair value as follows:

Level 1:

Observable inputs such as quoted prices in active markets;

Level 2:

Inputs, other than the quoted prices in active markets, that are observable either directly or indirectly; and

Level 3:

Unobservable inputs in which there is little or no market data, which require the reporting entity to develop its own assumptions.

The Company's financial instruments consist of cash and cash equivalents, prepaid employment fees, accounts payable, loans payable, and loans payable to related parties. The carrying amounts of these financial instruments approximate fair value due either to length of maturity or interest rates that approximate prevailing rates unless otherwise disclosed in these financial statements.

### Cash and Cash Equivalents

For purposes of the statement of cash flows, the Company considers all short-term debt securities purchased with a maturity of three months or less to be cash equivalents.

### Property and Equipment

The capital assets are being depreciated over their estimated useful lives using the straight-line method of depreciation for book purposes.

### Concentrations of Credit Risk

The Company maintains its cash in bank deposit accounts, the balances of which at times may exceed federally insured limits. The Company continually monitors its banking relationships and consequently has not experienced any losses in such accounts. The Company believes it is not exposed to any significant credit risk on cash and cash equivalents.

### Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles of the United States requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the year. Management bases its estimates on historical experience and on other assumptions considered to be reasonable under the circumstances. However, actual results may differ from the estimates.

### Reclassifications

Certain amounts in the prior-year financial statements have been reclassified for comparative purposes to conform with the presentation in the current period statements.

### Revenue Recognition

The Company has yet to realize significant revenues from operations and is still in the development stage. The Company recognizes revenues when delivery of goods or completion of services has occurred provided there is persuasive evidence of an agreement, acceptance has been approved by its customers, the fee is fixed or determinable based on the completion of stated terms and conditions, and collection of any related receivable is collection is reasonably assured.

### Income Taxes

Income taxes are computed using the asset and liability method. Under the asset and liability method, deferred income tax assets and liabilities are determined based on the differences between the financial reporting and tax bases of assets and liabilities and are measured using the currently enacted tax rates and laws. A valuation allowance is provided for the amount of deferred tax assets that, based on available evidence, are not expected to be realized. It is the Company's policy to classify interest and penalties on income taxes as interest expense or penalties expense. As of July 31, 2015, there have been no interest or penalties incurred on income taxes.

### Basic Income (Loss) Per Share

Basic income (loss) per share is calculated by dividing the Company's net loss applicable to common shareholders by the weighted average number of common shares during the period. Diluted earnings per share is calculated by dividing the Company's net income available to common shareholders by the diluted weighted average number of shares outstanding during the year. The diluted weighted average number of shares outstanding is the basic weighted number of shares adjusted for any potentially dilutive debt or equity. There are no such common stock equivalents outstanding as of July 31, 2015. The Company has more than one class of common stock outstanding. However, the dividend rate of each outstanding class of common stock is equal. Therefore, the net loss per common shares is the same for each class of common stock.

### Stock-Based Compensation

The Company accounts for employee stock-based compensation in accordance with the guidance of FASB ASC Topic 718, *Compensation – Stock Compensation* which requires all share-based payments to employees, including grants of employee stock options, to be recognized in the financial statements based on their fair values. The fair value of the equity instrument is charged directly to compensation expense and credited to additional paid-in capital over the period during which services are rendered.

The Company follows ASC Topic 505-50, formerly EITF 96-18, *Accounting for Equity Instruments that are Issued to Other than Employees for Acquiring, or in Conjunction with Selling Goods and Services*, for stock options and warrants issued to consultants and other non-employees. In accordance with ASC Topic 505-50, these stock options and warrants issued as compensation for services provided to the Company are accounted for based upon the fair value of the services provided or the estimated fair market value of the option or warrant, whichever can be more clearly determined. The fair value of the equity instrument is charged directly to compensation expense and additional paid-in capital over the period during which services are rendered.

### Recent Accounting Pronouncements

The Company has implemented all new accounting pronouncements that are in effect and that may impact its financial statements and does not believe that there are any other new accounting pronouncements that have been issued that might have a material impact on its financial position or results of operations.

#### NOTE 4 - PROPERTY AND EQUIPMENT

Property and equipment consist of the following as of July 31, 2015 and 2014:

	<u>July 31, 2015</u>	<u>July 31, 2014</u>
Office equipment	\$ 1,597	\$ 1,597
Less: accumulated depreciation	<u>(996)</u>	<u>(677)</u>
Property and equipment, net	<u>\$ 601</u>	<u>\$ 920</u>

Depreciation expense totaled \$319 and \$264 for the periods ended July 31, 2015 and 2014, respectively.

#### NOTE 5 – DUE TO RELATED PARTY

At July 31, 2015, the Company is indebted to a director of the Company for \$250 (2014 - \$nil) for expenditures incurred on behalf of the Company. The amount is unsecured, non-interest bearing and due on demand.

#### NOTE 6 – LOANS PAYABLE – RELATED PARTY

As of July 31, 2015 \$528,552 is due to the majority shareholder (2014 – \$484,442), of which \$516,723 is unsecured, non-interest bearing, and due on demand and \$11,829 is past due with an interest rate of 3%. At July 31, 2015, accrued interest on this loan is \$506 (2014 - \$150). No repayments have been made to date.

During the year ended July 31, 2014, the Company issued 6,400,000 post-split Class A shares of common stock for the conversion of \$160 note payable due to majority shareholder. The fair value of the common shares issued was \$1,660 and as such \$1,440 was recorded as a loss on conversion of debt to common stock.

#### NOTE 7 – LOAN PAYABLE

On January 30, 2014, the Company entered into a short-term loan with a non-related party. The Company was loaned \$6,000 from an investment company, the repayment terms are 3% interest with a maturity date of January 31, 2015.

The Company has repaid \$2,597 as of July 31, 2015. At July 31, 2015, accrued interest related to this loan is \$206 (2014 - \$88). As of July 31, 2015 this loan is past due.

#### NOTE 8 – CAPITAL STOCK

During the year ended July 31, 2014 the Company issued 444,000 restricted post-split shares of Class B common stock valued at \$0.00025 per share for services and recorded \$111 as stock based compensation.

In addition, the Company recorded \$23,168 as stock based compensation during the year July 31, 2014 for shares previously issued and previously recorded as prepaid stock compensation.

During the year July 31, 2014, the Company rescinded 48,194,960 post-split shares of Class B common stock of which 45,674,960 shares had previously been issued for a deposit and 2,520,000 shares had been issued for services as those parties did not fully perform on their original contracts.

