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

FORM 10-K

(Mark One)
[X] ANNUAL REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended July 31, 2016

[ ] 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	**45-1877342**
(State or other jurisdiction of incorporation or organization)	(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 [X] 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 [X] 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.

[X] 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).

[X] 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.

[X] 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 [X]

(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 [X] 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.

Class	**Outstanding at October 27, 2016**
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	987,934,483 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

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, 2016 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 related transportation and infrastructure projects.

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, is focused on development of transportation facilities, including but not limited to high-speed rail for passenger and freight transportation and related and ancillary transportation businesses, inland ports, sea ports, airports, and toll roads. 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 or affiliates, 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 yet commenced its revenue producing operations; however, it has been meeting with and making presentations to parties associated with projects it intends to develop, including parties in the United States related to a sea port and a rail project. The Company believes that the need, demand and usage of alternative transportation such as high speed rail, ports and toll roads are increasingly important as the United States adopts policies to attempt to reduce its dependency on fossil fuels and to improve its infrastructure and transportation systems. The Company intends to develop and prepare the designs and concepts for feasible and profitable regional transportation and infrastructure related projects utilizing existing and new infrastructure. The Company will prepare the complete project package including appraisals and estimates and will obtain contracts for the development of the facilities and infrastructure and purchase of the equipment. The Company will present the complete project, working as project supervisor and coordinator, to municipalities and regional government agencies.

Funding for individual projects of the Company will occur from bond offerings, as organized through various nonprofit entities, High Speed Rail Facilities Inc., High Speed Rail Facilities Provider Inc., Alabama Toll Facilities Inc., Global Infrastructure Development & Finance Authority Inc. and organizations sponsored or affiliated with municipal and government agencies as well as from issuances of stock and debt-financing. Certain of these nonprofit 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.

Through its subsidiary, GTI, the Company is also involved in the planning of the future development of a new toll road in the southeast United States. The Company through assignment of rights from Penndel Land Company, to finance, develop and construction a 357 mile toll road in the State of Alabama as outlined in Alabama House Joint Resolution H. J. R. 459 & H. J. R. 456. The Company acquired from Penndel Land Company (majority owned by the former CEO of ARMT) the contract rights to a construction agreement with the ATFI, a non-profit company supported by the State of Alabama to act as the exclusive entity as set forth in H.J.R 459 and H.J.R. 456 project developer for such a toll road an on which the former CEO of ARMT served as one of its four directors. When the Company secures financing, ATFI will effect a bond offering to purchase the land on which the toll road is to be located.

In support of H.J.R. 459 and H.J.R.456 the following ancillary projects are being planned.

1. Design built inland port called Port De Claudius
2. Design built airport called Sarah Jewel Mathias International Airport (KSJM)
3. Design built air cargo port called Port of Ostia
4. Design built railroad and train stations
5. Design built Fiber Optic Lines
6. Design built All Utilities underground or overhead
7. Design built Power Grids
8. Design built Cell Phone Towers
9. Design built Motels, Travel Plazas, Fast Food Establishments
10. Design built Outdoor Advertisements, Signage
11. Design built Natural Gas Pipelines & Distillate Pipelines

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. Ameri Metro only owns 25% of all of the following companies, and that Shah and related parties own the remaining 75% .

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 projects including 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.

Eastern Development and Design (ED&D) (Other Related Party Agreements) to do all the civil engineering work for the toll road, Port De Claudius, KSJM and Port of Ostia. ED&D is an experienced civil engineering company that has been operating since 1993.

The Company has, via ED&D, engaged Armstrong Consulting Inc., for the airport engineering and planning. Armstrong Consulting Inc. is an experienced airport planning and engineer design company. It will engineer and design standards from FAA AC150/5300-13 airport design and FAR PART 77.

The Company has approached a major aircraft manufacturer to help launch air cargo operation at KSJM and Port of Ostia. A major aircraft manufacturer has indicated that the Company should move forward with its business plan.

Relco has been engaged by HSR Technologies, to provide exclusive use of DMU rail technologies and use its know-how for manufacturing of train sets meeting the 49 CFR Part 238 compliant DMU in current venue service that meets or exceeds new Federal Rail Administration (FRA) and America Public Transportation Association (APTA) structural safety specification. Relco is a fifty year old company and has provided services for Union Pacific, CSX Transportation, Burlington Northern Santa Fe, Kansas City Southern Railway, Canadian National and numerous others.

The Company will build seventeen hundred miles of railroad tracks in parallel with ATFI. The Company has plans, through its affiliates, to build four tracks north and south bound, two tracks for passenger services and two tracks for freight. Volkmann Railroad Builders has been engaged by ARMT to construct and built the railroad. Volkmann is a thirty five year old company that has built railroads for NASA, the mining industry, oil and gas exploration and freight carriers.

The Company has engaged consultants such as Transportation Economics Management System Inc. (TEMS). TEMS (Other Related Party Agreements) is a global transportation consulting firm. It is responsible for the transportation planning and system analysis, which includes the development of the passenger and freight forecasting models.

The Company has engaged with Inchcape Shipping Services (ISS), to manage and act as port agent at Port Claudius and Port Of Ostia. ISS is a global operation from sixty eight countries, six hundred ports that directs traffic from sea and air cargo to and from the ports. They have been in business since 1875.

NP&G Innovations Inc. has been engaged to manufacturer railroad ties for the company, through HSR Technologies. NP&G is the original inventors of green technology railroad ties. Marshalls Composite Technologies LLC (MCT) has been engaged to manufacture the composite rebar, through HSR Technologies for the company. MCT is the original developer of technology of the composite rebar. The Company will need approximately four hundred million linear feet of composite rebar to be used in building the Alabama Toll Road.

ARMT entered into a contract on June 10, 2010 for the acquisition of the patents, rights, titles, and business of Damar Corporation LLC, the inventor/developer/manufacturer of Damar TruckDeck. The Damar TruckDeck is a flexible truck deck storage and organization system with an integrated frame allowing the cargo deck to be used as a hauling surface.

ARMT shall receive all rights and title to the patents, the TruckDeck system, and all related assets for a purchase price of $750,000 payable as $500,000 cash and the remaining $250,000 payable in the form of 7,500 shares of ARMT ' s common stock. The cash portion is payable within 90 days of the successful completion of the registration as a publicly traded company pursuant to the Securities Act of 1933.

PAYMENT: $500,000

Purchase Secured the technology to manufacture composite Re-bar. (C RB).

PAYMENT: $4,750,000

On March 1, 2011, the Company entered into a three month agreement with Transportation Economics & Management Systems, Inc. (TEMS) regarding consulting services in relation to the development of high-speed rail and other transportation projects by the Company. The agreement was initially extended until March 1, 2012 and subsequently extended until September 2013. Compensation for services under the agreement may not exceed $135,408 unless otherwise authorized by a supplemental agreement. Currently, the project is anticipated to cost $460,000 and will take six months to complete including presentation to potential investors.

PAYMENT: $460,000

NPG. / HSR Technologies, Inc. RAIL TIE Licensing of Intellectual exclusive licensing agreement involving two US patents.

PAYMENT: $8,000,000.

US Railcar Company. HSR Technologies, Inc. Exclusive Technology use Agreement For exclusive use of DMU rail technologies and use of its know-how for manufacturingOf train sets meeting the 49 CFR Part 238 compliant DMU in current revenue service That meets or exceeds new Federal Rail Administration (FRA) and American Public Transportation Association (APTA) structural safety specifications.

PAYMENT: $25,000,000.

Business Plan

The Company will facilitate the development of transportation facilities, including but not limited to high-speed rail for passenger and freight transportation and related and ancillary transportation businesses, inland ports, sea ports, airports, and toll roads. 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 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.

Funding for individual projects of the Company will occur from bond offerings organized through various nonprofit entities, High Speed Rail Facilities Inc., High Speed Rail Facilities Provider Inc., Alabama Toll Facilities Inc., Global Infrastructure Development & Finance Authority Inc. and organizations sponsored or affiliated with municipal and government agencies as well as from issuances of stock and debt-financing. Certain of these nonprofit 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. The major elements of the plan would include:

High Speed Rail

- Introduction of modern rail equipment operating at speeds up to 250 mph
- Use of existing rail rights-of-way to connect rural, small urban and major metropolitan areas
- 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
- Acquiring new train equipment including train sets and spares

Supporting Ancillary Development

- Development or expansion of a feeder bus system linking outlying areas to railroad stations
- 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
- Provision of multi-modal connections to improve system access, hotels, retail, parking garages, sorting facilities / distribution facilities

Supporting Transportation Systems

- Ancillary development opportunities, airports, inland ports, sea ports, toll roads and technology parks

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 highspeed rail travel is already inplace in much of Europe and Asia, the

Company anticipates working with European companies to furnish the highspeed 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.

