



# Protext Mobility, Inc.

OTCPK: TXTM

## *Annual Report*

*For the periods ending December 31, 2016 and December 31, 2015*

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**Item I - The exact name of the issuer.**

Protext Mobility, Inc. (hereinafter referred to as “we”, “us”, or “our” or “issuer”).  
Name used by predecessor entities in the past 5 years: none

**Item II - The address of the issuer’s principal executive offices.**

2255 Glades Road, #324A and #319A  
Boca Raton, Florida  
Phone: (435)881-3611  
Email: [info@Protex-tm.co](mailto:info@Protex-tm.co)  
Website: [www.Protex-tm.co](http://www.Protex-tm.co)

**Item III - Jurisdiction and date of the incorporation.**

The Company was incorporated on September 5, 2001 in the state of Delaware.

**Item IV- Security Information**

Common Stock - Cusip # 74371E204  
Trading symbol: TXTM  
I.R.S. Employer Identification No. 11-3621755

Preferred Stock – We have four classes of preferred stock, designated Series A through D

List Any restrictions on the transfer of security: None

Describe any trading suspension orders issued by the SEC in the past 12 months: None

List any stock split, stock dividend, recapitalization, merger, acquisition, spin-off, or reorganization either currently anticipated or that occurred within the past 12 months: None.

Acquisition: Yes. Plandai Biotechnology South Africa (Pty) Ltd.

**Item V - Par or stated value and description of the security.**

Common Stock

Par value \$0.00001

Our common shares have no associated dividend or pre-emptive rights. Common shares have one vote per share on all shareholder matters. There are no other material rights of the common stockholders. There are no provisions in our charter or bylaws that would delay or prevent a change in control.

Preferred Stock

Series A – Par value \$0.001, 100,000 shares authorized.

As a class, the Series A Preferred can convert into that number of common shares equal to 20% of the post-conversion issued and outstanding shares of common stock. Individual shares of Series A Preferred may convert into that pro-rata number of common shares equal to 1/100,000 of the total shares issuable to the entire class. The Series A Preferred has rights voting rights equal to that number of common shares into which the class is convertible on all shareholder matters. The Series A Preferred has no associated dividend or pre-emptive rights. There are no other material rights of the Series A Preferred stockholders.

Series B – Par value \$0.0001, 1,000,000 shares authorized.

Each share of Series B Preferred has voting rights equal to two votes on all shareholder matters. The Series B Preferred Stock converts to common stock on a 100:1. There are no other material rights of the Series B Preferred stockholders.

Series C – Par value \$0.001, 10,000,000 shares authorized.

Each share of Series C Preferred has voting rights equal to 200 votes on all shareholder matters. The Series C Preferred has no associated dividend or pre-emptive rights. There are no other material rights of the Series C Preferred stockholders.

Series D – Par value \$0.001, 100,000 shares authorized.

As a class, the Series D Preferred can convert into that number of common shares equal to 75% of the post-conversion issued and outstanding shares of common stock. Individual shares of Series D Preferred may convert into that pro-rata number of common shares equal to 1/100,000 of the total shares issuable to the entire class. The Series D Preferred has rights voting rights equal to that number of common shares into which the class is convertible on all shareholder matters. The Series D Preferred has no associated dividend or pre-emptive rights. There are no other material rights of the Series D Preferred stockholders.

**Item VI - The number of shares or total amount of the securities outstanding for each class of securities authorized.**

In answering this item, provide the information below for each class of securities authorized. Please provide this information (i) as of the end of the issuer's most recent fiscal quarter and (ii) as of the end of the issuer's last two fiscal years.

Date	Class or Series	# Shares Authorized	# Shares Outstanding	Shares in the Float	Beneficial Shareholders	Shareholders of Record
12/31/2016	Common	10,000,000,000	1,946,690,324	1,716,220,028	-	151
	Series A	100,000	79,450	-	-	3

	Series B	1,000,000	504,003	-	-	1
	Series C	10,000,000	2,675,000	-	-	1
	Series D	100,000	100,000	-	-	1
12/31/2015	Common	10,000,000,000	1,724,690,324	1,716,220,028		36
	Series A	100,000	-	-	-	-
	Series B	1,000,000	550,055	-	-	4
	Series C	10,000,000	9,000,000	-	-	2
	Series D	100,000	-	-	-	-

**Item VII- Name and Address of Transfer Agent**

Transfer Agent:

ClearTrust, LLC

16540 Pointe Village Dr, Ste 210

Lutz, FL 33558

Phone: 813.235.4490

www.ClearTrustOnline.com

Our transfer agent is registered under the Exchange Act, and is regulated by the Securities and Exchange Commission.