On September 2, 2014, the Company amended the articles of incorporation to increase the authorized shares:

The total number of shares of stock which the corporation shall have the authority to issue is 12,207,000,000 (Twelve billion Two hundred and Seven million) shares, consisting of 12,007,000,000 (Twelve billion Seven million) shares of Common Stock having a par value of \$.000001 and 200,000,000 (Two hundred million) shares of Preferred Stock having a par value of \$.000001 per share.

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The Company amended its Certificate of Incorporation to change its existing authorized preferred and common shares from the current shares to the following:

Preferred Shares: 200,000,000 (Two hundred Million) par value \$0.000001. There are 1,800,000 shares of preferred stock outstanding at July 31, 2015.

Class “ A ” 7,000,000 (Seven Million Class “ A ” common shares) these shares have 1000 : 1 voting right compared to all other Class of shares and have equal dividend rights as all other Class of shares, par value \$0.000001. There are 6,400,000 post-split shares of Class A common stock outstanding at July 31, 2015.

Class “ B ” 4,000,000,000 (Four Billion Class “ B ” common shares) with voting and dividend rights, par value \$0.000001. There are 1,093,876,626 post-split shares of Class B common stock outstanding at July 31, 2015.

Class “ C ” a/k/a Equity Participation Dividend Shares “ EPDS ” 4,000,000,000 (Four Billion Class “ C ” common shares) with no voting rights but with dividend rights, par value \$0.000001. The Company may issue these shares as it deems necessary, for the purposes including but not limited to: purchasing goods and services for Ameri Metro, Inc ( “ AMI ” ); serving as an investment vehicle in acquisitions; for engaging in long term and short term joint ventures; for engaging in single purpose joint ventures; purchasing commodities, supplies, equipment and other tangible items for current and future projects; for engaging in like-kind exchanges as authorized by Internal Revenue Code Section 1031; for purchase of stocks and other securities; for purchase of real estate; for employee awards; and such other lawful purposes not in conflict with the said Board resolution, the Company Bylaws or applicable law and regulations. There is no share of Class C common stock outstanding at July 31, 2015.

Class “ D ” a/k/a Equity Participation Shares “ EPS ” 4,000,000,000 (Four Billion Class “ D ” common shares) with no voting rights and no dividend rights, par value \$0.000001. The Company may issue these shares as its currency as it

deems necessary, for the following purposes but not limited to: purchasing goods and services for Ameri Metro, Inc ( “ AMI ” ); serving as an investment vehicle in acquisitions; for engaging in long term and short term joint ventures; for engaging in single purpose joint ventures; purchasing commodities, supplies, equipment and other tangible items for current and future projects; for engaging in like-kind exchanges as authorized by Internal Revenue Code Section 1031; for purchase of stocks and other securities; for purchase of real estate; for employee awards; and such other lawful purposes not in conflict with the said Board resolution, the Company Bylaws or applicable law and regulations. There is no share of Class D common stock outstanding at July 31, 2015.

The Board of Directors is authorized to provide for the issuance of the shares of Preferred Stock in series and by filing a certificate pursuant to the applicable law of the State of Delaware, to establish from time to time the number of shares to be included in such series, and to fix the designation, powers, preferences and rights of the shares of each such series and the qualifications, limitations or restrictions thereof.

The authority of the Board of Directors with respect to each series of Preferred Stock shall include, but not be limited to, determination of the following:

- A. The number of shares constituting that series and the distinctive designation of that series;
- B. The dividend rate on the shares of that series, whether dividends shall be cumulative, and, if so, from what date or dates, and the relative rights of priority, if any, of payment of dividends on shares of that series;

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- C. Whether that series shall have voting rights, in addition to the voting rights provided by law, and, if so, the terms of such voting rights;
- D. Whether that series shall have conversion privileges, and, if so, the terms and conditions of such conversion, including provision for adjustment of the conversion rate in such events as the Board of Directors shall determine;
- E. Whether or not that series shall be redeemable, and, if so, the terms and conditions of such redemption, including the date or dates upon or after which they shall be redeemable, and the amount per share payable in case of redemption, which amount may vary under different conditions and at different redemption dates;

Whether that series shall have a sinking fund for the redemption or purchase of shares of shares of that series, and, if so, the terms and amount of such sinking fund;

G. The rights of the shares of that series in the event of voluntary or involuntary liquidation, dissolution or winding up of the Corporation, and the relative rights of priority, if any, of payment of the shares of that series; and

H. Any other relative rights, preferences and limitations of that series.

This amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware. All other provisions of the Certificate of Incorporation shall remain in full force and effect.

On November 3, 2014, the Company effected a 4:1 forward stock split of its issued and outstanding shares of common stock. As a condition of the split, all shareholders who wanted to participate were required to send \$100 to the Transfer Agent to pay for the expense related to reissuance of shares due to split. The cutoff date for the return of the notification and payment to the transfer agent was December 31, 2014. If the shareholder did not return the confirmation and payment, they would not be eligible to receive the additional shares.

As of the date of this filing 99.14% of the shareholders participated and therefore the statements are retroactively adjusted to reflect a 3.99:1 forward split. Due to 3.99:1 forward split the shares increased to 934,877,724, the shares issuable to effect a 4:1 split is 6,051,000. As a result, all share amounts have been retroactively adjusted for all periods presented for a 3.99:1 forward split.

On December 30, 2014, the Company issued 62,000,000 post-split shares of Class B common stock as a “ signing bonus ” pursuant to three employment agreements entered during the quarter ended January 31, 2015. The Company recorded \$15,500 of stock compensation for these issuances.

On December 30, 2014, the Company issued 48,000,000 post-split shares of Class B common stock to Mr. Shah Mathias (Company Founder) pursuant to the employment agreement dated October 2, 2014. The Company recorded \$12,000 of stock compensation for these issuances.

On December 30, 2014, the Company issued 40,789,942 post-split shares of Class B common stock to employees as additional compensation. The fair value of these shares is \$10,198 and is recorded as stock based compensation.

On February 11, 2015, the Company issued 1,021,000 pre-split shares of Class B common stock to a director of the Company for services provided around March 27, 2014 and pursuant to the directorship agreement. The Company recorded \$1,021 as stock compensation for this issuance. The Company also issued an additional 188,000 shares of Class B common stock on February 11, 2015 and 2,875,000 shares of Class B common stock on July 24, 2015 to account for the 4:1 stock split as the directorship agreement was entered prior to the effective date of the stock split.

On July 24, 2015, the Company issued 286,000 post-split shares of Class B common stock for services rendered to the Company in 2010. The fair value of these shares is \$71 and is recorded as stock based compensation.

