

PF HOSPITALITY GROUP, INC.
(f.k.a. Kalahari Greentech, Inc.)
CONDENSED BALANCE SHEETS
(unaudited)

	June 30, 2015	September 30, 2014
ASSETS		
Current assets:		
Cash	\$ -	\$ -
Total current assets	<u>-</u>	<u>-</u>
Total assets	<u>\$ -</u>	<u>\$ -</u>
LIABILITIES AND STOCKHOLDERS' DEFICIT		
Current liabilities:		
Accounts payable and accrued liabilities	\$ 96,259	\$ 80,617
Related party advances	96,185	49,232
Note payable	421,498	421,498
Convertible notes	<u>65,600</u>	<u>65,600</u>
Total current liabilities	679,542	616,947
Stockholders' deficit:		
Preferred stock, par value \$0.001, 20,000,000 shares authorized, none issued and outstanding	-	-
Common stock; par value \$0.001, 500,000,000 and 2,000,000,000 shares authorized as of June 30, 2015 and September 30, 2014; 99,802 shares issued and outstanding as of June 30, 2015 and September 30, 2014	100	100
Additional paid in capital	9,024,048	9,024,048
Accumulated deficit	<u>(9,703,690)</u>	<u>(9,641,095)</u>
Total stockholders' deficit	(679,542)	(616,947)
Total liabilities and stockholders' deficit	<u>\$ -</u>	<u>\$ -</u>

The accompanying notes are an integral part of these financial statements

PF HOSPITALITY GROUP, INC.
(f.k.a. Kalahari Greentech, Inc.)
CONDENSED STATEMENTS OF OPERATIONS
(unaudited)

	Three months ended March 31,		Nine months ended June 30,	
	<u>2015</u>	<u>2014</u>	<u>2015</u>	<u>2014</u>
REVENUE:				
Sales	\$ -	\$ -	\$ -	\$ -
Cost of sales	-	-	-	-
Gross profit	-	-	-	-
OPERATING EXPENSES:				
Selling, general and administrative	29,208	18,000	53,763	74,084
Total operating expenses	29,208	18,000	53,763	74,084
Net loss from operations	(29,208)	(18,000)	(53,763)	(74,084)
Other income (expense):				
Interest expense	(2,944)	(2,986)	(8,832)	(18,548)
Net loss before income taxes	(32,152)	(20,986)	(62,595)	(92,632)
Provision of income taxes	-	-	-	-
NET LOSS	<u>(32,152)</u>	<u>(20,986)</u>	<u>(62,595)</u>	<u>(92,632)</u>
Loss per common share, basic and diluted				
	<u>\$ (0.32)</u>	<u>\$ (0.21)</u>	<u>\$ (0.63)</u>	<u>\$ (0.90)</u>
Weighted average number of common shares, basic and diluted				
	<u>99,802</u>	<u>99,802</u>	<u>99,802</u>	<u>102,508</u>

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PF HOSPITALITY GROUP, INC.		
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CONDENSED STATEMENTS OF CASH FLOWS		
(unaudited)		
	Nine months ended June 30,	
	2015	2014
OPERATING ACTIVITIES:		
Net loss	\$ (62,595)	\$ (92,632)
Adjustments to reconcile net loss to net cash used in operating activities:		
Amortization of debt discounts in connection with convertible notes	-	10,194
Common stock issued to acquire mine leases	-	18,075
Expenses paid on Company's behalf by related parties	46,953	-
Change in operating assets and liabilities:		
Accounts payable and accrued expenses	15,642	62,354
Net cash used in operating activities	-	(2,009)
INVESTING ACTIVITIES:		
	-	-
FINANCING ACTIVITIES:		
Proceeds from issuance of convertible notes payable	-	2,000
Net cash provided by financing activities	-	2,000
Net (decrease) increase in cash and cash equivalents	-	(9)
Cash and cash equivalents, beginning of the period	-	9
Cash and cash equivalents, end of period	<u>\$ -</u>	<u>\$ -</u>
SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION:		
Interest paid	<u>\$ -</u>	<u>\$ -</u>
Taxes paid	<u>\$ -</u>	<u>\$ -</u>
Non-cash investing and financing activities:		
Common stock returned for goodwill cancellation	<u>\$ -</u>	<u>\$ 89,425</u>
Beneficial conversion feature	<u>\$ -</u>	<u>\$ 2,000</u>
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PF HOSPITALITY GROUP, INC.
(f.k.a. Kalahari Greentech, Inc.)
NOTES TO THE FINANCIAL STATEMENTS
NINE MONTHS ENDED JUNE 30, 2015 AND 2014
(unaudited)