**Item: VIII - Nature of the business**

Protext Mobility Inc. was incorporated in the State of Delaware on September 5, 2001 under the name SearchHelp, Inc. and completed its initial public offering on July 23, 2003. During the fiscal year ended December 31, 2008, the Company acquired 100% of the stock of EchoMetrix, Inc, which then became a wholly owned subsidiary, and in May of 2009 the Company filed a Certificate of Ownership and Merger with the State of Delaware pursuant to which EchoMetrix was merged with and into the Company, and the Company's corporate name was changed to EchoMetrix, Inc. In December 2010, filed a Certificate of Ownership and Merger with the state of Delaware pursuant to which the Company's then wholly owned subsidiary, Protext Mobility, Inc., was merged with and into the Company, and the Company's corporate name was changed to Protext Mobility, Inc.

On December 31, 2016, the Company acquired Plandaí Biotechnology South Africa (Pty) Ltd. (Plandaí), a South African company headquartered in the Mpumalanga province of South Africa through a share exchange agreement. Under the terms of acquisition, the Company issued 100,000 shares of Series D Preferred Stock in exchange for all of the issued and outstanding shares of Plandaí. The Series D Preferred have the right to convert into 75% of the post-conversion issued and outstanding common stock of the Company. The Series D Preferred have voting rights equal to the number of shares issuable on conversion on all shareholder matters.

As a result of the transaction with Plandaí, the shareholders of Plandaí became the control entity, having voting and conversion rights equal to 75%. While Plandaí is a legal subsidiary of the Company, Plandaí elected to become the successor issuer to the Company for accounting and reporting purposes.

The Company at no time in its history has been a shell. There has never been a filing in bankruptcy, receivership The issuer is not now nor has it ever been a shell company. There is no pending or threatened legal action. There have not been any defaults on any notes, loans, leases or other obligations. The company's stock has never been delisted by any securities exchange or by the OTC Bulletin Board. Since inception, there has been no forward splits of the company's stock, stock dividend, recapitalization,

reorganization, or spin off. On February 5<sup>th</sup>, 2014, the Company completed a 1 for 800 reverse stock split. The company has been in continuous operations since inception.

#### Business Description:

The issuer's primary and secondary SIC codes:

Primary Code: 2833  
Secondary Code: 2834

Following the Share Exchange Agreement completed December 31, 2016, the Company's operations became those of Plandaí Biotechnology South Africa (Pty) Ltd. Plandaí was formed in 2014 and focuses on the development of pharmaceutical applications for botanical drugs and has the worldwide exclusive license to develop Phytofare® in botanical drug applications. Phytofare® is a highly bioavailable extract produced from live green tea leaves that has been clinically proven in double-blind human trials to have ten-times greater bioavailability over generic extract. The Company plans to commence human clinical trials to determine the effectiveness of using Phytofare® catechin complex in regulating insulin levels in Type II Diabetes patients.

#### **Item IX - The nature of products or services offered**

##### ***Products***

The Company focuses on the development of pharmaceutical applications for botanical drugs and has the worldwide exclusive license to develop Phytofare® in botanical drug applications. Phytofare® is a highly bioavailable extract produced from live green tea leaves that has been clinically proven in double-blind human trials to have ten-times greater bioavailability over generic extract. The Company plans to commence human clinical trials to determine the effectiveness of using Phytofare® catechin complex in regulating insulin levels in Type II Diabetes patients.

##### ***Marketing***

Following successful clinical trials, the Company will produce a finished product, expected to consist of a gel-cap or twin-capsule containing Phytofare® and/or Phytofare® mixed with other ingredients. We anticipate that these capsules will be marketed through various distributors to retail manufacturers for private label products.

The benefit of conducting human clinical trials is that, if successful, the Company can then apply for "claims" from the FDA and other international oversight agencies respecting the use of our products for treating one or more conditions or diseases. The types of claims that can be sought and awarded vary country-by-country; however, the awarding of claims enables the Company to market the product for specific applications rather than simply for "general wellness." This creates a significant competitive advantage over generic extracts and other branded ingredients. Our marketing efforts will, to a large degree, be dictated by the nature of claims awarded and will be largely country-specific.

In addition to the use of distributors, we may employ direct sales representatives in certain areas, participate in trade shows, and purchase media spots where appropriate. Direct-to-consumer sales are not part of the initial marketing strategy owing to the high cost associated with marketing a single product to consumers and buying and stocking retail space.

## **Item X - Facilities.**

The Company presently leases executive offices at 2255 Glades Road, Suites 324A and 319A, Boca Raton, Florida under a 12-month contract. We also lease approximately 2,500 square feet of business space located at 9 Palm Street, White River 1240, Mpumalanga, South Africa, which houses administrative and executive management personnel. This space is leased under a five-year term with an option to purchase. Management believes that these facilities are adequate for operations for the coming twelve months.

## **Item XI - The name of the chief executive officer, members of the board of directors, as well as control persons**

### **A. Officers and Directors**

Roger Baylis-Duffield

Chief Executive Officer and Director

Compensation: \$90,000 per year

Person Named above does not own any shares of the Company.