On July 24, 2015, the Company issued 60,000 post-split shares of Class B common stock to a shareholder who purchased shares from a third party. The 60,000 post-split shares were not previously accounted for by the Company.

On July 24, 2015, the Company issued 9,000,000 post-split shares of Class B common stock to three directors of the Company pursuant to the Directorship agreements. The fair value of these shares is \$2,250 and is recorded as stock based compensation.

On July 24, 2015, the Company issued 1,708,960 post-split shares of Class B common stock as termination fee for an agreement in which the Company did not fully perform. The fair value of these shares is \$427 and is recorded as termination fee.

On July 24, 2015, the Company rescinded 530,000 post-split shares of Class B common stock that had been issued for services as those parties did not fully perform on their original contracts.

During the year ended July 31, 2015, the Company reinstated 2,000 post-split shares of Class B common stock that were rescinded in error in the year ended July 31, 2014.

#### **NOTE 9 – INCOME TAXES**

For the period ended July 31, 2015, the Company has net losses in addition to prior years' net taxable losses, the result is a net taxable loss carry-forward, and therefore the Company has no tax liability. The net deferred tax asset generated by the loss carry-forward has been fully reserved. For the years ended July 31, 2015 and 2014, the cumulative net operating loss carry-forward from operations is approximately \$13,995,000 and \$8,626,000; respectively, and will expire beginning in the year 2030.

The cumulative tax effect at the expected rate of 34% of significant items comprising our net deferred tax amount is as follows:

	<u>July 31, 2015</u>	<u>July 31, 2014</u>
Deferred tax asset attributable to:		
Net operating loss carryover	\$ 4,758,300	\$ 2,932,900
Valuation allowance	<u>(4,758,300)</u>	<u>(2,932,900)</u>
Net deferred tax asset	<u>\$ —</u>	<u>\$ —</u>

Due to the change in ownership provisions of the Tax Reform Act of 1986, the net operating loss carry forwards for Federal income tax reporting purposes are subject to annual limitations. The Company has accrued \$180,000 in state franchise tax related to fiscal year 2015.

## NOTE 10 – COMMITMENTS AND CONTINGENCIES

### Employee Agreements:

The Company has entered into an employment agreement with the Chief Executive Officer Debra Mathias with an effective date of April 21, 2014. The term of the employment agreements is 3 years, with an annual base salary of \$1,200,000.

The Company has signed an employment agreement for the Head of Mergers and Acquisitions and Business Development, and as non-board member President, Mr. Shah Mathias (Company Founder), with an effective date of October 2, 2014. The term of the employment agreement is 20 years, with an annual base salary of \$1,200,000 and ten percent (10%) of any revenue producing contract entered into by the Company while the Company Founder is in office, while holding any position under any title, and five percent (5%) of any such revenue producing contract afterward, for the benefit of the Company Founder or his estate, for a period of twenty (20) years. The Company Founder is also eligible to earn an annual bonus award of up to 100% of the annual base salary. In addition, the Company Founder is entitled to receive shares of the Company's common stock as follows: when the Company issue shares for the Initial Public Offering, the Company Founder is to be issued 10% of the said shares; and if shares are issued at such time to any other party the Company Founder is to be issued an equal amount of shares.

The Company has entered into an employment agreement with the former Chief Financial Officer (the former "CFO") with an effective date of December 3, 2014. The term of the employment agreement is 3 years, with an annual base salary of \$350,000. The former CFO is also entitled to 60,000,000 post-split shares of Class B common stock as a signing bonus. On December 30, 2014, the Company issued 60,000,000 post-split shares of Class B common stock to the former CFO. Subsequent to the year ended July 31, 2015, the former CFO resigned and the Company rescinded 60,000,000 post-split shares of Class B common stock that had been issued as the former CFO did not fully perform on their employment agreement.

The Company has entered into an employment agreement with the Chief Engineer with an effective date of December 3, 2014. The term of the employment agreement is 3 years, with an annual base salary of \$175,000. The Chief Engineer is also entitled to 1,000,000 post-split shares of Class B common stock as a signing bonus. On December 30, 2014, the Company issued 1,000,000 post-split shares of Class "B" common stock to the Chief Engineer.

The Company has entered into a directorship agreement with a director of the Company with an effective date of June 30, 2015. The initial term of the directorship agreement is one year, with an annual base salary of \$150,000. The director is also entitled to 1,000,000 post-split shares of Class B common stock. On July 24, 2015, the Company issued 1,000,000 post-split shares of Class B common stock to the director.

### Operating Lease

On January 31, 2014, the Company terminated its existing office space lease, and entered into a new month to month rent agreement for office space. The new agreement calls for monthly rent payments of \$1,000. The terminated lease agreement has not been resolved as to payment of existing amounts due in cash or stock, or as to any early termination fees. As of July 31, 2015 no stock has been issued in payment of rent.

### Stock Split

In connection with the stock split, some shareholders did not respond or pay the transfer agent fee by the deadline. As a result, these shareholders were not issued the additional shares. At some point, the Company may be required to issue an additional 6,051,000 shares of Class B common stock in connection with this stock split.

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## NOTE 11 – SUBSEQUENT EVENTS

Subsequent to the year ended July 31, 2015, the Company issued 3,000,000 post-split shares of Class B common stock to three directors of the Company pursuant to directorship agreements entered subsequent to the year end.

In connection with the stock split effected November 3, 2014, the Company issued an additional 3,375,000 shares of Class B common stock subsequent to the year ended July 31, 2015.

Subsequent to the year ended July 31, 2015, the Company rescinded 60,000,000 shares of Class B common stock that had previously been issued to the former CFO for services as the former CFO did not fully perform on the original contract.

Subsequent to the year ended July 31, 2015, the Company reclassified 4,800,000 shares of Class A common stock to Class C common stock and reclassified 48,000,000 shares of Class B common stock to Class D common stock.

Subsequent to the year ended July 31, 2015, the Company issued 20,000 post-split shares of Class B common stock as termination fee for an agreement in which the Company did not fully perform.

Subsequent to the year ended July 31, 2015, the Company reinstated 20,000 shares of Class B common stock that were rescinded in error in the year ended July 31, 2015.

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## **ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE**

Not applicable.

### **ITEM 9A. CONTROLS AND PROCEDURES**

Pursuant to Rules adopted by the Securities and Exchange Commission. The Company carried out an evaluation of the effectiveness of the design and operation of its disclosure controls and procedures pursuant to Exchange Act Rules.