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.

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 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

Each of the nonprofits has entered into an investment management agreement with ING Investment Management to manage any funds raised in bond offerings 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, but still needs funding for this project. Ameri Metro in 2010 was developing this project at the time of the merger with Yellowood. 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. The toll road that would connect various rural sections of Alabama to Tennessee and with its more urban areas.

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. Shah Mathias (the founder of the Company) 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 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.

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 Truck Deck

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 Truck Deck. (See 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 Truck Deck 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 Truck Deck primarily consists of lockable repositionable storage units.

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 tracks 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, which has been paid, 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.

On January 13, 2013 the Company entered into a Letter of Intent with a related party, to contract for 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, once we have received funding and begun executing on our business plan and Platinum Media has begun providing substantial services to ARMT. At July 31, 2016, the Company has not incurred fees to 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 dilapidated national transportation structure is needed according to Society of Civil Engineering reports (http://www.infrastructurereportcard.org/). 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 infrastructure experts believe 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 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 has met recently with Appalachian Regional Commission. Their region consists of 420 counties in 13 states, serving more than 25 million people. 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 presented 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. The project also creates many jobs in the areas that the facilities are located in.

The Non-Profit High speed Rail Facilities Inc., has been identified in House Resolution 948 of the 2016 Georgia Legislative Session. High speed rail will connect freight and passenger services from Georgia to Alabama and throughout Georgia.

The Company has met recently with Port of Freeport and Brazoria-Fort Bend Rail District, , to expand the port operations along with passenger and freight rail. *"Forecasts from the Texas Comptroller of Public Accounts predict that the U.S. and Texas economies will rebound from the current recession (in terms of GSP and GDP), and grow at 2.6 percent and 3.37 percent, respectively, on average, per year between 2010 and 2035. An efficient and well-maintained transportation system is vital to the state ' s ability to remain economically competitive at home and abroad."*

Boeing is expected to introduce 34,000 new airplanes in the next 15 years. TEMS, consultants to the Company, has met recently with authorities in Texas concerning a freight airport.

Philadelphia, PA – " Governor Tom Wolf today announced his strategic plan for sustained management, maintenance, and development of the Port of Philadelphia " . The governor emphasized his key priorities of investing in infrastructure, creating jobs, and keeping Pennsylvania economically competitive. The Company has been in discussions with elected officials concerning expansion of the port.

Michigan – Coast to Coast Passenger Rail Ridership and Cost Estimate Study, prepared by TEMS, consultants to the Company, is ready for design build upon funding being available.

The New York - Washington Corridor is the highest ranking corridor in the US and is the only corridor that could be developed without or only limited government funds, according to a feasibility study prepared by TEMS, consultants to the Company. As such, the corridor provides an operating cash flow that can pay back the 35 Billion capital cost from the fare box.

High Speed Rail Technologies Inc. to provide technology services of intellectual property use for the Company operations. That will include composite rebar manufacturing plant and product for the Alabama Toll Way Facility and rail car technology for DMU (Diesel Multi Unit Technology) along with composite rail road ties.

TEMS- Transportation Economics Management Systems, identified projects for the Company focus as part of the growth strategy.

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 needed 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 believed that market conditions warranted that the Company reconsider its capital structure and in September 2014 we amended our Certificate of Incorporation to increase our authorized shares. Market conditions were further supported by " The Boeing Current Market Outlook 2012-2013 report " which shows an 80 % growth over next 20 years 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. For example the high-speed rail plan will utilize existing rail rights-of-way to connect several metropolitan areas and states serving expanding populations.

The Company through related parties also foresees pursuing joint ventures with other industries related to the transportation industry. For example, HSR Technologies 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 face significant competition from other companies that may be developing competing transportation systems. 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, as an example, traditionally significant competition generally exists in the industry, from government agencies and entities. Due to the federal budgetary constraints, henceforth any completion would come 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 2016, very little of this has come to fruition.

Trading Market

While there currently is no market for the shares, a market maker has filed the initial Form 15c2-11 with FINRA.

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 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 at 2575 Eastern Blvd. Suite 211, York, Pennsylvania 17402. Its telephone number is (717) 701-7726. The Company moved into these offices in February 2014. The lease at its prior location was canceled without penalty.

ITEM 3. LEGAL PROCEEDINGS

Legal Proceedings

There are currently no other pending, threatened or actual legal proceedings in which the Company is 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, 2016 there were 1,042,334,483 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, 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 99.71% 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 938,192,724, the shares issuable to effect a 4:1 split is 2,736,000. 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.

On November 11, 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.

On August 3, 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.

On August 3, 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.

On August 3, 2015, the Company reinstated 20,000 shares of Class B common stock that were rescinded in error in the year ended July 31, 2015.

On August 31, 2015, the Company issued 1,000,000 post-split shares of Class B common stock to a director of the Company pursuant to directorship agreement entered on August 4, 2015. The fair value of these shares is $250 and is recorded as directors ' fees.

On September 10, 2015, the Company issued 2,000,000 post-split shares of Class B common stock to two directors of the Company pursuant to two directorship agreements entered on August 4, 2015. The fair value of these shares is $500 and is recorded as directors ' fees.

On November 11, 2015, the Company rescinded 63,476,191 post-split 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.

On November 11, 2015, the Company rescinded 880,952 post-split shares of Class B common stock that had previously been issued for services as the consultant did not fully perform on the original contract.

As of July 31, 2016, the period covered by this Report, the Company had 1,042,334,483 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, 2016

For the year ended July 31, 2016, the Company had total operating expenses of $7,778,084 and a net loss of $7,791,722.

Related Party Note

As of July 31, 2016, $960,967 is due to the majority shareholder (2015 – $528,552), of which $508,531 is unsecured, non-interest bearing, and due on demand and $11,829 is past due with an interest rate of 3%, $57,767 is due December 31, 2016, with an interest rate of 3%, $95,600 was due on October 26, 2016 with an interest rate of 2%, and $107,240 is due on March 1, 2017 with an interest rate of 7% and $180,000 is due on demand, with an interest rate of 4%. At July 31, 2016, accrued interest on this loan is $14,068 (2015 - $506).

Management ' s Discussion and Analysis of Financial Condition and Results of Operations.

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.

From conception to present Ameri Metro, Inc. (the “ Company ”) has contractually secured the Alabama Toll Project with Alabama Toll Facilities Inc.

- Currently in a design phase for road and bridges.
- Multi-Unit rail cars.
- Secured the technology to manufacture railroad ties.
- Relco for manufacturing train sets PRIVATE LABEL "AMERI METRO " TRAIN SETS BUILD IN AMERICA BY AMERICAN COMPANY
- Secured the technology to manufacture composite Rebar. (C RB).
- Secured NASDAQ Trading symbol **“ ARMT ”**
- Successfully Merged with public company
- Secured the technology to manufacture composite debar.

Company is engaged in development of transportation complex which consist of toll road, inland port and airport.

1. Toll road secured the construction contract to build 357 miles of toll road (ATFI).
2. Design built inland port called Port De Claudius.
3. Design built airport called Sarah Jewel Mathias International Airport (KSJM).
4. Design built air cargo port called Port of Ostia.
5. Design built railroad and train stations.

Since its inception, the Company has engaged Eastern Development and Design (ED&D) to do all the civil engineering work for the toll road, Port De Claudius, KSJM and Port of Ostia. ED&D is an experienced civil engineering company that has been operating since 1993. The Company has, via ED&D, engaged Armstrong

Consulting Inc., for the airport engineering and planning. Armstrong Consulting Inc. is an experienced airport planning and engineer design company. It will engineer and design standards from FAA AC150/5300-13 airport design and FAR PART 77. The Company has approached Boeing Aircraft Manufacturer to help launch air cargo operation at KSJM and Port of Ostia. Boeing has indicated that the Company should

move forward with its business plan. The Company has engaged HSR Technologies/Relco to provide exclusive use of DMU rail technologies and use its know-how for manufacturing of train sets meeting the 49 CFR Part 238 compliant DMU in current venue service that meets or exceeds new Federal Rail Administration (FRA) and America Public Transportation Association (APTA) structural safety specification. Relco is a fifty year old company and has provided services for Union Pacific, CSXT, VNSF, KCS, CN and numerous others. The Company will build seventeen hundred miles of railroad tracks in parallel with ATFI. The Company will build four tracks north and south bound, two tracks for passengers ’ services and two tracks for freight. The Company has engaged Volkmann Railroad Builders to construct the design built railroad. Volkmann is a thirty five year old company that has built railroads for NASA, the mining industry, oil and gas exploration and freight carriers. The Company has engaged consultants such as Transportation Economics Management System Inc. (TEMS). TEMS is a global transportation consulting firm. It is responsible for the transportation planning and system analysis, which includes the development of the passenger and freight forecasting models. The Company has engaged with Inchcape Shipping Services (ISS) to manage and act as port agent at Port Claudius and Port Of Ostia. ISS is a global operation from 65 counties, six hundred ports that directs traffic from sea and air cargo to and from the ports. They have been in business since 1875. The Company has engaged NP&G Innovations Inc. to manufacturer railroad ties for the company. NP&G is the original inventors of green technology railroad ties.