Mr. Duffield has a significant background in the development and management of start-ups, private and public companies, in the United States, Europe and South Africa. Currently, Mr. Duffield serves as CEO of Protext Mobility as well as Chairman of Plandai Biotechnology Inc., a USA public company with operations in South Africa. He also serves as the non-executive chairman of the Dunn Roman group of companies. In 2002, Mr. Duffield cofounded the Plandai group of companies, which is now comprised of considerable interests in biopharmaceuticals in South Africa, including the 7500 acre Senteeko green tea estate. He has an extensive background with published scientific research and development of Plandai sciences and bioavailable botanical extracts through the actions of cavitation and sonoluminescence relating with live plant materials and emulsions. The Plandai science platform involves contributions from numerous academic institutions and research laboratories.

Mr. Duffield was awarded in 1997 an Honorary Nuclear Doctorate by the Russian Academy of Natural Sciences and a further Honorary Doctorate in Material Sciences by the European Natural Sciences. In 2001 the Foundation for International Services, California granted recognition of a BSc qualification in Chemical Engineering. During the period 1990 through 2002 Mr. Duffield both founded and managed two USA public companies involved with new sciences relating to hydrocarbons, emulsions and fuel cells supported through powder metallurgy. Extensive published research has been undertaken with numerous academic institutions through the world, including USA, Europe, Russia, Siberia and South Africa. Mr. Duffield also has an extensive background in the farming of sub-tropical fruits and green tea when he owned and operated farms in South Africa.

David Lewis

Director

Compensation: N/A

Person named above owns 49,500 shares of Series A Preferred stock.

### **B. Legal/Disciplinary History.**

None of our officers or directors have been the subject of a conviction in a criminal proceeding or named as a defendant in a pending criminal proceeding (excluding traffic violations and other minor offenses); the entry of an order, judgment, or decree, not subsequently reversed, suspended or vacated, by a court of competent jurisdiction that permanently or temporarily enjoined, barred, suspended or otherwise limited such person's involvement in any type of business, securities, commodities, or banking activities; a finding or judgment by a court of competent jurisdiction (in a civil action), the Securities and Exchange Commission, the Commodity Futures Trading Commission, or a state securities regulator of a violation of federal or state securities or commodities law, which finding or judgment has not been reversed, suspended, or vacated; the entry of an order by a self-regulatory organization that permanently or temporarily barred, suspended or otherwise limited such person's involvement in any type of business or securities activities.

**C. Disclosure of Family Relationships.**

There are no family relationships among and between our directors, officers or beneficial owners of more than five percent (5%) of the any class of our equity securities.

**D. Disclosure of Related Party Transactions.**

There are no related party transactions.

**E. Disclosure of Conflicts of Interest.**

We are unaware of any conflicts of interest with any of our officers, directors of owners of more than five percent of our equity securities.

**Item XII - Financial information for the issuer's most recent fiscal period.**

Financial Statements incorporated by reference:

**Protext Mobility, Inc.**  
**Financial Statements**  
**December 31, 2016 and December 31, 2015**  
**(Unaudited)**

**PROTEXT MOBILITY, INC.**  
**BALANCE SHEETS**  
**As of December 31, 2016 and 2015**  
**(Unaudited)**

	December 31,	
	<u>2016</u>	<u>2015</u>
<b>ASSETS</b>		
Fixed Assets		
License Agreement	\$ 2,100,000	\$ 2,100,000
Capitalized Software Development	433,395	433,395
Total Fixed Assets	<u>2,533,395</u>	<u>2,533,395</u>
<b>TOTAL ASSETS</b>	<u><b>\$ 2,533,395</b></u>	<u><b>\$ 2,533,395</b></u>
<b>LIABILITIES &amp; EQUITY</b>		
Current Liabilities		
Accounts Payable and Accrued Expenses	\$ 255,170	\$ 255,170
Accrued Salary	\$ 77,500	\$ 17,500
Convertible Notes Payable	689,383	689,383
Payable to Related Party	485,800	255,400
Other Notes Payable	380,640	380,640
Total Current Liabilities	<u>1,888,493</u>	<u>1,598,093</u>
Total Liabilities	1,888,493	1,598,093
Equity		
Common Stock, 10,000,000,000 shares par value \$0.0001 authorized, 1,946,690,324 and 0 issued and outstanding as of December 31, 2016 and 2015	194,689	-
Additional Paid-in Capital	985,658	1,174,047
Preferred Stock-Series A 100,000 par value \$0.001 shares authorized, 79,450 and 0 shares issued and outstanding as of December 31, 2016 and 2015	79	-
Preferred Stock-Series B 1,000,000 par value \$0.0001 shares authorized, 46,052 and 550,055 shares issued and outstanding as of December 31, 2016 and 2015	1	55
Preferred Stock - Series C 9,000,000 par value \$0.001 shares authorized, 2,675,000 and 9,000,000 issued and outstanding as of December 31, 2016 and 2015	2,675	9,000
Preferred Stock - Series D 100,000 par value \$0.001 shares authorized, 100,000 and 0 shares issued and outstanding as of December 31, 2016 and 2015	100	100
Retained Deficit	(538,300)	(247,900)
Total Equity	<u>644,902</u>	<u>935,302</u>
<b>TOTAL LIABILITIES &amp; EQUITY</b>	<u><b>\$ 2,533,395</b></u>	<u><b>\$ 2,533,395</b></u>