This evaluation was done as of the end of the fiscal year under the supervision and with the participation of the Company's principal executive officer. There have been no significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of the evaluation. Based upon that evaluation, they believe that the Company's disclosure controls and procedures are not totally effective in gathering, analyzing and disclosing information needed to ensure that the information required to be disclosed by the Company in its periodic reports is recorded, summarized and processed timely. The officer is directly involved in the day-to-day operations of the Company but is not experienced in the preparation or filing the reports required to be filed. The Company intends to hire outside professional to assist in such preparation, analysis and filing.

#### **Management's Report of Internal Control over Financial Reporting**

The Company is responsible for establishing and maintaining adequate internal control over financial reporting in accordance with the Rule 13a-15 of the Securities Exchange Act of 1934. The Company's chief executive officer conducted an evaluation of the effectiveness of the Company's internal control over financial reporting as of July 31, 2015, based on the criteria establish in Internal Control Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on this evaluation, management concluded that the Company's internal control over financial reporting was not effective as of July 31, 2015, based on those criteria. The Company's management has identified material weaknesses in its internal control over financial reporting related to the following matters:

A lack of sufficient segregation of duties. Specifically, this material weakness is such that the design over these areas relies primarily on defective controls and could be strengthened by adding preventative controls to properly safeguard company assets.

A lack of sufficient personnel in the accounting function due to the Company's limited resources with appropriate skills, training and experience to perform certain tasks as it relates to financial reporting.

The Company's plan to remediate those material weaknesses remaining is as follows:

Improve the effectiveness of the accounting group by continuing to augment existing resources with additional consultants or employees to improve segregation procedures and to assist in the analysis and recording of complex accounting transactions. The Company plans to mitigate the segregation of duties issues by hiring additional personnel in the accounting department once it generates significantly more revenue, or raises significant additional working capital.

Improve segregation procedures by strengthening cross approval of various functions including quarterly internal audit procedures where appropriate.

The independent registered public accounting firm has not issued an attestation report on the effectiveness of the internal control over financial reporting.

**PART III**

**ITEM 10. DIRECTORS, EXECUTIVE OFFICERS, AND CORPORATE GOVERNANCE**

The following table sets forth information regarding the members of the Company ' s board of directors and its executive officers as of November 4, 2015:

Name	Age	Position	Commencement Date
Debra Mathias	58	Director, CEO	21-Apr-14
James Becker	54	Director, President	2-Oct-14
Steve Trout	57	Director, Secretary/Treasurer	12-Jun-12
Shahjahan C. Mathias	47	Director	12-Jun-12
Donald E. ( " Nick " ) Williams, Jr.	57	Director	12-Jun-12
Keith A. Doyle	55	Director	12-Jun-12
Robert Todd Reynold	55	Director	29-May-14
Suhail Matthias	56	Director	1-Sep-12
James Kingsborough	56	Director	19-May-14
Ian Whelan	59	Director	30-Jun-15
J. Harold Hatchett III	54	Director, CFO	4-Aug-15
Ron Silberstein	58	Director, COO	4-Aug-15
John Thompson	70	Director, General Counsel	4-Aug-15

Soon after their appointment each director receives 4,000,000 post-split shares of stock for any past, current and future service to the Company if the individual became a director of the Company prior to the effective date of the 4:1 stock split. Subsequent to the effective date of the 4:1 stock split, each director receives 1,000,000 post-split shares of stock. Mr. Shah Mathias received additional shares for service to the Company. The shares have no stated value.

**Shah Mathias**, Founder / Head of - Merger & Acquisitions And New Business Development. Mr. Mathias has an extensive background in real estate and property development. Beginning in 1988, Mr. Mathias commenced his career in real estate with the personal acquisition and like-kind exchange sales of investment property. In 1992, Mr. Mathias started a mortgage-banking corporation underwriting loans under his own name and selling such loans on the open market. By 2000, Mr. Mathias ' company had underwritten more than \$1 billion in loans. In 2002, Mr. Mathias started Pennel Land Co., a real estate company which now has substantial assets and property. Mr. Mathias received his education at Penn State Institute of Technology.

**Debra A Mathias**: Chief Executive Officer, Chairman and Director. Ms. Mathias has worked along with Mr. Mathias since 1986 and had held key executive positions in several of the companies over the years, including Mortgage-Banking, Civil Engineering, Title insurance company Land Development Company, Administrative and Regulatory compliance department. Since 2010. Ms. Mathias has worked behind the scenes for Ameri Metro, Inc. ' s Regulatory compliance division, the merger of Yellowwood Acquisitions and Ameri Metro, Inc. and addressing comments with SEC regulatory compliance department to bring the S1 registration statement effective.

**James Becker** , President and a Director. Mr. Becker is an experienced entrepreneur in the Pennsylvania area. In 1990, Mr. Becker purchased a partnership in a family style restaurant and in 1992 bought out his partner and added additional seating capacity. In 1997, he purchased a second restaurant and later sold both. In 2004, Mr. Becker became Vice President of Sales for Yorktowne Casket Company, a 14 state independent casket distributor company, where he managed the 34 sales representatives and oversaw its continued sales force. In 2007, Yorktowne Casket was sold to Matthews International. Mr. Becker currently serves as a Regional Sales Manager for Matthews International where he manages an eight member sales force and personal accounts totaling \$21 million in annual sales. Mr. Becker brings his business knowledge and financial and personnel management skills to the Company.

**Steve Trout**, Secretary/Treasurer and a director. Mr. Trout has extensive experience in sales and marketing. Since 1997, he has handled all inside sales for Military and Commercial Fasteners Corporation, York, Pennsylvania. Prior to his employment with that company, Mr. Trout served as sales representative to several companies including MetLife and Dauphin Electric Supplies Co., both in Pennsylvania. Through his career Mr. Trout, has held account responsibility for over one hundred industrial accounts and increased sales to assigned industrial accounts substantially; prospected for and added new accounts and planned sales strategies for target accounts. Mr. Trout served as vice-chairman of Customer Service Committee, evaluated suggestions from coworkers and customers, created customer service survey and conducted interviews, compiled survey results and presented proposed improvements to company management. Mr. Trout received his M.B.A. degree from Syracuse University and his Bachelor of Business Administration from Pennsylvania State University. Mr. Trout's business education and business experience provide the Company with a depth of expertise and business skills.