The Company has engaged HRS Technologies/Marshalls Composite Technologies LLC (MCT) to manufacture the composite rebar. MCT is the original developer of technology of the composite rebar. The Company will need approximately four hundred million linear feet of composite rebar to be use in building ATFI.

Project financing via bond

There are four non-profiting organizations:

1. ATFI
2. High Speed Rail Facilities Inc.
3. High Speed Rail Facilities Provider Inc.
4. Global Infrastructure Development & Finance Authority

High-Speed Rail Facilities, Inc. and High-Speed Rail Facilities Provider, Inc. take a comprehensive, intermodal approach to resolving the nation ' s transportation crisis. And they propose doing so without the necessity of increasing taxes at any level, or in any manner. In short, they replace pubic financing with private funding.

High-Speed Rail Facilities, Inc. and High-Speed Rail Facilities Provider, Inc. are prepared to assume a " much larger role " with the Company. Having brought together the necessary technical and industrial components to begin work immediately, the Company need not engage in costly, time-consuming " pilot programs. " Our team of experts is prepared to move expeditiously forward on the widest variety of fronts, from site selection, to trainset construction, to building cooperative ventures with ancillary components of the transportation and accommodation industries nationwide. The Company takes an intermodal approach to providing seamless service with a scale of economy. Specifically, the Company ' s paradigm anticipates a fundamental change in the manner in which passenger rail service will be provided. The high-speed rail plan will 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 trail equipment operating at speeds up to 110 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, including spares;
- Communications Systems, and grade-crossing improvements;
- Construction or improvement of railroad grade crossings and passenger stations. High-Speed Rail Facilities, Inc. and The High-Speed Rail Facilities Provider, Inc. are currently finalizing an arrangement with the Company.

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.

Special purpose share:

As described below the class C and class D shares **are special purpose shares in addition to purposes stated below company intend to utilize mechanism to purchase private actives and infrastructure bonds.**

Certificate of Amendment of Certificate of Incorporation of Ameri Metro Inc. dated September 14, 2014 with the State of Delaware, Secretary of State, Division of Corporations, Under Article Four declares the following:

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;

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;

F. 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.

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 $.000001. 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 (" ARMT "); 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.

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 $.000001. 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.

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;

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;

F. 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.

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

Issuing of Class " C " shares: Company for the purpose of the offering anticipates issuing of Class " C " a/k/a Equity Participation Dividend Shares " EPDS " shares.

Company anticipates that it will issue shares to purchasing goods and services for Ameri Metro, Inc (" ARMT "); 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. Collectively called the investment activities

The Company has entered into an Agreement with **HSRF Trust** , a statutory as asset manager for fee HSRF Trust will hold shares for the company and will release to the market per the direction of the company **.**

Dividend payment policy : Ameri Metro, Inc anticipate 23% of the net profits from the activities of investment by issuing of class " **C** " a/k/a equity participation dividend shares " EPDS " shares. Upon issuing of shares for the following purpose:

Shares are 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. Issuing of such shares is called the investment activities.

Upon issuing of shares for the above purpose company Ameri Metro, Inc anticipate 23% of the net profits from the investment activities. Company will set aside 16% of the 23% net profits to the benefit of the Class **" C "** shareholders AND retain 7% onto itself AND 6% of the 16% will be held for future investments for the " EPDS " shareholders and 10% will be distributed as dividend to Class **" C "** a/k/a Equity Participation Dividend Shares " EPDS " shareholders. Class **" C "** a/k/a Equity Participation Dividend Shares " EPDS " shareholders will receive 10% profit sharing from 6% investment pool over time.

Voting rights: Class " C " a/k/a Equity Participation Dividend Shares " EPDS " shares **(Have NO VOTING RIGHTS)**

ARMT Class "C" Shares Illustration			
Revenue over 30 years off typical $5 Bill project in AM pipeline			**$27,000,000,000**
Class C shares Purchased			**$5,000,000,000**
Bonds purchased			**$5,000,000,000**
	Est. Net profit of REV for 30 yrs.	**7%**	**$1,890,000,000**
AM lic agreement percentage 25% of gross rev			**$472,500,000**
Net profit off project			**$1,417,500,000**
77% paid to supporting entities that constructed project for Ameri Metro			**$1,091,475,000**
23% 0f Net profit for Class C Shareholders and AM			**$326,025,000**
Dividend to Class C Shareholders @ 2.75% over 30 years			**$4,125,000,000**

23% Net Profit breakdown

16% 0f the 23% Net profit for benefit of Class C Shareholder and AM	**69% of net profit**	**$224,957,250**
AM 7% of 23% Net profits	**31% of net profit**	**$101,067,750**
Class C Shareholders profit sharing is 10% of 16%	**63% net profit for benefit**	**$141,723,068**
6 % of 16% profit sharing is held for reinvestment	**37% net profit for benefit**	**$83,234,183**

Earnings on remaining 6% @ 5% growth over 30 years	**$87,395,892**
10% Class C Shareholders Distribution of earnings and growth over 30 years	**$8,739,589**
90% of earnings and growth held for protection of investors	**$78,656,302**

Class C ROI	**4,275,462,657**
Principal	**5,000,000,000**
Class C distributions over 30 years	**9,275,462,657**
over 30 years	**185.51%**
accumulated per year over 30 years	**6.18%**
AM return	**$573,567,750**
over 30 years accumulated	**11.47%**
	0.38%
Retainage Fund	**$78,656,302**

Issuing of Class " D " shares: Class " D " a/k/a Equity Participation Shares " EPS " " D " common shares): Company for the purpose of the offering anticipates issuing of Class " D " a/k/a Equity Participation Shares " EPS " a/k/a Equity Participation Dividend Shares " EPS " shares.

Company anticipates that it will issue shares to purchasing goods and services for Ameri Metro, Inc (" ARMT "); 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; The Company has entered into an Agreement with **HSRF Trust** , a statutory as asset manager for fee. HSRF Trust will hold shares for the company and will release to the market per the direction of the company.

ARMT Class "D" Shares Illustration

Revenue over 30 years off typical $5 Bill project in AM pipeline			$27,000,000,000
Class D shares Purchased			$5,000,000,000
Bonds purchased			$5,000,000,000
	Est Net profit of REV for 30 yrs.	7%	$1,890,000,000
AM lic agreement percentage 25% of gross rev			$472,500,000
Net profit off project			$1,417,500,000
70% paid to supporting entities that constructed project for Ameri Metro			$992,250,000

30 % 0f Net profit for Class D Shareholders and AM	$425,250,000

30 % Net Profit breakdown

23 % 0f the 30 % Net profit for benefit of Class D Shareholder	77% of net profit		$327,442,500
AM 7% of 30 % Net profits	23 % of net profit		$97,807,500
		Class D ROI	327,442,500
		Principal	5,000,000,000
	Class D distributions over 30 years		5,327,442,500
	over 30 years accumulated		106.55%
	per year over 30 years		3.55%
		AM return	$570,307,500
	over 30 years accumulated		11.41%
			0.38%

Note: Class D Shareholders will enjoy 100% of growth on their 23% of net profits

Dividend Payment Policy : Ameri Metro, Inc anticipate Issuing of Class " D " shares will yield 30% of the net profits from the investment activities. Company will set aside 23% of net profits to the benefit of the Class " D " shareholders. And retain 7% of 30 % onto itself and 23% will be held for future investments for the shareholder, 23% reserves from the activities of investment held for future investments for the shareholder is equity appreciation **.**

Voting rights: shares : Class " D " a/k/a Equity Participation Shares " EPS " (" D " common shares) **shares have no voting rights and no dividend rights 30% OF THE NET PROFITS FORM THE ACTIVITIES OF INVESTMENT held for future investments for the shareholder IS Equity APPRECIATION As described above the class C and class D** shares **are special purposes shares in addition to purposes stated above company intend to utilize mechanism to issues shares to accredited investors the proceeds from the sale of class C and or class D shares will be used to purchase private activities and public infrastructure bonds. Company ' s recent 8K filing shows that $509 billion dollars in parallel infrastructure bonds on record.**

For example:

Shares are 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. Issuing of such shares is called the investment activities.