**The Accompanying Notes are an Integral Part of These Consolidated Financial Statements**

**PROTEXT MOBILITY, INC.**  
**INCOME STATEMENTS**  
**For the Years Ended**  
**December 31, 2016 and 2015**  
**(Unaudited)**

	<b>For the Year Ended</b>	
	<b>December 31</b>	<b>December 31</b>
	<b>2016</b>	<b>2015</b>
Expenses		
Payroll	\$ 150,000	\$ 107,500
Consulting	120,000	120,000
Rent Expense	20,400	20,400
Total Expense	<u>290,400</u>	<u>247,900</u>
Net Ordinary Loss	<u>(290,400)</u>	<u>(247,900)</u>
Net Loss	<u><u>\$ (290,400)</u></u>	<u><u>\$ (247,900)</u></u>

**The Accompanying Notes are an Integral Part of These Consolidated Financial Statement**



**PROTEXT MOBILITY, INC.**  
**STATEMENTS OF EQUITY**  
**For the Years Ended**  
**December 31, 2016 and 2015**  
**(Unaudited)**

	<u>Shares Outstanding</u>	<u>Common Stock</u>	<u>Series A Preferred</u>	<u>Series B Preferred</u>	<u>Series C Preferred</u>	<u>Series D Preferred</u>	<u>Paid In Capital</u>	<u>Retained Earnings</u>	<u>Total</u>
Balance at December 31, 2014	-	-	-	55	9,000	100	1,174,047	-	1,183,202
Net Loss for Year Ended December 31, 2015	-	-	-	-	-	-	-	(247,900)	(247,900)
Balance at December 31, 2015	-	-	-	55	9,000	100	1,174,047	(247,900)	935,302
Shares Issued on Share Exchange	1,946,690,324	194,669	100	(55)	(6,325)	-	(188,389)	-	-
Net Loss for Year Ended December 31, 2016	-	-	-	-	-	-	-	(290,400)	(290,400)
	<u>1,946,690,324</u>	<u>194,669</u>	<u>100</u>	<u>-</u>	<u>2,675</u>	<u>100</u>	<u>985,658</u>	<u>(538,300)</u>	<u>644,902</u>

**The Accompanying Notes are an Integral Part of These Consolidated Financial Statements**

**PROTEXT MOBILITY, INC.**  
**STATEMENTS OF CASH FLOWS**  
**For the Years Ended**  
**December 31, 2016 and 2015**  
**(Unaudited)**

	<b>Year Ended</b>	
	<b>December 31, 2016</b>	<b>December 31, 2015</b>
	<hr/>	<hr/>
Cash Used in Operations:		
Net loss	\$ (290,400)	\$ (247,900)
Non-cash Adjustments to operating accounts:		
Increase in accrued salaries	60,000	17,500
Increase in related party payables	230,400	230,400
	<hr/>	<hr/>
Net cash from operating activities	-	-
	<hr/>	<hr/>
Net Change in Cash Flow	-	-
Cash at beginning of period	-	-
Cash at end of period	<u>\$ -</u>	<u>\$ -</u>
	<hr/> <hr/>	<hr/> <hr/>
Supplemental Cash Flow Information:		
Cash Paid for -		
Interst	\$ -	\$ -
Taxes	\$ -	\$ -

**The Accompanying Notes are an Integral Part of These Consolidated Financial Statements**

**PROTEXT MOBILITY, INC.**  
**NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS**  
**December 31, 2016 and 2015**

**NOTE 1 - DESCRIPTION OF BUSINESS AND GOING CONCERN**

ProText Mobility Inc. (the "Company") was incorporated in the State of Delaware on September 5, 2001 under the name SearchHelp, Inc. and completed its initial public offering on July 23, 2003. During the fiscal year ended December 31, 2008, the Company acquired 100% of the stock of EchoMetrix, Inc, which then became a wholly owned subsidiary, and in May of 2009 the Company filed a Certificate of Ownership and Merger with the State of Delaware pursuant to which EchoMetrix was merged with and into the Company, and the Company's corporate name was changed to EchoMetrix, Inc. In December 2010, filed a Certificate of Ownership and Merger with the state of Delaware pursuant to which the Company's then wholly owned subsidiary, ProText Mobility, Inc., was merged with and into the Company, and the Company's corporate name was changed to Protext Mobility, Inc.

On December 31, 2016, the Company acquired Plandaí Biotechnology South Africa (Pty) Ltd. (Plandaí), a South African company headquartered in the Mpumalanga province of South Africa through a share exchange agreement. Plandaí was formed in 2014 and focuses on the development of pharmaceutical applications for botanical drugs and has the worldwide exclusive license to develop Phytofare® in botanical drug applications. Phytofare® is a highly bioavailable extract produced from live green tea leaves that has been clinically proven in double-blind human trials to have ten-times greater bioavailability over generic extract. The Company plans to commence human clinical trials to determine the effectiveness of using Phytofare® catechin complex in regulating insulin levels in Type II Diabetes patients. Under the terms of acquisition, the Company issued 100,000 shares of Series D Preferred Stock in exchange for all of the issued and outstanding shares of Plandaí. The Series D Preferred have the right to convert into 75% of the post-conversion issued and outstanding common stock of the Company. The Series D Preferred have voting rights equal to the number of shares issuable on conversion on all shareholder matters.