**Shahjahan C. ("Chuck") Mathias**, Executive Vice President and a director. Mr. Chuck Mathias is a recognized authority in the marketing of electrical utility power backup systems, with a long history of working with nuclear power generation facilities, communications companies, large data centers and manufacturers of Uninterruptible Power Systems (UPS). Currently the Director of OEM Sales for C&D Technologies, he is responsible for having secured a \$27 million contract with the government for the Minuteman Missile Launch System and increasing sales from \$69 million to \$83 million in a single 15-month period. In his earlier position as Utility Marketing Manager for Exide Corporation/EnerSys, Mr. Mathias was the Team Leader supporting government contract interface with the Air Force and the FAA. For the past five years, Mr. Mathias has worked in the sale and marketing design for power back up systems on an as needed basis. Mr. Chuck Mathias is the brother of Shah Mathias, Founder of the Company. Mr. Mathias brings to the Company is knowledgeable and experienced with procuring government contracts, developing business strategies and working on complex and detailed projects.

**Donald E. ( " Nick " ) Williams, Jr.** , a director. Mr. Williams has over 30 years of experience in Radiological Engineering, Environmental Safety and Health, Physics and Hazardous Material Management for both government and private industry in the U.S. and internationally. Mr. Williams holds a Bachelor of Science degree in biology from Providence College and a Master of Science degree in Radiological Sciences from the University of Massachusetts-Lowell. Over the first 10 years of his career in the nuclear industry, Mr. Williams ' work was centered in the areas of power reactor construction, operation, and maintenance. Over the last 20 years, his focus has turned to decommissioning major power reactors and nuclear weapons complex facilities in the United States and abroad. These tasks involved the safe handling, packaging, and disposal of large quantities of radioactive and hazardous materials in accordance with stringent U.S. and international standards to ensure public and workforce safety. Mr. Williams has been a consultant to many utility companies (e.g. Exelon, Pacific Gas & Electric, British Nuclear), architect-engineers (e.g. Shaw, Westinghouse, CH2MHill), and government agencies (DOE, DOD). He was the owner of a private nuclear consulting firm with over 130 employees for 10 years, and currently holds the position of Director of Radiological Engineering for a large western U.S. company. Mr. Williams provides the Company with a strong background in regulatory compliance, government contracts and public health and safety. Mr. Williams will be instrumental in assisting in the development of the railroad and highway projects and dealing with environmental and waste issues.

**Keith A. Doyle**, a director. Since 1995, Mr. Doyle has served as CEO and President of The Doyle Group, LTD, York, Pennsylvania, an unfranchised development company. From 1983 to 1995, Mr. Doyle was a realtor in York County, Pennsylvania, was a multi-million dollar producer and served as President of the Board of Realtors of York County, Pennsylvania.

**Suhail Matthias** , a director. Mr. Matthias is the founder and CEO of Diamond Carriages, Ltd., a chauffeuring company started with a single taxi in 2002 and developed into a limousine service in Central London. Diamond Carriages is now listed among the top five limousine services by the popular United Kingdom reference site Zettai.

**James D. Kingsborough**, a director. Mr. Kingsborough is a graduate of Shippensburg University BSBA degree, majored in marketing, graduated 1979. He worked for several roofing companies with responsibilities ranging from technical, to architectural calls, to sales representative. In 1991 he started Kingsborough & Associates. Over the years he became partner in Division 7 Roof Spec. Currently he is a partner in Division 7 Roof Spec and Exterior Building Solutions LLC. They are manufacturers representatives for several companies mostly in the commercial roofing market and some residential and cover from Altoona PA to Atlantic City NJ. Mr. Kingsborough is also a partner in Business Airport of Carlisle, Inc. The Carlisle Airport is a private owned, public use airport with about 60 based aircraft.

**Robert Todd Reynold**, a director. Mr. Reynold has over 33 years' experience as an entrepreneur. Over the first fifteen years, Mr. Reynold successfully built a real estate construction company in the residential and commercial market place, with sales totaling more than \$2 million dollars. He then purchased a site excavation and paving Construction Company performing work in new road construction, private and government projects. During the last 18 years, Mr. Reynold successfully built a national sales organization in the insurance market place covering 38 states successfully writing over \$15 million in premium. He also has experience guiding large private and public firms in the setting up of Captive Insurance programs for their benefit.

**Ian Whelan**, a director. Mr. Whelan has lived in the United States since 1996, originally from Dublin, Ireland, he spent thirteen years working in International Finance with various FTSE 100 companies in London. Much of his experience in North America has been within the Shipping Industry, most recently as SVP Operations for the North American Division of Inchcape Shipping Services and also as their CFO for the Americas, Europe, and North Africa. Previously he was owner and CEO of a company providing Software Solutions to Ship Owners. He has a degree in Law from University College Dublin, a Post Graduate in Marketing and is a Fellow of the Chartered Certified Accountants (FCCA). Ian joined AccuReg in February of 2015 as Chief Financial Officer and Chief Operating Officer, bringing a wealth of experience from both a Finance and Operational perspective.

**J Harold Hatchett III**, Chief Financial Officer and a director. Mr. Hatchett has worked for several major corporations such as Royal Dutch Shell, Bertelsmann Music Group, Aetna and Heritage Inks International (a Citicorp Venture Capital company) over his 30+ year career. He has recently served as Group Managing Partner and CFO for OCTCET Inc., from August 2012 to present. Mr. Hatchett served a Shell CFO of Upstream Americas, from April 2011 to May 2012; Shell COO Business Services, UK, from April 2000 to July 2003. Shell VP Investor Relations Americas, from October 2003 to June 2011; and Shell VP External Engagement Strategy, from July 2011 to April 2012. Mr. Hatchett serves on the Executive Advisory Board of the School of Business and Economics at North Carolina A&T University and Longwood University. He is a Board of Directors member of the Executive Leadership Council. Also, he is a former Board of Directors member of Affinity Health Plan in NY and served as Treasurer. He is a graduate of Longwood University, BS, Finance & Accounting.

**Ron Silberstein**, Chief Operating Officer and a director. Mr. Silberstein, a Certified Public Accountant and a Certified Franchise Executive, was previously Managing Member of the Silberstein Ungar, PLLC CPA firm, from August 2010 to July 2014 and has extensive experience with entrepreneurial companies, having worked with them either as clients or as a C-level executive for more than 30 years. He is a 1979 graduate of the University of Michigan.

**Honorable Judge John W. Thompson**, General Counsel and a director. Mr. Thompson is a judge on the York County Court of Common Pleas in York County, Pennsylvania. He was elected to the court in 1997 and was retained in 2007 for 10-year term, expiring in 2017. Mr. Thompson retired before the end of his last term on May 31, 2015. Mr. Thompson received both his undergraduate and J.D. degrees from the University of Pittsburgh.