NOTE 1 – SUMMARY OF ACCOUNTING POLICIES

A summary of the significant accounting policies applied in the preparation of the accompanying unaudited condensed consolidated financial statements follows.

Business and Basis of Presentation

PF Hospitality Group, Inc. (the “Company,” “we,” “our,” “us”), was incorporated in the State of Nevada on April 5, 2005. On October 26, 2007, the Company merged with NextGen Bioscience, Inc., a company incorporated under the laws of the State of Nevada, changing its name to Kalahari Greentech, Inc (“Kalahari Greentech, Inc.-Subsidiary”) On May 26, 2015, the Company again changed its name to PF Hospitality Group, Inc.

For accounting purposes, PF Hospitality Group, Inc. - Subsidiary was the surviving entity. The transaction was accounted for as a recapitalization of PF Hospitality Group, Inc. - Subsidiary pursuant to which PF Hospitality Group, Inc. - Subsidiary was treated as the surviving and continuing entity although the Company is the legal acquirer rather than a reverse acquisition. Accordingly, the Company’s historical financial statements are those of PF Hospitality Group, Inc. - Subsidiary immediately following the consummation of the reverse merger. Also, going forward the business operations of PF Hospitality Group, Inc. - Subsidiary will become the Company’s principal business operations.

Interim Financial Statements

The unaudited condensed interim financial statements of the Company have been prepared in accordance with accounting principles generally accepted in the United States (“GAAP”) for interim financial information and the instructions to Form 10-Q and Rule 8-03 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by GAAP for complete financial statements. In the opinion of management, all adjustments (consisting of normal recurring accruals) considered necessary for a fair presentation have been included.

Operating results for the nine months ended June 30, 2015 are not necessarily indicative of results that may be expected for the year ending September 30, 2015. These condensed consolidated financial statements should be read in conjunction with the unaudited financial statements and notes thereto for the year ended September 30, 2014.

Going Concern

The accompanying unaudited condensed financial statements have been prepared in conformity with accounting principles generally accepted in the United States of America, which contemplate continuation of the Company as a going concern. However, the Company has reported net losses of \$62,595 and \$92,632 for the nine months ended June 30, 2015 and 2014, respectively, accumulated deficit of \$9,703,690 and total current liabilities in excess of current assets of \$679,542 as of June 30, 2015.

The Company no revenue from operations and will be dependent on funds raise to satisfy its ongoing capital requirements for at least the next 12 months. The Company will require additional financing in order to execute its operating plan and continue as a going concern. The Company cannot predict whether this additional financing will be in the form of equity or debt, or be in another form. The Company may not be able to obtain the necessary additional capital on a timely basis, on acceptable terms, or at all.

In any of these events, the Company may be unable to implement its current plans for expansion or respond to competitive pressures, any of these circumstances would have a material adverse effect on its business, prospects, financial condition and results of operations.

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The unaudited condensed financial statements do not include any adjustments relating to the recoverability of assets and classification of assets and liabilities that might be necessary should the Company be unable to continue as a going concern.

Revenue Recognition

The Company recognizes revenue on four basic criteria that must be met before revenue can be recognized: (1) persuasive evidence of an arrangement exists; (2) delivery has occurred or services have been rendered; (3) the fee is fixed or determinable; and (4) collectability is reasonably assured. Determination of criteria (3) and (4) are based on management's judgments regarding the fixed nature of the fee charged for services rendered and products delivered and the collectability of those fees. Revenue is generally recognized upon shipment.

Costs of revenue

Cost of revenue includes raw materials, component parts, and shipping supplies. Shipping and handling costs are not a significant portion of the cost of revenue.