As a result of the transaction with Plandaí, the shareholders of Plandaí became the control entity, having voting and conversion rights equal to 75%. While Plandaí is a legal subsidiary of the Company, Plandaí elected to become the successor issuer to the Company for accounting and reporting purposes. Accordingly, the accompanying financial statements represent the results of operations of Plandaí Biotechnology South Africa exclusive of those of ProText Mobility. The balance sheet contains the consolidated assets and liabilities of both entities for all periods presented while the retained deficit is that of Plandaí exclusively. The shares of common stock of ProText Mobility outstanding as of the acquisition date are shown as issued as of the acquisition date while the shares issued to acquire Plandaí are shown as outstanding for all periods presented.

The consolidated balance sheets presented as of December 31, 2016 and 2015 have been prepared pursuant to Generally Accepted Accounting Principles (GAAP). Certain information and footnote disclosures normally included in the annual financial statements prepared in accordance with accounting principles generally accepted in the United States of America, have been omitted pursuant to accepted rules and regulations for smaller reporting companies, but we believe that the disclosures are adequate to make the information presented not misleading. In the opinion of management, all adjustments, consisting of normal, recurring adjustments and disclosures necessary for a fair presentation of these statements have been included. All intercompany transactions have been eliminated in consolidation.

The accompanying unaudited consolidated financial statements have been prepared assuming that the Company will continue as a going concern. To date, the Company has generated minimal revenue and has a history of net losses. These circumstances raise substantial doubt about the Company's ability to continue as a going concern. The unaudited consolidated financial statements do not include any adjustments that might result from the outcome of this uncertainty. Management's efforts have been directed towards the development and implementation of a plan to generate sufficient revenues to cover all of its present and future costs and expenses.

If the Company does not generate sufficient revenues from the sales of its products in an amount necessary to meet its cash needs, the Company will need additional financing to continue to operate. There are no assurances that the

Company can continue to successfully raise additional financing. If the Company fails to raise additional financing, it might have to file for reorganization under bankruptcy laws to satisfy its outstanding liabilities.

## **NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES:**

### Basis of Presentation

The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States. Accordingly, they do not include all of the information and footnotes required by accounting principles generally accepted in the United States for complete financial statements. In the opinion of management, all adjustments consisting of a normal and recurring nature considered necessary for a fair presentation have been included.

### Use of Estimates

The preparation of financial statements in accordance with U.S. generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of net revenue and expenses in the reporting period. We regularly evaluate our estimates and assumptions related to the useful life and recoverability of long-lived assets, stock-based compensation and deferred income tax asset valuation allowances. We base our estimates and assumptions on current facts, historical experience and various other factors that we believe to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities and the accrual of costs and expenses that are not readily apparent from other sources. The actual results experienced by us may differ materially and adversely from our estimates. To the extent there are material differences between our estimates and the actual results, our future results of operations will be affected.

### Cash and Cash Equivalents

The Company considers all highly liquid instruments with original maturities of three months or less when acquired, to be cash equivalents.

### Income Taxes

The Company accounts for income taxes under the provisions issued by the FASB which requires recognition of deferred tax liabilities and assets for the expected future tax consequences of events that have been included in the consolidated financial statements or tax returns. Under this method, deferred tax liabilities and assets are determined based on the difference between the financial statement and tax bases of assets and liabilities using enacted tax rates in effect for the year in which the differences are expected to reverse. The Company computes tax asset benefits for net operating losses carried forward. The potential benefit of net operating losses has not been recognized in these financial statements because the Company cannot be assured it is more likely than not it will utilize the net operating losses carried forward in future years.

### Loss Per Common Share

The Company reports net loss per share in accordance with provisions of the FASB. The provisions require dual presentation of basic and diluted loss per share. Basic net loss per share excludes the impact of common stock equivalents. Diluted net loss per share utilizes the average market price per share when applying the treasury stock method in determining common stock equivalents. As of December 31, 2016 and 2015 there were no dilutive common stock equivalents outstanding.

### Fair Value of Financial Instruments

Pursuant to ASC No. 820, "Fair Value Measurements and Disclosures", the Company is required to estimate the fair value of all financial instruments included on its balance sheet as of December 31, 2016 and 2015. The Company's financial instruments consist of cash and derivative liabilities. The Company considers the carrying value of such

amounts in the financial statements to approximate their fair value due to the short-term nature of these financial instruments.

The Company adopted ASC No. 820-10 (ASC 820-10), Fair Value Measurements. ASC 820-10 relates to financial assets and financial liabilities. ASC 820-10 defines fair value, establishes a framework for measuring fair value in accounting principles generally accepted in the United States of America (GAAP), and expands disclosures about fair value measurements. The provisions of this standard apply to other accounting pronouncements that require or permit fair value measurements and are to be applied prospectively with limited exceptions.