None of the officers or directors of the Company has been a convicted in a criminal proceeding or named in a pending criminal proceeding, nor has been temporarily or permanently enjoined from engaging in any type of business activity, including any securities related business.

#### **Committees and Terms**

The Board of Directors (the "Board") has not established any committees. The Company will notify its shareholders for an annual shareholder meeting and that they may present proposals for inclusion in the Company's proxy statement to be mailed in connection with any such annual meeting; such proposals must be received by the Company at least 90 days prior to the meeting. No other specific policy has been adopted in regard to the inclusion of shareholder nominations to the Board of Directors.

## **Director Independence**

Pursuant to Rule 4200 of The NASDAQ Stock Market one of the definitions of an independent director is a person other than an executive officer or employee of a company. The Company's board of directors has reviewed the materiality of any relationship that each of the directors has with the Company, either directly or indirectly. Based on this review, the board has determined that there are no independent directors.

## **Corporate Governance**

The Company does not have a nominating nor audit committee of the board of directors. The board of directors consists of thirteen directors. At such time that the Company has a larger board of directors and commences activities, the Company will propose creating committees of its board of directors, including both a nominating and an audit committee.

## **Conflicts of Interest**

There are no binding guidelines or procedures for resolving potential conflicts of interest. Failure by management to resolve conflicts of interest in favor of the Company could result in liability of management to the Company. However, any attempt by shareholders to enforce a liability of management to the Company would most likely be prohibitively expensive and time consuming.

## **Code of Ethics**

The Company has not at this time adopted a Code of Ethics pursuant to rules described in Regulation S-K. The Company intends to adopt a Code of Ethics to provide a manner of conduct.

## **ITEM 11. EXECUTIVE COMPENSATION**

### **Remuneration of Officers: Summary Compensation Table**

No salaries has been paid. No executive officer has received cash compensation in excess of \$100,000 in the Company's fiscal year. The company started accruing salaries and fees for certain employees, officers and directors in 2013. The Company has also issued stock to employees for their consulting and professional services. At the time the Company launches its planned IPO, the Company will pay these employees, officers and directors.

## Anticipated Officer and Director Remuneration

The Company has not paid any compensation to any officer. The Company intends to pay annual salaries to all its officers and will pay an annual stipend to its directors as soon as possible. The Company has signed employment agreements with the Founder and CEO who will receive compensation equal to \$1,200,000 per annum plus stock awards, The Company anticipates paying its other key executive officers, including President, Chief financial officer and Secretary/Treasurer compensation equal to \$350,000 per annum plus stock awards. The Company anticipates that it will compensate its officers at such time, if ever when it successfully launches its IPO. During the current fiscal year the Company started accruing salaries for its key officers and key directors. The Company issues stock to the directors for their service to the Company. Although not presently offered, the Company anticipates that its officers and directors will be provided with a group health, vision and dental insurance program. The Company also plans to compensate directors at \$150,000 per annum, except independent directors which will receive compensation of \$120,000 per annum.

Name and Title	Year	Salary	Bonus	Stock awards		Option awards	Nonequity Incentive plan compensation	Nonqualified compensation earnings	All Other compensation	Total
				#	\$					
Shah Mathias (1)	2013					\$ 0	\$ 0	\$ 0	\$ 0	\$ 0
Founder	2014	\$ 1,200,000	\$ 0	6,400,000(1)	\$ 1,600	\$ 0	\$ 0	\$ 0	\$ 0	\$ 1,201,600
	2015	\$ 1,200,000	\$ 0	88,000,000 (2)	\$ 22,000	\$ 0	\$ 0	\$ 0	\$ 0	\$ 1,222,000
Debra Mathias Chairman, CEO	2014	\$ 1,200,000	\$ 0	1,000,000	\$ 0	\$ 0	\$ 0	\$ 0	\$ 150,000	\$ 1,350,000
	2015	\$ 1,200,000	\$ 0	4,000,000 (3)	\$ 1,000	\$ 0	\$ 0	\$ 0	\$ 150,000	\$ 1,351,000
James Becker President and Director	2014	\$ 0	\$ 0		\$ 0	\$ 0	\$ 0	\$ 0	\$ 30,000	\$ 30,000
	2015	\$ 290,308	\$ 0	-0-	\$ 0	\$ 0	\$ 0	\$ 0	\$ 124,418	\$ 414,726
Naresh Mirchandani former CFO	2013	\$ 0	\$ 0		\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0
	2014	\$ 0	\$ 0		\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0
and Director	2015	\$ 350,000	\$ 0	60,000,000 (4)	\$ 15,000	\$ 0	\$ 0	\$ 0	\$ 150,000	\$ 515,000
Steve Trout Secretary/Treasurer	2013	\$ 0	\$ 0		\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0
	2014	\$ 0	\$ 0		\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0
and Director	2015	\$ 350,000	\$ 0	-0-	\$ 0	\$ 0	\$ 0	\$ 0	\$ 150,000	\$ 500,000
Shahjahan Mathias Vice Chairman ,	2013	\$ 0	\$ 0		\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0
	2014	\$ 0	\$ 0		\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0
and Director	2015	\$ 0	\$ 0	-0-	\$ 0	\$ 0	\$ 0	\$ 0	\$ 150,000	\$ 150,000
Donald Williams Independent Director	2013	\$ 0	\$ 0		\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0
	2014	\$ 0	\$ 0		\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0
	2015	\$ 0	\$ 0	-0-	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0
Keith Doyle, Director	2013	\$ 0	\$ 0		\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0
	2014	\$ 0	\$ 0		\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0
	2015	\$ 0	\$ 0	-0-	\$ 0	\$ 0	\$ 0	\$ 0	\$ 150,000	\$ 150,000
Suhail Matthias, Director	2013	\$ 0	\$ 0		\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0
	2014	\$ 0	\$ 0		\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0
	2015	\$ 0	\$ 0	-0-	\$ 0	\$ 0	\$ 0	\$ 0	\$ 150,000	\$ 150,000
R. Todd Reynold, Director	2014	\$ 41,014	\$ 0	-0-	\$ 0	\$ 0	\$ 0	\$ 0	\$ 150,000	\$ 191,014
	2015	\$ 60,000	\$ 0	4,000,000(3)	\$ 1,000	\$ 0	\$ 0	\$ 0	\$ 150,000	\$ 211,000
James Kingsborough Director	2014	\$ 0	\$ 0	-0-	\$ 0	\$ 0	\$ 0	\$ 0	\$ 150,000	\$ 150,000
	2015	\$ 0	\$ 0	4,000,000(3)	\$ 1,000	\$ 0	\$ 0	\$ 0	\$ 150,000	\$ 151,000
Ian Whelan Director	2015	\$ 0	\$ 0	1,000,000(5)	\$ 250	\$ 0	\$ 0	\$ 0	\$ 12,500	\$ 12,750

(1). Shah Mathias was issued 6,400,000 post-split shares of Class A common stock with a fair value of \$1,600.