Issuing of Class " C " shares a/k/a Equity Participation Dividend Shares " EPDS " shares. Company may issues service of class C shares with project pacific designation in the offering memorandum or prospectus. Under the **Dividend payment policy** the net profits from the joint venture investment activities in the bond will pay 2.75 % annual (Annual rate to be set by the company in the class C memorandum(s) of offering or prospectus(s) payable every 90 days to the project pacific class C series of shares to the investors

In addition to the joint venture benefits, company will set aside 16% of the 23% net profits to the benefit of the Class **" C "** shareholders. AND retain 7% onto itself AND 6% of the 16% will be held for future investments for the " EPDS " shareholders and 10% will be distributed as dividend to Class **" C "** a/k/a Equity Participation Dividend Shares " EPDS

” shareholders in addition to receiving dividend form the set aside 16% of the 23% net profits to the benefit of the Class **“ C ”** shareholders. And

Stock redemption policy for class C and D:

As noted above class C and D share are referred to as Special purpose shares in the event the shares are used to purchase privet actives and public infrastructures bonds or ancillary development bonds shares are retired and surrender to the company at same time as the retirements of the bonds. The redemption clause will be set in memorandum or offering documents.

Issuance of Bonds and benefit to the Company:

a. Benefit to the company is that its customer is funded by the bond and the company will not have to carry the debt to finance the project. Therefore, the payment for its work is guaranteed.

b. Company anticipates to purchase bonds with class C and D share sales. There are 506 billion dollars of bonds that are available for purchase. Assuming Company executes on its vision, to purchase the bonds and that said bonds having an interest rate of 3% annually, the Company offers the return to the class C and D shareholders. The interest distribution being 2.75 % to Class C and D shareholders and .25% to the Company, together with other distribution clauses as stated above. The company will own the bonds reflecting on its financial statements as cash flow/assets. In essence the potential $509 billion dollars ’ worth of assets will be available to the Company, in exchange for the class C and D shares.

Infrastructure Market:

Globally, according to the McKinsey report, there is a $57 Trillion dollar market in infrastructure. In the last 10 years the USA has fallen to the 17 th ranking in the world as opposed to number one. The Bond Markets are strong for infrastructure projects, as states continue to look for PPP (Private Public Partnerships) to finance projects. Company has positioned itself to bridge the gap.

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 Intents 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.

The following discussion is contingent on subsequent financing being obtained.

On August 8, 2016, Company entered into a Material Definitive Agreement for construction (" Construction Agreement ") with Port De Claudius, Inc. (" PDC "). Pursuant to the Construction Agreement, the Company shall perform all tasks and actions required to develop and construct the Port Trajan Pa. commercial properties (the " Project ") and 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 the Project. Pursuant to the Construction Agreement, the specifications, designs, construction standards, subcontractor agreements, insurance requirements, hiring and employment policies and similar items shall be developed by the Company, subject to approval by PDC. The Company shall assure that the Project is constructed according to specifications and requirements imposed by the Pennsylvania Department of Transportation (PADOT) and the Federal Highway Administration. The Company shall supervise all phases of the construction of the Project, and it shall be responsible to PDC for all acts or omissions of its employees, subcontractors, agents, consultants and other parties under its control. The Company shall be responsible for assuring that the construction of the Project is performed in a good and workmanlike manner and in accordance with the highest standards of care for the industry.

The Project consists of two phases, phase one closing to take place on or before September 21, 2016 (" Phase One ") and phase two to take place on or before August 31, 2017. Phase One consists of land purchase and onsite /off site improvement and its estimated cost, for both phases, is Two Billion Dollars ($2,000,000 ,000), at cost plus forty percent (40%), plus two percent (2%) for the increase in inflation regardless of the cost to the Company to perform the required services. In no event will the profit to the Company from the amount paid by PDC be less than Eight Hundred Million Dollars ($800,000,000). A mobilization fee of $2,729,514 shall be due and payable by PDC to the Company upon the closing of Bond funding for Phase One.

On September 11, 2016, the Company entered into an agreement of sale and or assignment of assets in Phase One (the " Sale Agreement ") with Jewel's Real-Estate 10-86 Master LLLP (the " Seller "), Global Infrastructure Finance & Development Authority, Inc., division of Hi Speed Rail Facilities Inc. (the " Financier "), PDC, and HSRF Statutory Trust as Trustee (the "Trustee"), as dictated by the Construction Agreement. The Sale Agreement was thereafter amended on September 13, 2016, in order to change the closing date of the transaction to October 14, 2016. Pursuant to the Sale Agreement, the Company and the Seller shall sell and assign all rights, title and interest in and to any contractual agreements to PDC on completion of Phase One, as governed by the Construction Agreement. The cost of Phase One is $950,000,000. The net Phase One revenue to the Company is $66,719,514

On September 21, 2016, the closing of the transaction took place.

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. 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, 2016 and 2015

Total assets of the Company were $41,023 as at July 31, 2016 as compared to total assets of $2,101 as at July 31, 2015. Total current assets at July 31, 2016 was $35,838 as compared to current assets of $nil as at July 31, 2015.

Total operating expenses increased to $7,778,084 for the fiscal year ended July 31, 2016 from $5,228,813 for the fiscal year ended July 31, 2015. The increase was due to additional accrual of directors ' fees and officer payroll and increases in professional fees during the year ended July 31, 2016. Loss from operations was $7,778,084 for the fiscal year ended July 31, 2016 compared to $5,228,813 for the fiscal year ended July 31, 2015.

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, 2016, the Company has a working capital deficiency of $16,319,435 and has accumulated losses of $21,850,223 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, 2016

REPORT OF REGISTERED INDEPENDENT AUDITORS

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

We have audited the accompanying consolidated balance sheets of Ameri Metro Inc. as of July 31, 2016 and 2015 and the related consolidated statements of operations, stockholders' equity, and cash flows for the years 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, 2016 and 2015 and the results of its operations and its cash flows for the years 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, 2016, 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, 2016

AMERI METRO, INC.
CONSOLIDATED BALANCE SHEET

	July 31, 2016	July 31, 2015
ASSETS		
Current assets		
Cash and cash equivalents	$ 27,160	$ –
Prepaid expenses	8,678	–
Total current assets	35,838	–
Office equipment, net	2,245	601
Prepaid expenses and deposits	2,940	1,500
Total Assets	$ 41,023	$ 2,101
LIABILITIES AND STOCKHOLDERS ' DEFICIT		
Liabilities		
Current liabilities		
Bank indebtedness	$ –	$ 528
Accounts payable	1,069,608	272,972
Accrued expenses	14,320,245	7,704,828
Due to related parties	1,050	250
Loans payable – related parties	960,967	528,552
Loans payable	3,403	3,403
Total Liabilities	16,355,273	8,510,533
Stockholders ' Deficit		
Preferred stock, par value $.000001, 200,000,000 shares authorized, 1,800,000 shares issued and outstanding (1,800,000 – 2015)	2	2
Common stock class A, par value $.000001, 7,000,000 shares authorized, 1,600,000 shares issued and outstanding (6,400,000 – 2015)	1	6
Common stock class B, par value $.000001, 4,000,000,000 shares authorized, 987,934,483 shares issued and outstanding (1,093,876,626 – 2015)	988	1,094
Common stock class C, par value $.000001, 4,000,000,000 shares authorized, 4,800,000 shares issued and outstanding (nil – 2015)	5	–
Common stock class D, par value $.000001, 4,000,000,000 shares authorized, 48,000,000 shares outstanding (nil – 2015)	48	–
Additional paid in capital	5,581,929	5,595,967
Stock subscriptions receivable	(47,000)	(47,000)
Accumulated deficit	(21,850,223)	(14,058,501)
Total Stockholders ' Deficit	(16,314,250)	(8,508,432)
Total Liabilities and Stockholders ' Deficit	$ 41,023	$ 2,101