ASC 820-10 defines fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. This standard is now the single source in GAAP for the definition of fair value, except for the fair value of leased property as defined in SFAS 13. ASC 820-10 establishes a fair value hierarchy that distinguishes between (1) market participant assumptions developed based on market data obtained from independent sources (observable inputs) and (2) an entity's own assumptions, about market participant assumptions, that are developed based on the best information available in the circumstances (unobservable inputs). The fair value hierarchy consists of three broad levels, which gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3). The three levels of the fair value hierarchy under ASC 820-10 are described below:

- Level 1 Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities.
- Level 2 Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly, including quoted prices for similar assets or liabilities in active markets; quoted prices for identical or similar assets or liabilities in markets that are not active; inputs other than quoted prices that are observable for the asset or liability (e.g., interest rates); and inputs that are derived principally from or corroborated by observable market data by correlation or other means.
- Level 3 Inputs that are both significant to the fair value measurement and unobservable. These inputs rely on management's own assumptions about the assumptions that market participants would use in pricing the asset or liability. (The unobservable inputs are developed based on the best information available in the circumstances and July include the Company's own data.)

The following presents the Company's fair value hierarchy for those assets and liabilities measured at fair value on a non-recurring basis as of December 31, 2016 and 2015:

December 31, 2016:

	<b>Level 1</b>	<b>Level 2</b>	<b>Level 3</b>	<b>Total</b>
	\$ -	\$ -	\$ -	\$ -
Total	\$ -	\$ -	\$ -	\$ -

December 31, 2015:

	<b>Level 1</b>	<b>Level 2</b>	<b>Level 3</b>	<b>Total</b>
	\$ -	\$ -	\$ -	\$ -
Total	\$ -	\$ -	\$ -	\$ -

#### Derivative Financial Instruments

Fair value accounting requires bifurcation of embedded derivative instruments such as conversion features in convertible debt or equity instruments, and measurement of their fair value for accounting purposes. In determining the appropriate fair value, the Company uses the Black-Scholes option-pricing model. In assessing the convertible debt instruments, management determines if the convertible debt host instrument is conventional convertible debt and further if there is a beneficial conversion feature requiring measurement. If the instrument is not considered conventional convertible debt, the Company will continue its evaluation process of these instruments as derivative financial instruments.

Once determined, derivative liabilities are adjusted to reflect fair value at each reporting period end, with any increase or decrease in the fair value being recorded in results of operations as an adjustment to fair value of derivatives. In addition, the fair value of freestanding derivative instruments such as warrants, are also valued using the Black-Scholes option-pricing model.

As of December 31, 2016 and 2015, the fair value of the embedded derivative instruments was not considered material.

#### Recently Issued Accounting Standards

In August 2015, FASB issued ASU No. 2015-14, "Revenue from Contracts with Customers (Topic 606): Deferral of the Effective Date" defers the effective date ASU No. 2014-09 for all entities by one year. Public business entities, certain not-for-profit entities, and certain employee benefit plans should apply the guidance in Update 2014-09 to annual reporting periods beginning after December 15, 2017, including interim reporting periods within that reporting period. Earlier application is permitted only as of annual reporting periods beginning after December 15, 2016, including interim reporting periods within that reporting period. All other entities should apply the guidance in Update 2014-09 to annual reporting periods beginning after December 15, 2018, and interim reporting periods within annual reporting periods beginning after December 15, 2019. All other entities may apply the guidance in ASU No. 2014-09 earlier as of an annual reporting period beginning after December 15, 2016, including interim reporting periods within that reporting period. All other entities also may apply the guidance in Update 2014-09 earlier as of an annual reporting period beginning after December 15, 2016, and interim reporting periods within annual reporting periods beginning one year after the annual reporting period in which the entity first applies the guidance in ASU No. 2014-09. We are currently reviewing the provisions of this ASU to determine if there will be any impact on our results of operations, cash flows or financial condition.

All other newly issued accounting pronouncements but not yet effective have been deemed either immaterial or not applicable.

#### Research and Development Costs

Costs incurred in the research and development during the preliminary project stage are expensed as incurred. Costs specifically attributable to clinical trials are capitalized and amortized over the expected life of the product.

Prior to 2015, the Company capitalized a total of \$433,395 associated with software development by ProText Mobility. The Company is evaluating this asset for potential impairment.

#### **NOTE 3 – PAYABLE TO RELATED PARTIES**

Payables to related parties includes operational costs of \$230,400 paid by the Company's majority shareholder, Planda Biotechnology, Inc. on behalf of the Company during each of the years ended December 31, 2016 and 2015, for a total of \$460,800 as of December 31, 2016. It is anticipated that these costs will be reimbursed once the Company achieves profitable operations.