(2) Shah Mathias was issued 40,000,000 post-split shares of Class B common stock with a fair value of \$10,000 as additional compensation. Shah Mathias was also issued 48,000,000 post-split shares of Class B common stock with a fair value of \$12,000 pursuant to his employment agreement.

(3) The named directors were issued 4,000,000 post-split shares of Class B common stock as part of their compensation package for current and future services to the company.

(4) Naresh Mirchandari was issued 60,000,000 post-split share of Class B common stock as signing bonus ” pursuant to his employment agreement. Subsequent to July 31, 2015, the 60,000,000 shares were cancelled as he did not fully perform his duties pursuant to the agreement.

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(5) The named director was issued 1,000,000 post-split shares of Class B common stock as part of his compensation package for current and future services to the company.

Shah Mathias will receive 10% of the face value of all revenue contracts entered into by the Company.

The stock has been issued to the named employee without consideration for such issue and without any conditions or restrictions.

#### Employment Agreements

The Company has entered into employment agreements with certain officers and key personnel.

#### ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

The following table sets forth information as of the date of this report regarding the beneficial ownership of the Company ’ s common stock by each of its executive officers and directors, individually and as a group and by each person who beneficially owns in excess of five percent of the common stock after giving effect to any exercise of warrants or options held by that person.

<u>Name and Position</u>	<u>Shares Owned Before Offering</u>	<u>Percent of Class</u>	<u>Shares Owned After Offering (2)</u>	<u>Percent of Class</u>
Shah Mathias, Founder	989,200,000	94.5%	928,400,000	88.7%
James Becker, Director, President	4,400,000	*	4,400,000	*
Steve Trout, Director, Secretary; Treasurer	4,500,000	*	4,500,000	*
Naresh G Mirchandani, Former CFO and Director	4,440,000	*	4,440,000	*
Shahjahan C Mathias, Director	4,400,000	*	4,400,000	*
Donald Williams, Director	4,400,000	*	4,400,000	*
Keith Doyle, Director	4,000,000	*	4,000,000	*
Suhail Matthias, Director	4,440,000	*	4,440,000	*
Ian Whelan, Director	1,000,000	*	1,000,000	*

(1) Based on 1,046,691,626 shares of common stock outstanding.

(2) Assumes all shares offered by the beneficial owners and management are sold.

#### ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS AND DIRECTOR INDEPENDENCE

Steve Trout, Secretary/Treasurer and a director, is the brother-in-law of Shah Mathias, the Founder of the Company. Debra A. Mathias is the ex-wife, Shahjahan Mathias is the brother, and Suhail Matthias is the cousin, of Shah Mathias.

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#### Related Companies

Shah Mathias, Founder of the Company, has organized and established three nonprofit corporations for the purpose of facilitating the development of the transportation systems. The nonprofit statutes provide a vehicle to issue bonds and to help secure infrastructure projects. The nonprofits have the discretion to turn over the infrastructure projects to a state or governing body having jurisdiction after the indebtedness has been paid. The nonprofits that Mr. Mathias has created are:

- 1) Hi Speed Rail Facilities, Inc. (HSRF)
- 2) Hi Speed Rail Facilities Provider, Inc. (HSRFP)

Shah Mathias, Founder of the Company, has established a series of corporations with which to effect the transactions and development of the projects envisioned by the Company including the Port Trajan Facility, high speed

rail projects and the Alabama Toll Road. The Company has envisioned long-range ideas and plans to develop currently undeveloped areas through which the planned Alabama toll road will traverse. These plans include the development of an airport, sea shipping port and a high speed rail line.

Although these companies are not subsidiaries of the Company, they are related companies as they are all under common control of Mr. Mathias. Mr. Mathias has established these companies to basically serve as subcontractors for the operations of the planned transportation systems.

None of these companies has any operations or any revenues. Mr. Mathias (as president of each of these companies) has executed contracts between several of these companies and the Company. In each of these companies, Shah Mathias is the president and chief executive officer. No other officers or directors exist in any of these related companies. The Company owns 25% of each of the companies with the remaining ownership held directly or indirectly by Mr. Mathias.

- 1) HSR Freight line, Inc. Designed to handle all services for use of track time and trains for freight and freight forwarding services.
- 2) HSR Passenger Services, Inc. Designed to handle rail ticketing booking, reservations, and food services.
- 3) HSR Technologies, Inc. Designed to handle all building of suites and manufacturing of trains and rail tracks and provide fiber optics, telecommunications, and related technologies services.
- 4) HSR Logistics, Inc. Designed to handle all purchasing functions.
- 5) KSJM International Airport, Inc. Designed to eventually create an airport facility in inland Alabama
- 6) Port Of Ostia, Inc. Designed to handle all air cargo if and when an airport facility is created.
- 7) Port of De Claudius, Inc. Designed to handle sea container and port operations.
- 8) AMERI Cement, Inc. Designed to handle cement needs for building Alabama toll road.
- 9) Lord Chauffeurs LTD: Designed to operate all passenger ground transportation.
- 10) Atlantic Energy & Utility Products, Inc. Designed to provide utility and maintenance service to above entities.
- 11) Penn Insurance Services LLC. Designed to provide insurance service to above entities.
- 12) Cape Horn Abstracting, Co. Designed to land title examination services.
- 13) Eastern Development & Design, Inc. Designed to provide all civil engineering and architectural service.
- 14) Slater & West, Inc. Designed to handle contract administration services and work force H R matters.
- 15) Malibu Homes, Inc. Designed to establish residential home building services.
- 16) Platinum Media, Inc. Designed to provide all media related services.

#### **ITEM 14. PRINCIPAL ACCOUNTING FEES AND SERVICES**

##### **Audit Fees**

The aggregate fees incurred for each of the last two years for professional services rendered by the independent registered public accounting firm of Silberstein Ungar, PLLC, Malone Bailey LLP and Weinberg & Baer LLC for the audits of the Company's annual financial statements and review of financial statements included in the Company's Form 10-K and Form 10-Q reports and services normally provided in connection with statutory and regulatory filings or engagements were as follows:

	31-Jul-14	31-Jul-15	
Silberstein Ungar, PLLC	\$ 29,000	\$	-
Malone Bailey LLP	\$ 15,000	\$	10,900
Weinberg & Baer LLC	\$	-	\$ 7,500

The Company incurred \$0 for tax related services.