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

AMERI METRO, INC.
CONSOLIDATED STATEMENTS OF OPERATIONS

	Year ended July 31, 2016	Year ended July 31, 2015
OPERATING EXPENSES		
Professional fees	$ 843,418	$ 37,400
Directors fees	1,950,750	1,339,868
Depreciation	422	319
General & administrative	628,958	460,918
Officer payroll	4,354,536	3,390,308
TOTAL OPERATING EXPENSES	7,778,084	5,228,813
LOSS FROM OPERATIONS	(7,778,084)	(5,228,813)
OTHER INCOME (EXPENSE)		
Franchise tax recovery (expense)	–	(180,000)
Interest expense	(13,633)	(474)
Termination fee	(5)	(427)
TOTAL OTHER INCOME (EXPENSE)	(13,638)	(180,901)
NET LOSS	$ (7,791,722)	$ (5,409,714)
LOSS PER SHARE (BASIC AND DILUTED)	$ (0.01)	$ (0.01)
WEIGHTED AVERAGE COMMON SHARES OUTSTANDING (BASIC AND DILUTED)	1,060,109,184	1,016,009,671

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

AMERI METRO, INC.
CONSOLIDATED STATEMENT OF STOCKHOLDERS ' DEFICIT
FOR THE YEARS ENDED JULY 31, 2016 AND JULY 31, 2015

	Common Stock Class A		Common Stock Class B		Common Stock Class C		Common Stock Class D		Preferred Stock		Additional Paid in	Stock Subscription	Accumulated	
	Shares	Amount	Shares	Amount	Shares	Amount	Shares	Amount	Shares	Amount	Capital	Receivable	Deficit	Total
Balance, July 31, 2014	6,400,000	$ 6	934,526,724	$ 935	–	$ –	–	$ –	1,800,000	$ 2	$ 5,554,659	$ (47,000)	$ (8,648,787)	$ (3,140,185)
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)
Balance, July 31, 2015	6,400,000	$ 6	1,093,876,626	$ 1,094	–	$ –	–	$ –	1,800,000	$ 2	$ 5,595,967	$ (47,000)	$ (14,058,501)	$ (8,508,432)
Reclassification of Class B shares to Class D	–	–	(48,000,000)	(48)	–	–	48,000,000	48	–	–	–	–	–	–
Reclassification of Class A shares to Class C	(4,800,000)	(5)	–	–	4,800,000	5	–	–	–	–	–	–	–	–
Shares issues for partial stock-split	–	–	3,375,000	3	–	–	–	–	–	–	(3)	–	–	-
Shares reinstated as shares were cancelled in error in 2015	–	–	20,000	–	–	–	–	–	–	–	–	–	–	–
Shares issued for compensation	–	–	3,020,000	3	–	–	–	–	–	–	752	–	–	755
Shares cancelled	–	–	(64,357,143)	(64)	–	–	–	–	–	–	(15,156)	–	–	(15,220)
Stock-based compensation	–	–	–	–	–	–	–	–	–	–	369	–	–	369
Net loss	–	–	–	–	–	–	–	–	–	–	–	–	(7,791,722)	(7,791,722)
Balance, July 31, 2016	1,600,000	$ 1	987,934,483	$ 988	4,800,000	$ 5	48,000,000	$ 48	1,800,000	$ 2	$ 5,581,929	$ (47,000)	$ (21,850,223)	$ (16,314,250)

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

AMERI METRO, INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS

	Year ended July 31, 2016	Year ended July 31, 2015
CASH FLOWS FROM OPERATING ACTIVITIES		
Net loss	$ (7,791,722)	$ (5,409,714)
Adjustments to reconcile net loss to net cash used in operating activities:		
Issuance of stock for services	750	41,040
Issuance of stock for termination fees	5	427
Cancellation of stock issued for services	(15,220)	–
Depreciation expense	422	319
Stock-based compensation	369	–
Change in operating assets and liabilities:		
Prepaid expense and deposits	(10,118)	–
Accounts payable	796,636	171,478
Accrued expenses	6,615,417	5,149,951
Cash flows used in operating activities	(403,461)	(46,499)
CASH FLOWS FROM INVESTING ACTIVITIES		
Purchase of property and equipment	(2,066)	–
Cash flows used in investing activities	(2,066)	–
CASH FLOWS FROM FINANCING ACTIVITIES		
Bank indebtedness	(528)	528
Repayment of loan payable		(600)
Proceeds from related party loans	465,193	44,130
Repayment of related party loans	(32,778)	–
Due to related parties	800	250
Cash flows provided by financing activities	432,687	44,308
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	27,160	(2,191)
CASH AND CASH EQUIVALENTS, BEGINNING OF YEAR	–	2,191
CASH AND CASH EQUIVALENTS, END OF YEAR	$ 27,160	$ –
SUPPLEMENTAL CASH FLOW INFORMATION:		
Interest paid	$ –	$ –
Income taxes paid	$ –	$ –
SUPPLEMENTAL NON-CASH INVESTING AND FINANCING ACTIVITIES:		
Issuable common stock – Class B	$ –	$ 6

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

NOTE 1 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Nature of Business

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, 2016, the Company has a working capital deficiency of $16,319,435 and has accumulated losses of $21,850,223 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, 2016.

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, accounts payable, amounts due to related parties, 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. Office equipment has a useful life of five years.

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, 2016, 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. Due to a loss for the year ended July 31, 2016 the outstanding options are anti-dilutive. 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, 2016 and 2015:

	July 31, 2016	July 31, 2015
Office equipment	$ 3,663	$ 1,597
Less: accumulated depreciation	(1,418)	(996)
Property and equipment, net	$ 2,245	$ 601

Depreciation expense totaled $422 and $319 for the years ended July 31, 2016 and 2015, respectively.

NOTE 5 – DUE TO RELATED PARTIES

At July 31, 2016, the Company is indebted to three directors of the Company for $1,050 (2015 - $250) for expenditures incurred on behalf of the Company. The amount is unsecured, non-interest bearing and due on demand.

NOTE 6 – LOANS PAYABLE – RELATED PARTIES

As of July 31, 2016, $960,967 (2015 - $528,552) is due to the majority shareholder, of which $508,531 is unsecured, non-interest bearing and due on demand, $11,829 is past due with an interest rate of 3%, $57,767 is due December 31, 2016, with an interest at 3%, $95,600 is due on October 26, 2016, with an interest rate of 2%, $107,240 is due on March 1, 2017, with an interest rate of 7% and $180,000 is due on demand, with an interest rate of 4%. At July 31, 2016, accrued interest on these loans is $14,068 (2015 - $506).

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 April 30, 2015. The Company has repaid $2,597 as of July 31, 2016. At July 31, 2016, accrued interest on these loans is $277 (2015 - $206). At July 31, 2016, this loan is past due.

NOTE 8 – CAPITAL STOCK

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 per share and 200,000,000 (Two hundred million) shares of Preferred Stock having a par value of $.000001 per share.

Preferred Shares: 200,000,000 (Two hundred Million) par value $0.000001 per share. There are 1,800,000 shares of preferred stock outstanding at July 31, 2016.

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 1,600,000 post-split shares of Class A common stock outstanding at July 31, 2016.

Class " B " 4,000,000,000 (Four Billion Class " B " common shares) with voting and dividend rights, par value $0.000001 per share. There are 987,934,483 post-split shares of Class B common stock outstanding at July 31, 2016.

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 per share. The Company may issue these shares as it deems necessary, for the purposes including but not limited to: purchasing goods and services for the Company; 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 are 4,800,000 post-split shares of Class C common stock outstanding at July 31, 2016.

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 per share. 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 the Company; 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 are 48,000,000 post-split shares of Class D common stock outstanding at July 31, 2016.

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;

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;

F. 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.

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 99.71% 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 938,192,724, the shares issuable to effect a 4:1 split is 2,736,000. 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.

On August 3, 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.

On August 3, 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. The fair value of these shares is $5 and is recorded as termination fee.

On August 3, 2015, the Company reinstated 20,000 shares of Class B common stock that were rescinded in error in the fiscal year ended July 31, 2015.

On August 31, 2015, the Company issued 1,000,000 post-split shares of Class B common stock to a director of the Company pursuant to directorship agreement entered on August 4, 2015. The fair value of these shares is $250 and is recorded as directors ' fees.

On September 10, 2015, the Company issued 2,000,000 post-split shares of Class B common stock to two directors of the Company pursuant to two directorship agreements entered on August 4, 2015. The fair value of these shares is $500 and is recorded as directors ' fees.

On November 11, 2015, the Company rescinded 63,476,191 post-split 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.

On November 11, 2015, the Company rescinded 880,952 post-split shares of Class B common stock that had previously been issued for services as the consultant did not fully perform on the original contract.