Use of Estimates

The preparation of consolidated financial statements in conformity with 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 revenue and expenses during the reporting period. Actual results could differ from those estimates.

Cash and Cash Equivalents

For purposes of the statements of cash flows, cash includes demand deposits, saving accounts and money market accounts. The Company considers all highly liquid debt instruments with maturities of three months or less when purchased to be cash equivalents.

Fair Value of Financial Instruments

Our short-term financial instruments, including cash, other assets and accounts payable and accrued expenses consist primarily of instruments without extended maturities, the fair value of which, based on management's estimates, reasonably approximate their book value. The fair value of our notes and advances payable is based on management estimates and reasonably approximates their book value based on their current maturity.

Impairment of long lived assets

The Company has adopted Accounting Standards Codification subtopic 360-10, Property, Plant and Equipment ("ASC 360-10"). ASC 360-10 requires that long-lived assets and certain identifiable intangibles held and used by the Company be reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. Events relating to recoverability may include significant unfavorable changes in business conditions, recurring losses, or a forecasted inability to achieve break-even operating results over an extended period.

The Company evaluates the recoverability of long-lived assets based upon forecasted undiscounted cash flows. Should impairment in value be indicated, the carrying value of intangible assets will be adjusted, based on estimates of future discounted cash flows resulting from the use and ultimate disposition of the asset. ASC 360-10 also requires assets to be disposed of is reported at the lower of the carrying amount or the fair value less costs to sell.

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Net loss per Common Share

The Company computes net loss per share under Accounting Standards Codification subtopic 260-10, Earnings Per Share (“ASC 260-10”). Basic net loss per common share is computed by dividing net loss by the weighted average number of shares of common stock. Diluted net loss per share is computed using the weighted average number of common and common stock equivalent shares outstanding during the period. Both of which are adjusted to give effect to the 2,000-for-1 reverse stock split, which was effected on May 26, 2015 (see Note 5). There is no effect on diluted loss per share since the common stock equivalents are anti-dilutive for the three and nine months ended June 30, 2015 and 2014. Dilutive common stock equivalents consist of shares issuable upon conversion of convertible notes. Fully diluted shares for the three months ended June 30, 2015 and 2014 were 179,852 and 183,289, respectively; and 179,852 and 182,739 for the nine months ended June 30, 2015 and 2014, respectively.

Income taxes

Income tax provisions or benefits for interim periods are computed based on the Company’s estimated annual effective tax rate. Based on the Company’s historical losses and its expectation of continuation of losses for the foreseeable future, the Company has determined that it is more likely than not that deferred tax assets will not be realized and, accordingly, has provided a full valuation allowance. As the Company anticipates or anticipated that its net deferred tax assets at September 30, 2015 and 2014 would be fully offset by a valuation allowance, there is no federal or state income tax benefit for the periods ended June 30, 2015 and 2014 related to losses incurred during such periods.

Research and Development

The Company accounts for research and development costs in accordance with the Accounting Standards Codification subtopic 730-10, Research and Development (“ASC 730-10”). Under ASC 730-10, all research and development costs must be charged to expense as incurred. Accordingly, internal research and development costs are expensed as incurred. Third-party research and developments costs are expensed when the contracted work has been performed or as milestone results have been achieved. Company-sponsored research and development costs related to both present and future products are expensed in the period incurred. For the nine months ended June 30, 2015 and 2014, the Company’s expenditures on research and product development were immaterial.

Share-Based Compensation

The Company follows the fair value recognition provisions of Accounting Standards Codification subtopic 718-10, Compensation (“ASC 718-10”) using the modified-prospective transition method. Share-based compensation issued to employees is measured at the grant date, based on the fair value of the award, and is recognized as an expense over the requisite service period.

The Company measures the fair value of the share-based compensation issued to non-employees using the stock price observed in the arms-length private placement transaction nearest the measurement date (for stock transactions) or the fair value of the award (for non-stock transactions), which were considered to be more reliably determinable measures of fair value than the value of the services being rendered. The measurement date is the earlier of (1) the date at which commitment for performance by the counterparty to earn the equity instruments is reached, or (2) the date at which the counterparty’s performance is complete.