The Company had senior secured convertible notes payable to one of its directors, amounting to \$25,000 at December 31, 2016, December 31, 2015 and December 31, 2014. This class of notes bears interest at 10% and is convertible at the lesser of 60% of the weighted-average price for the 5-day immediately prior to the conversion or the lowest conversion price of the 120-day period prior to conversion, but no less than the par value. As of

December 31, 2016, all accrued interest was forgiven and the parties agreed to suspend the accumulation of interest until July 1, 2017. The notes are currently due.

#### **NOTE 4 - CONVERTIBLE NOTES PAYABLE**

In prior years, the Company issued convertible notes payable to various individuals and funds, of which \$597,383 remain issued and outstanding. As of December 31, 2016, the Company had negotiated with most of the convertible debt holders to eliminate all accrued interest and penalties and place a moratorium on future interest payments and conversions for a period of at least six months. Future conversions will not involve any discount off the then-trading price of the common stock. As a result, the derivative liability associated with these notes was deemed immaterial and all discounts and derivative liabilities were eliminated.

The Company had senior secured convertible notes payable to the father of one of the directors amounting to \$92,000 at December 31, 2016, December 31, 2015 and December 31, 2014. This class of notes bears interest at 10% and is convertible at the lesser of 60% of the weighted-average price for the 5-day immediately prior to the conversion or the lowest conversion price of the 120-day period prior to conversion, but no less than the par value. As of December 31, 2016, all accrued interest was forgiven and the parties agreed to suspend the accumulation of interest until July 1, 2017. The notes are currently due.

#### **NOTE 5 – OTHER NOTES PAYABLE**

In prior years, the Company issued several notes payable of which \$380,640, including accrued interest, remain payable as of December 31, 2016, and 2015. These notes are current due and payable and earn interest at the rate of 10% per annum. The Company has the option of converting these notes into common stock at a discount of 35% off the trading price on the date of conversion.

#### **NOTE 6 - EQUITY TRANSACTIONS**

##### Common Stock

The Company has authorized 10 billion shares of common stock, par value \$0.0001, of which 1,946,690,324 shares were issued and outstanding as of December 31, 2016. During the years ended December 31, 2016 and 2015, a total of 222,000,000 and 344,917,800 shares of common stock were issued, respectively, on the conversion of debt of \$8,595 and \$16,546, respectively. As these shares were issued prior to the share exchange on December 31, 2016, they have been treated as issued as part of the transaction in accordance with US GAAP.

##### Series A Preferred

The Company has 100,000 shares of Series A Preferred stock, par value \$0.001, authorized of which 79,450 shares were issued on December 31<sup>st</sup>, 2016 in exchange of 504,300 shares of Series B Preferred, previously issued. Of this amount, 10,000, 19,950 and 49,500 Series A were issued to Rock Island, Richard Grossfeld and David Lewis respectively, in exchange for 411,899, 46,052 and 46,052 Series B previously issued and held by each party respectively. The Series A Preferred has conversion rights equal to 20% of the post-conversion issued and outstanding shares of common stock and voting rights equivalent to the total shares issuable on conversion.

##### Series B Preferred

The Company previously issued 550,055 shares of Series B Preferred stock for cash consideration of \$4,825,000. On December 31, 2016, the Company exchanged 504,003 shares of Series B Preferred stock into 79,450 shares of Series A Preferred, leaving 46,052 shares of Series B Preferred stock outstanding. The Series B Preferred has voting rights equal to two votes per share on all shareholder matters and has a preference on dividend payments.

##### Series C Preferred

The Company has authorized 9,000,000 shares of Series C Preferred stock, par value \$0.001, of which 9,000,000 and 2,675,000 shares were issued and outstanding as of December 31, 2016 and 2015. On December 31, 2016, the holder of 6,325,000 shares of Series C Preferred returned the shares for cancellation in connection with the share exchange with Plandaf. The Series C have voting rights equal to 200 votes per share on all shareholder matters.

#### Series D Preferred

On December 31, 2016, the Company issued 100,000 shares of Series D Preferred stock to acquire 100% of the issued and outstanding capital stock of Plandaí Biotechnology South Africa (Pty) Ltd. There are 100,000 shares of Series D Preferred stock, par value \$0.001, of which 100,000 and 0 were outstanding as of December 31, 2016 and 2015, respectively. The Series D Preferred stock has conversion rights equal to 75% of the post-conversion common stock and voting rights equivalent to the number of shares issuable on conversion.

#### **NOTE 7- SUBSEQUENT EVENTS**

The Company reviewed transactions subsequent to December 31, 2016 and noted no material events.

#### **Item XIV - Beneficial Owners.**

Plandaí Biotechnology, Inc. <sup>(1)</sup> 17 Hanover Square London, England	Series D Preferred	100,000	100%
Steve Berman <sup>(2)</sup>	Series C Preferred	2,675,000	100%
Jay Safier <sup>(2)</sup>	Series B Preferred	46,052	100%
Rock Island Capital <sup>(2)</sup>	Series A Preferred	10,000	10%
Richard Grossfeld <sup>(2)</sup>	Series A Preferred	19,950	19.95%
David Lewis <sup>(2)</sup>	Series A Preferred	49,500	49.50%

<sup>(1)</sup> Plandaí Biotechnology, Inc., is majority controlled by Moor Holdings, a private trust of which Roger Baylis-Duffield and his wife are the primary beneficiaries. Mr. Baylis-Duffield is the Chairman and Chief Executive Officer of Plandaí Biotechnology, a Nevada Corporation. His address is 9 Palm Street, White River 1240, Mpumalanda, South Africa.