NOTE 9 – STOCK OPTIONS

On March 8, 2016, the Company adopted a stock option plan named 2016 Equity Incentive Plan, the purpose of which is to help the Company secure and retain the services of employees, directors and consultants, provide incentives to exert maximum efforts for the success of the Company and any affiliate and provide a means by which the eligible recipients may benefit from increases in value of the common stock.

On March 8, 2016, the Company granted 8,000,000 stock options to 4 officers and directors of the Company, exercisable at $42 per share and expire on March 8, 2026. The 8,000,000 options vest according to the following schedule: 3,200,000 options vest immediately and 800,000 vest annually for the next 6 years. The weighted average grant date fair value of stock options granted during the year ended July 31, 2016 was $0.00009. During the year ended July 31, 2016, the Company recorded stock-based compensation of $369 (2015 - $nil), as officer payroll on the consolidated statement of operations.

A summary of the Company ' s stock option activity is as follow:

	Number of Options	Weighted Average Exercise Price $	Weighted Average Remaining Contractual Term	Aggregate Intrinsic Value $
Outstanding, July 31, 2014 and 2015	–	–		
Granted	8,000,000	42.00		
Outstanding, July 31, 2016	8,000,000	42.00	9.61	–

The fair value of each option granted was estimated on the date of grant using the Black-Scholes option pricing model with the following weighted average assumptions:

	Year Ended July 31, 2016	Year Ended July 31, 2015
Expected dividend yield	0%	–
Expected volatility	150%	–
Expected life (in years)	10	–
Risk-free interest rate	1.83%	–

A summary of the status of the Company ' s non-vested stock options as of July 31, 2016, and changes during the year period ended July 31, 2016, is presented below:

Non-vested options	Number of Options	Weighted Average Grant Date Fair Value $
Non-vested at July 31, 2014 and 2015	–	–
Granted	8,000,000	0.00009
Vested	(3,200,000)	0.00009
Non-vested at July 31, 2016	4,800,000	0.00009

At July 31, 2016, there was $374 of unrecognized compensation costs related to non-vested stock-based compensation arrangements granted under the Plan. There was $nil intrinsic value associated with the outstanding stock options at

July 31, 2016.

NOTE 10 – INCOME TAXES

For the year ended July 31, 2016, 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, 2016, and 2015, the cumulative net operating loss carry-forward from operations is approximately $21,786,000 and $13,995,000; 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:

	July 31, 2016	July 31, 2015
Deferred tax asset attributable to:		
Net operating loss carryover	$ 7,407,300	$ 4,758,300
Valuation allowance	(7,407,300)	(4,758,300)
Net deferred tax asset	$ --	$ --

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.

NOTE 11 – 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 " 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. On November 11, 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 his 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. On March 17, 2016, the term of the agreement was extended to July 31, 2021.

The Company entered into an employment agreement with the Chief Financial Officer (the " CFO ") with an effective date of August 4, 2015. The term of the employment agreement is 3 years, with an annual base salary of $350,000. On March 17, 2016, the term of the agreement was extended to July 31, 2021 and the annual base salary was increased to $500,000.

The Company entered into an employment agreement with the Chief Operating Officer (the " COO ") with an effective date of August 4, 2015. The term of the employment agreement is 3 years, with an annual base salary of $375,000. On March 17, 2016, the term of the agreement was extended to July 31, 2021 and the annual base salary was increased to $500,000.

The Company entered into an employment agreement with the Chief General Counsel with an effective date of August 4, 2015. The term of the employment agreement is 3 years, with an annual base salary of $500,000. On March 17, 2016, the term of the agreement was extended to July 31, 2021.

The Company entered into eleven directorship agreements with eleven directors of the Company with an effective date of August 1, 2015. The initial term of the directorship agreements is one year, with an annual base salary of $150,000. Each of the eleven directors is also entitled to 1,000,000 post-split shares of Class B common stock. On August 31, 2015 and September 10, 2015, the Company issued 1,000,000 post-split shares and 2,000,000 post-split shares of Class B common stock to the three directors, respectively. On March 17, 2016, the term of the agreements was extended to July 31, 2021.

NOTE 11 – COMMITMENTS AND CONTINGENCIES (CONTINUED)

Operating Lease

On April 30, 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 which commenced on November 1, 2015, calls for monthly rent payments of $1,440. 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, 2016, no stock has been issued in payment of rent.

Master Consulting Agreement

On March 20, 2016, the Company entered into a Master Consulting Agreement with Global Infrastructure Finance & Development Authority, Inc. (" GIF&DA "), a division of Hi Speed Rail Facilities, Inc. Hi Speed Rail Facilities, Inc. is a non-profit entity organized and established by the Founder of the Company. GIF&DA has or is about to secure all necessary approvals by certain Joint Resolutions enacted by the federal and state(s) governmental agencies Legislature for the construction of a project consisting of financing, construction and operation of Hi Speed Rail Passenger, Freight, Air, Sea, Ground, Other Transportation Projects and other Parallel and Ancillary Infrastructure Projects.

Pursuant to the Agreement, the Company was appointed as the agent and representative of GIF&DA to facilitate GIF&DA in securing the first and future phases of financing the project and the construction of the project. The Company shall receive 1.5% the face amount of each master trust indenture (bond indenture) in consideration for arranging financing and developing the sponsorship mechanism of the project. The term of the Agreement shall continue until the completion of the project. At July 31, 2016, the Company has not secured any financing for GIF&DA.

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 2,736,000 of Class B common stock in connection with this stock split.

NOTE 12 – SUBSEQUENT EVENTS

On August 4, 2016 the Company issued 129,104 common shares to correct the amount of shares issued to a shareholder as a result of the forward stock split.

On August 8, 2016, Company entered into a Material Definitive Agreement for construction (" Construction Agreement ") with Port De Claudius, Inc. (" PDC "). Pursuant to the Construction Agreement, the Company shall perform all tasks and actions required to develop and construct the Port Trajan Pa. commercial properties (the " Project ") and 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 the Project. Pursuant to the Construction Agreement, the specifications, designs, construction standards, subcontractor agreements, insurance requirements, hiring and employment policies and similar items shall be developed by the Company, subject to approval by PDC. The Company shall assure that the Project is constructed according to specifications and requirements imposed by the Pennsylvania Department of Transportation (PADOT) and the Federal Highway Administration. The Company shall supervise all phases of the construction of the Project, and it shall be responsible to PDC for all acts or omissions of its employees, subcontractors, agents, consultants and other parties under its control. The Company shall be responsible for assuring that the construction of the Project is performed in a good and workmanlike manner and in accordance with the highest standards of care for the industry.

The Project consists of two phases, phase one closing to take place on or before September 16, 2016 (" Phase One ") and phase two to take place on or before August 31, 2017. Phase One consists of land purchase and onsite /off site improvement and its estimated cost, for both phases, is Two Billion Dollars ($2,000,000,000), at cost plus forty percent (40%), plus two percent (2%) for the increase in inflation regardless of the cost to the Company to perform the required services. In no event will the profit to the Company from the amount paid by PDC be less than Eight Hundred Million Dollars ($800,000,000). A mobilization fee of $2,729,514 shall be due and payable by PDC to the Company upon the closing of Bond funding for Phase One.

NOTE 12 – SUBSEQUENT EVENTS (CONTINUED)

On September 11, 2016, the Company entered into an agreement of sale and or assignment of assets in Phase One (the " Sale Agreement ") with Jewel's Real-Estate 10-86 Master LLLP (the " Seller "), Global Infrastructure Finance & Development Authority, Inc., division of Hi Speed Rail Facilities Inc. (the " Financier "), PDC, and HSRF Statutory Trust as Trustee (the "Trustee"), as dictated by the Construction Agreement. The Sale Agreement was thereafter amended on September 13, 2016, in order to change the closing date of the transaction to October 14, 2016. Pursuant to the Sale Agreement, the Company and the Seller shall sell and assign all rights, title and interest in and to any contractual agreements to PDC on completion of Phase One, as governed by the Construction Agreement. The cost of Phase One is $950,000,000. The net Phase One revenue to the Company is $66,719,514

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On September 27, 2016, Company filed an 8K report in relation to the above transaction.

NOTE 12 – SUBSEQUENT EVENTS

The following discussion is contingent on subsequent financing being obtained.