##### **All Other Fees**

The Company incurred \$0 for other fees by the principal accountant for the years ended July 31, 2015 and 2014.

The Company does not currently have an audit committee serving and as a result its board of directors performs the duties of an audit committee. The board of directors will evaluate and approve in advance, the scope and cost of the engagement of an auditor before the auditor renders audit and non-audit services. The Company does not rely on pre-approval policies and procedures.

#### **PART IV**

#### **ITEM 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES**

The following Exhibits are incorporated by reference:

##### **EXHIBITS**

3.1 Articles of Incorporation (filed with the Form 10 November 9, 2011)

3.2 Amended by-laws (filed as part of the Form 8-K/A filed January 18, 2013)  
5.0 Opinion of Counsel on legality of securities being registered (filed with the Registration Statement on Form S-1 filed June 13, 2013)  
10.1 Master Indenture Agreement of Alabama Toll Facilities, Inc. (filed with the Form 8-K January 18, 2013)  
10.2 Master Indenture Agreement of Hi Speed Rail Facilities, Inc. (filed with the Form 8-K January 18, 2013)  
10.3 Master Indenture Agreement of Hi Speed Rail Facilities Provider, Inc. (filed with the Form 8-K January 18, 2013)  
10.4 June 12, 2012 Agreement and Plan of Reorganization (filed as part of the Form 8-K/A filed January 18, 2013)  
10.5 TEMS engagement (filed as part of the Form 8-K/A filed January 18, 2013)  
10.6 Alabama Indenture Agreement (filed as part of the Form 8-K/A filed January 18, 2013)  
10.7 High Speed Rail Indenture Agreement (filed as part of the Form 8-K/A filed January 18, 2013)  
10.8 Damar Agreement (filed as part of the Form 8-K/A filed January 18, 2013)  
10.9 Alabama Legislative Act 506 (filed as part of the Form 8-K/A filed January 18, 2013)  
10.10 Form of subscription agreement for sale of the shares (filed with the Registration Statement on Form S-1 filed June 13, 2013)  
10.11 Letter of Intent for Port Trajan property (filed with the Registration Statement on Form S-1 filed June 13, 2013)  
31.1\* Certificate of the Principal Executive Officer pursuant Section 302 of the Sarbanes-Oxley Act of 2002  
31.2\* Certificate of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002  
32.1\* Certificate of the Principal Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002  
32.2\* Certificate of the Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Date: November 16, 2015

By: Debra A Mathias  
Debra A. Mathias  
Chief Executive Officer  
( Executive Officer)

Pursuant to the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

NAME  
OFFICE  
DATE

/s/ Debra Mathias  
Debra Mathias  
Director  
November 16, 2015

/s/ James Becker  
James Becker  
Director  
November 16, 2015

/s/ Shahjahan C. Mathias  
Shahjahan C. Mathias  
Director  
November 16, 2015

/s/ Donald E. ("Nick") Williams, Jr.  
Donald E. ("Nick") Williams, Jr.  
Director  
November 16, 2015

/s/ Suhail Matthias  
Suhail Matthias  
Director  
November 16, 2015

/s/ Steve Trout  
Steve Trout  
Director  
November 16, 2015

/s/ Robert Todd Reynold  
Robert Todd Reynold  
Director  
November 16, 2015

/s/ Keith A. Doyle  
Keith A. Doyle  
Director  
November 16, 2015

/s/ James Kingsborough  
James Kingsborough  
Director  
November 16, 2015

/s/ Harold Hatchett III  
Harold Hatchett III  
Director  
November 16, 2015

/s/ Ron Silberstein  
Ron Silberstein  
Director  
November 16, 2015

John Thomson  
Director  
November 16, 2015

OFFICER'S CERTIFICATION PURSUANT TO SECTION 302 OF SARBANES OXLEY ACT

I, Debra Mathias, certify that:

1. I have reviewed this annual report on Form 10-K for the year ended July 31, 2015 of Ameri Metro, Inc.
2. Based on my knowledge, this report 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 report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, 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 report;
4. The issuer's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the issuer and have:
  - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the small business issuer, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) Evaluated the effectiveness of the issuer's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) Disclosed in this report any change in the issuer's internal control over financial reporting that occurred during the issuer's most recent fiscal quarter (the issuer's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the issuer's internal control over financial reporting; and
5. The issuer's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the issuer's auditors and the audit committee of the small business issuer's board of directors (or persons performing the equivalent functions):
  - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the small business issuer's ability to record, process, summarize and report financial information; and
  - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the issuer's internal control over financial reporting.

Date: November 16, 2015

By: /s/ Debra Mathias  
Debra Mathias  
Chief Executive Officer  
(Principal Executive Officer)

OFFICER'S CERTIFICATION PURSUANT TO SECTION 302 OF SARBANES OXLEY ACT

I, Ronald Silberstein, certify that:

1. I have reviewed this annual report on Form 10-K for the year ended July 31, 2015 of Ameri Metro, Inc.
2. Based on my knowledge, this report 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 report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, 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 report;
4. The issuer's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the issuer and have:
  - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the small business issuer, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) Evaluated the effectiveness of the issuer's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) Disclosed in this report any change in the issuer's internal control over financial reporting that occurred during the issuer's most recent fiscal quarter (the issuer's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the issuer's internal control over financial reporting; and
5. The issuer's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the issuer's auditors and the audit committee of the small business issuer's board of directors (or persons performing the equivalent functions):
  - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the small business issuer's ability to record, process, summarize and report financial information; and
  - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the issuer's internal control over financial reporting.

Date: November 16, 2015

By: /s/ Ronald Silberstein  
Ronald Silberstein  
Chief Operating Officer

**CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Annual Report of Ameri Metro, Inc. (the "Company") on Form 10-K for the year ended July 31, 2015 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), each of the undersigned, in the capacities and on the dates indicated below, hereby certifies pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to his knowledge:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operation of the Company.
3. A signed original of this written statement required by Section 906 has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.

Date: November 16, 2015

By: /s/ Debra Mathias  
Debra Mathias  
Chief Executive Officer  
(Principal Executive Officer)

**CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Annual Report of Ameri Metro, Inc. (the "Company") on Form 10-K for the year ended July 31, 2015 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), each of the undersigned, in the capacities and on the dates indicated below, hereby certifies pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to his knowledge:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operation of the Company.
3. A signed original of this written statement required by Section 906 has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.

Date: November 16, 2015

By: /s/ Ronald Silberstein  
Ronald Silberstein  
Chief Operating Officer