<sup>(2)</sup> The address for these listed individuals is 2255 Glades Road, Suite 324A, Boca Raton, Florida.

#### **Item XV - The name address, telephone number, and email address of each of the following outside providers.**

1. Counsel: Mailander Law Office, Inc.  
835 5<sup>th</sup> Avenue, Suite 312  
San Diego, CA 92101  
(619)239-9034
2. Accountant or Auditor: HE Merrill Advisory  
1651 North 400 East, #614  
North Logan, UT 84341  
(435)881-3611



## **Item XVI. – Management’s Discussion and Analysis or Plan of Operation.**

### **A. Plan of Operation**

Over the coming fiscal year, the company will employ an aggressive strategy for implementing its business plan. The initial focus will be on completing a clinical trial to determine the effectiveness of controlling blood sugar and glucose levels in diabetic and pre-diabetic individuals. This trial is expected to commence in the first half of 2017 and conclude before the end of the year.

Should the clinical trial prove successful, the Company will file for the right to claim medical benefit in its marketing and promotional materials. These claims, such as a structure function claim, would allow companies selling our products to consumers to advertise, promote and claim on the packaging that consuming Phytofare® has a specific, proven medicinal benefit to consumers.

As various claims are approved by the different regulatory bodies, the Company will commence selling and marketing its products throughout the world under the approved claims. The initial strategy will be to sell a pre-formulated capsule to various finished product manufacturers for their private label applications. We anticipate entering the market with product by the end of calendar 2017 or the first quarter of 2018.

The Company is able to source its raw materials (Phytofare®) from its majority shareholder, Plandaí Biotechnology, Inc. (“Plandaí”). Plandaí controls an 8,000-acre tea estate in Mpumalanga, South Africa, and a 100,000ft<sup>2</sup> manufacturing facility located on-site. We have a minimum guarantee supply agreement as well as secured a worldwide exclusive license from Plandaí to develop and sell Phytofare® extracts for pharmaceutical applications and have supply agreements in place to ensure quantity and price needs are met.

### **B. Management’s Discussion and Analysis of Financial Condition and Results of Operations**

The Company did not generate any revenues during the years ended December 31, 2016 or 2015 and no significant revenues are expected for 2017. Following the initial product launch, we anticipate sales commencing late in 2017.

Operating Expenses for all periods presented consisted primarily of salary and wages for our President and lead researcher, Mr. Baylis-Duffield of \$90,000 per year, and consulting expenses of \$60,000 per year. In addition, the company incurred rent expense of \$1,700 per month (\$20,400 annually) associated with office and laboratory space in Mpumalanga, South Africa. We anticipate expenses increasing significantly in 2017 as we commence clinical trials, including research costs, travel, and administrative costs.

### **C. Off-Balance Sheet Arrangements.**

We do not have any off-balance sheet arrangements.

## **Part E – Issuance History**

### **Item XVII - List of securities offerings and shares issued for services in the past two years.**

List below any events in chronological order that resulted in changes in total shares outstanding by the issuer in the past two fiscal years and any interim period. The list shall include all offerings of equity securities, including debt convertible into equity securities, whether private or public, and all shares or

any other securities or options to acquire such securities issued for services, describing (1) the securities, (2) the persons or entities to whom such securities were issued and (3) the services provided by such persons or entities.

During 2015, the Company issued 344,917,800 restricted common shares upon conversion of convertible notes and associated interest of \$16,545.89

During 2016 the Company issued 222,000,000 restricted common shares to settle certain of the Company's convertible debt and associated interest of \$8,595.

On December 31, 2016, the Company issued 79,450 shares of Series A Preferred on the exchange of 504,003 shares of Series B Preferred. Simultaneously, we issued 100,000 shares of Series D Preferred in exchange for all of the outstanding capital of Plandaí Biotechnology South Africa (Pty) Ltd.

## **Part F – Exhibits**

### **Item XVIII - Material Contracts.**

License Agreement with Plandaí Biotechnology, Inc.

### **Item XIX - Articles of Incorporation and Bylaws**

The Company's Articles of Incorporation and Bylaws, as amended, are filed herewith.

### **Item XX - Purchase of Equity Securities by the Issuer and Affiliated Purchasers**

There has been no purchase of Equity Securities by the Issuer or Affiliates

### **Item XXI - Issuer Certification**

I, Roger Baylis-Duffield, certify that:

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

Dated 2/1/17

Date: /s/ Roger Baylis-Duffield  
Roger Baylis-Duffield  
/S/ Roger Baylis-Duffield  
Chief Executive Officer