On August 8, 2016, Company entered into a Material Definitive Agreement for construction (" Construction Agreement ") with Port De Claudius, Inc. (" PDC "). Pursuant to the Construction Agreement, the Company shall perform all tasks and actions required to develop and construct the Port Trajan Pa. commercial properties (the " Project ") and 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 the Project. Pursuant to the Construction Agreement, the specifications, designs, construction standards, subcontractor agreements, insurance requirements, hiring and employment policies and similar items shall be developed by the Company, subject to approval by PDC. The Company shall assure that the Project is constructed according to specifications and requirements imposed by the Pennsylvania Department of Transportation (PADOT) and the Federal Highway Administration. The Company shall supervise all phases of the construction of the Project, and it shall be responsible to PDC for all acts or omissions of its employees, subcontractors, agents, consultants and other parties under its control. The Company shall be responsible for assuring that the construction of the Project is performed in a good and workmanlike manner and in accordance with the highest standards of care for the industry.

The Project consists of two phases, phase one closing to take place on or before September 21, 2016 (" Phase One ") and phase two to take place on or before August 31, 2017. Phase One consists of land purchase and onsite /off site improvement and its estimated cost, for both phases, is Two Billion Dollars ($2,000,000 ,000), at cost plus forty percent (40%), plus two percent (2%) for the increase in inflation regardless of the cost to the Company to perform the required services. In no event will the profit to the Company from the amount paid by PDC be less than Eight Hundred Million Dollars ($800,000,000). A mobilization fee of $2,729,514 shall be due and payable by PDC to the Company upon the closing of Bond funding for Phase One.

On September 11, 2016, the Company entered into an agreement of sale and or assignment of assets in Phase One (the " Sale Agreement ") with Jewel's Real-Estate 10-86 Master LLLP (the " Seller "), Global Infrastructure Finance & Development Authority, Inc., division of Hi Speed Rail Facilities Inc. (the " Financier "), PDC, and HSRF Statutory Trust as Trustee (the "Trustee"), as dictated by the Construction Agreement. The Sale Agreement was thereafter amended on September 13, 2016, in order to change the closing date of the transaction to October 14, 2016. Pursuant to the Sale Agreement, the Company and the Seller shall sell and assign all rights, title and interest in and to any contractual agreements to PDC on completion of Phase One, as governed by the Construction Agreement. The cost of Phase One is $950,000,000. The net Phase One revenue to the Company is $66,719,514.

On September 21, 2016, the closing of the transaction took place.

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 financial 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, the CFO believes 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 operations of the Company. The Company has hired outside professionals 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 financial officer conducted an evaluation of the effectiveness of the Company ' s internal control over financial reporting as of July 31, 2016, 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, 2016, 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	55	Director, President	2-Oct-14
Steve Trout	58	Director, Secretary/Treasurer	12-Jun-12
Shahjahan C. Mathias	50	Director	12-Jun-12
Donald E. (" Nick ") Williams, Jr.	58	Director	12-Jun-12
Keith A. Doyle	56	Director	12-Jun-12
Robert Todd Reynold	55	Director	29-May-14
Suhail Matthias	57	Director	1-Sep-12
James Kingsborough	57	Director	19-May-14
J. Harold Hatchett III	55	Director, CFO	4-Aug-15
Ron Silberstein	59	Director, COO	4-Aug-15
John Thompson	70	Director, General Counsel	4-Aug-15
Robert Choiniere	61	Director (Independent)	19-Oct-16
Bryan Elicker	55	Director (Independent)	19-Oct-16
Joseph Hackett	61	Director (Independent)	19-Oct-16

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 Penndel 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, and 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 is Division 7 Roof Spec. Currently he is a partner in Division 7 Roof Spec and Exterior Building Solutions LLC. They are manufacturer ' s 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.

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 Ross School of Business.

Honorable Judge John W. Thompson, General Counsel and a director. Mr. Thompson is a judge on 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.

Robert Choiniere, CFP®, President of Audit Committee. Mr. Choiniere is a Certified Financial Planner Professional®. In 2005 he founded and is President of an independent Registered Investment Advisor firm headquartered in Pennsylvania. Previously he was Director of Planning for a national transportation engineering firm, specializing in project planning and financial feasibility for major transportation projects. Mr. Choiniere is a NAPFA-Registered Financial Advisor, is a member of the National Association of Tax Professionals, and a 1978 graduate of Florida Institute of Technology.

Bryan Elicker spent 30+ years in the funeral supply industry beginning in the factory at York Casket Company in York, PA. He eventually became a principal of York Casket ' s biggest distributor – a multi-location, York, PA – based company servicing the entire Northeastern part of the United States. Bryan now holds the position of Chief Operating Officer at BAPS Auto Paint & Supply based in York, PA. BAPS is a family-owned, regional distributor of PPG & 3M products servicing the auto collision industry with locations from Virginia to Massachusetts. BAPS won the highly prestigious and coveted PPG Platinum Distributor of the Year Award in 2015 which is given to the premiere PPG distributor in the United States.

Joseph Hackett, Joe created managed and supervised several private banking groups as the organizations he worked with expanded their markets. Given Joe's 20 plus year commercial middle market lending background he focused initially on lending as a way to quick profitability then moved to the investment and planning aspects deepening the relationships and the accompanying profitability.

The planning process resulted in the identification of several new revenue sources as Joe looked for ways to bring unique ideas to their clients. These included angel investing, enterprise risk captives, and structured sales of client business and real estate holdings. These tax deferral strategies represented up to a 20% increase in investment dollars to be managed.

Joe continues to grow the planning and investment focus through his company AIM Advisors.

None of the officers or directors of the Company has been a convicted in a criminal proceeding or named in a pending criminal proceeding.

Committees and Terms

The Board of Directors (the " Board ") established an audit committee on October 19, 2016, to be effected November 1st 2016 consisting of three of its independent directors. 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 they have four independent directors.

Corporate Governance

The Company has recently enacted an audit committee consisting of its three new independent directors of the board of directors. The Company ' s board of directors consists of fifteen directors including three independent directors. The Company ' s audit committee consists of its three independent directors. At such time that the Company has a larger board of directors and commences activities, the Company will propose creating additional committees of its board of directors.

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 executive officer has received cash compensation 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 cash 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 is now accruing compensation to its other key executive officers, including its Chief Financial Officer, Chief Operating Officer, and Chief Legal Counsel compensation equal to $500,000 per annum plus stock awards. The Company will pay its officers their accrued salary at such time, if ever when it successfully launches its IPO. The Company issues to certain 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 accrues compensation to its directors at $150,000 per annum, except certain independent directors which may receive compensation up to $120,000 per annum.

Name and Title	Year	Salary	Bonus	Stock awards #	Stock awards $	Option awards	No equity Incentive plan compensation	Nonqualified compensation earnings	All Other compensation	Total
Shah Mathias (1)	2014	$1,200,000	$0	6,400,000(1)	$1,600	$0	$0	$0		$1,201,600
Founder	2015	$1,200,000	$0	88,000,000 (2)	$22,000	$0	$0	$0	$0	$1,222,000
	2016	$1,200,000	$0			$0	$0	$0	$0	$1,200,000
Debra Mathias	2014	$1,200,000	$0	1,000,000		$0	$0	$0	$150,000	$1,350,000
Chairman, CEO	2015	$1,200,000	$0	4,000,000 (3)	$1,000	$0	$0	$0	$150,000	$1,351,000
	2016	$1,200,000	$0	0	$0	$0	$0	$0	$150,000	$1,351,000
James Becker	2014	$0	$0			$0	$0	$0	$30,000	$30,000
President and Director	2015	$290,308	$0	-0-	$0	$0	$0	$0	$124,418	$414,726
	2016	$350,000	$0	-0-	$0	$0	$0	$0	$150,000	$500,000
Naresh Mirchandani										
former CFO	2014		$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	2014		$0			$0	$0	$0	$150,000	$150,000
Secretary/Treasurer	2015	$350,000	$0	-0-	$0	$0	$0	$0	$150,000	$500,000
and Director	2016	$350,000	$0	-0-	$0	$0	$0	$0	$150,000	$500,000
Shahjahan Mathias	2014		$0			$0	$0	$0	$150,000	$150,000
Vice Chairman ,	2015	$0	$0	-0-	$0	$0	$0	$0	$150,000	$150,000
and Director	2016	$0	$0	-0-	$0	$0	$0	$0	$150,000	$150,000
Donald Williams	2014		$0			$0	$0	$0	$120,000	$150,000
Independent Director	2015		$0	4,400,000 (3)		$0	$0	$0	$120,000	$150,000
	2016	$0	$0	-0-	$0	$0	$0	$0	$120,000	$150,000
Keith Doyle,	2014		$0			$0	$0	$0	$150,000	$150,000
Director	2015	$0	$0	-0-	$0	$0	$0	$0	$150,000	$150,000
	2016	$0	$0	-0-	$0	$0	$0	$0	$150,000	$150,000
Suhail Matthias,	2014		$0			$0	$0	$0	$150,000	$150,000
Director	2015	$0	$0	4,440,000	$0	$0	$0	$0	$150,000	$150,000
	2016	$0	$0	-0-	$0	$0	$0	$0	$150,000	$150,000
R. Todd Reynold,	2014	$41,014	$0			$0	$0	$0	$150,000	$191,014
Director	2015	$60,000	$0	4,000,000(3)	$1,000	$0	$0	$0	$150,000	$211,000
	2016	$268,333	$0		$0	$0	$0	$0	$150,000	$418,333
James Kingsborough	2014	$0	$0	-0-		$0	$0	$0	$150,000	$150,000
Director	2015	$0	$0	4,000,000(3)	$1,000	$0	$0	$0	$150,000	$150,000
	2016	$0	$0	-0-	$0	$0	$0	$0	$150,000	$150,000
Ian Whelan	2015	$0	$0	1,000,000(5)	$250	$0	$0	$0	$12,500	$12,750
Former Director										
Ronald Silberstein	2016	$421,789	$0	1,000,000(5)	$250	$0	$0	$0	$150,000	$572,039
Director										
J Harold Hatchett III	2016	$406,284	$0	1,000,000(5)	$250	$0	$0	$0	$150,000	$556,534
Director										
John Thompson	2016	$500,000	$0	1,000,000(5)	$250	$0	$0	$0	$150,000	$650,250
Director										

(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 Mirchandani was issued 60,000,000 post-split share of Class B common stock as signing bonus " pursuant to his employment agreement. On November 11, 2015, the 60,000,000 shares were cancelled as he did not fully perform his duties pursuant to the agreement.

(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.

Name and Position	Shares Owned Before Offering	Percent of Class	Shares Owned After Offering (2)	Percent of Class
Shah Mathias, Founder	989,200,000	94.90%	928,400,000	89.10%
James Becker, Director, President	4,400,000	*	4,400,000	*
Steve Trout, Director, Secretary; Treasurer	4,500,000	*	4,500,000	*
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	*
Todd Reynold	4,086,000	*	4,086,000	*
Suhail Matthias, Director	4,440,000	*	4,440,000	*
Ronald Silberstein	1,000,000	*	1,000,000	*
J. Harold Hatchett III	1,000,000	*	1,000,000	*

John Thompson	1,000,000	*	1,000,000	*

(1) Based on 1,042,334,483 shares of common stock outstanding.
(2)Assumes all shares offered by the beneficial owners and management are sold.
(3) * Denotes less than 1% ownership

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.

Related Companies

The Founder of the Company, Shah Mathias, has organized and established three nonprofit corporations and is a facilitator of a forth nonprofit (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)
4) Global Transportation Infrastructure Development and Finance Authority

*with the exception of 1) Alabama Toll Facilities, Inc. (ATFI)

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 significant operations or revenues. Mr. Mathias (as sole officer, president and CEO of each of these companies) has executed contracts between several of these companies and the Company. The ARMT 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 firms of Weinberg & Baer LLC and Malone Bailey LLP 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-15	31-Jul-16
Malone Bailey LLP	$ 10,900	$ 0
Weinberg & Baer LLC	$ 7,500	$11,000

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, 2016 and 2015.

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)
10.12 Intended use of Master Trust Indentures (filed with the Form 8-K May 12, 2016)
10.13 Economic Impact Surface Transportation (filed with the Form 8-K May 12, 2016)
10.13 Alabama House Joint Resolution H. J. R. 459 & H. J. R. 456 (filed with the Form 8-K May 12, 2016)
10.14 Government Resolutions (filed with the Form 8-K May 12, 2016)
10.15 Market Conditions for Bond Portfolio (filed with the Form 8-K May 12, 2016)
10.16 Ameri Metro Inc. Pipeline TEMS Report (filed with the Form 8-K May 12, 2016)
10.17 Appalachian Regional Commission Corridor Documents (filed with the Form 8-K May 12, 2016)
10.18 HSR Passenger Services Inc. for Florida-Alabama TPO Indenture (filed with the Form 8-K May 12, 2016)
10.19 ATFI 2016 Documents (filed with the Form 8-K May 12, 2016)
10.20 Mobil Trade Corridor (filed with the Form 8-K May 12, 2016)
10.21 Atlantic Energy and Utilities Documents (filed with the Form 8-K May 12, 2016)
10.22 High Speed Rail Facilities Inc. Master Trust Indenture Documents (filed with the Form 8-K May 12, 2016)
10.23 HSR Freight and Passenger for Port Freeport Brazoria Texas Documents (filed with the Form 8-K May 12, 2016)
10.24 High Speed Rail Facilities Provider Inc. Master Trust Indenture Documents (filed with the Form 8-K May 12, 2016)
10.25 Port Ostia Air Cargo Documents (filed with the Form 8-K May 12, 2016)
10.26 Portus De Jewel Mexico Documents (filed with the Form 8-K May 12, 2016)
10.27 KSJM International Airport Documents (filed with the Form 8-K May 12, 2016)
10.28 HSR Freight Line Inc Phil. Regional Port Authority Documents (filed with the Form 8-K May 12, 2016)
10.29 HSR Freight Line Inc. Documents (filed with the Form 8-K May 12, 2016)

10.30 HSR Passenger Services, Inc. Documents (filed with the Form 8-K May 12, 2016)
10.31 HSR Technologies Documents (filed with the Form 8-K May 12, 2016)
10.32 Malibu Homes Inc. Documents (filed with the Form 8-K May 12, 2016)
10.33 Platinum Media Inc Documents (filed with the Form 8-K May 12, 2016)
10.34 Port of De Claudius Inc Documents (filed with the Form 8-K May 12, 2016)
10.35 Lord Chauffeurs LTD Documents (filed with the Form 8-K May 12, 2016)
10.36 Michigan COAST-TO-COAST PASSENGER RAIL Documents (filed with the Form 8-K/A May 12, 2016)
10.37 New York Washington HS Rail Corridor Documents (filed with the Form 8-K/A May 12, 2016)
10.38 Port of Ostia Inc. Ann Charles International Cargo Airport Brazoria Tx Indentures Documents (filed with the Form 8-K/A May 12, 2016)
10.39 Texas International Trade Corridor Documents (filed with the Form 8-K/A May 12, 2016)
10.40 Ameri Metro AMGTI Overview Report (filed with the Form 8-K/A May 12, 2016)
10.41 Land Purchase Agreement (filed with the Form 8-K/A May 12, 2016)
10.42 Master Consulting Agreement (filed with the Form 8-K/A May 12, 2016)
10.43 Master Trustee Agreement (filed with the Form 8-K/A May 12, 2016)
10.44 Virginia Crescent Line (filed with the Form 8-K/A May 12, 2016)
23.1 *Consent of Accountants
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 14, 2016 By: J. Harold Hatchett III
Chief Financial Officer
(Executive Officer)

ursuant 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

Debra Mathias
Director
November 14, 2016

James Becker
Director
November 14, 2016

Shahjahan C. Mathias
Director
November 14, 2016

Donald E. ("Nick") Williams, Jr.
Director
November 14, 2016

Suhail Matthias
Director
November 14, 2016

Steve Trout
Director
November 14, 2016

Robert Todd Reynold
Director
November 14, 2016

Keith A. Doyle
Director
November 14, 2016

James Kingsborough
Director
November 14, 2016

Harold Hatchett III
Director
November 14, 2016

Ronald Silberstein
Director

November 14, 2016

John Thompson
Director
November 14, 2016

Exhibit 31.1

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, 2016 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 14, 2016

By: *<u>/s/ Debra Mathias</u>*
Debra Mathias
Chief Executive Officer
(Principal Executive Officer)

Exhibit 31.2

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

I, J. Harold Hatchett, III, certify that:

1. I have reviewed this annual report on Form 10-K for the year ended July 31, 2016 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 14, 2016

By: *<u>/s/ J. Harold Hatchett, III</u>*
J. Harold Hatchett, III
Chief Financial Officer, co-Chief Administrative Officer & Director

EXHIBIT 32.1

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, 2016 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 14, 2016

By: *<u>/s/ Debra Mathias</u>*
Debra Mathias
Chief Executive Officer
(Principal Executive Officer)

EXHIBIT 32.2

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, 2016 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 14, 2016

By: *<u>/s/ J. Harold Hatchett, III</u>*
J. Harold Hatchett, III
Chief Financial Officer, co-Chief Administrative Officer & Director