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Recent Accounting Pronouncements

In April 2015, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) Number 2015-3 entitled "Simplifying the Presentation of Debt Issuance Costs." The new guidance specifies that debt issuance costs under the new standard are to be netted against the carrying value of the financial liability. Under current guidance, debt issuance costs are recognized as a deferred charge and reported as a separate asset on the balance sheet. The new guidance aligns the treatment of debt issuance costs and debt discounts in that both reduce the carrying value of the liability. It is important to note that neither the recognition nor measurement of debt issuance costs is changed as a result of the ASU. Amortization of debt issuance costs is to be recorded as interest expense on the income statement.

The effective date of the new guidance is for fiscal years beginning after December 15, 2015, for public business entities and interim periods within those fiscal years. Early adoption is permitted for financial statements that have not been issued previously. The Company does not believe the effect of the adoption of this standard to have a material impact on the Company's consolidated financial statements.

There are other various updates recently issued, most of which represented technical corrections to the accounting literature or application to specific industries and are not expected to have a material impact on the Company's financial position, results of operations or cash flows.

NOTE 3 – NOTE PAYABLE

The note payable was initially recorded as part of a business transaction in 2010 and it is the Company's belief that the debt was cancelled in conjunction with the subsequent cancellation of the business transaction.

There has been no collection or contact by the noteholder since 2010 and the Company has been unable to determine who, in fact, could be the noteholder. As such, the Company is pursuing the write off of the note through legal counsel based on statute of limitation laws of the State of Nevada.

NOTE 4 – CONVERTIBLE NOTES PAYABLE

On March 19, 2013 the Company entered into a promissory note with a non-related party for \$8,500 in cash. The note is unsecured, interest bearing at 10% per annum, and matured on September 19, 2013. From note inception through June 30, 2015 the Company accrued and expensed \$3,149 in interest on this note. The note is also convertible at the option of the Company at a fixed price of \$0.0001 per share. Accordingly, a beneficial conversion feature of \$8,500 has been recorded on this note of which \$8,500 was amortized and expensed as interest expense during the year ended September 30, 2013. Upon default of this note, the interest rate increased to 18% on all unpaid principal and interest outstanding at the date of default. The note currently is in default.

On March 26, 2013 the Company entered into a promissory note with a non-related party for \$10,000 in cash. The note is unsecured, interest bearing at 10% per annum, and matured on September 19, 2013. From note inception through June 30, 2015 the Company accrued and expensed \$3,685 in interest on this note. The note is also convertible at the option of the Company at a fixed price of \$0.001 per share. Accordingly, a beneficial conversion feature of \$10,000 has been recorded on this note of which \$10,000 was amortized and expensed as interest expense during the year ended September 30, 2013. Upon default of this note, the interest rate increased to 18% on all unpaid principal and interest outstanding at the date of default. The note currently is in default.

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On April 3, 2013 the Company entered into a promissory note with a non-related party for \$15,000 in cash. The note is unsecured, interest bearing at 10% per annum, and matured on October 3, 2013. From note inception through June 30, 2015 the Company accrued and expensed \$5,450 in interest on this note. The note is also convertible at the option of the Company at a fixed price of \$0.001 per share. Accordingly, a beneficial conversion feature of \$15,000 has been recorded on this note of which \$-0- and \$246 was amortized and expensed as interest expense during the nine months ended June 30, 2015 and 2014, respectively. Upon default of this note, the interest rate increased to 18% on all unpaid principal and interest outstanding at the date of default. The note currently is in default.

On May 10, 2013 the Company entered into a promissory note with a non-related party for \$25,000 in cash. The note is unsecured, interest bearing at 10% per annum, and matures on November 10, 2013. From note inception through March 31, 2015 the Company accrued and expensed \$8,620 in interest on this note. The note is also convertible at the option of the Company at a fixed price of \$0.001 per share. Accordingly, a beneficial conversion feature of \$25,000 has been recorded on this note of which \$-0- and \$5,570 was amortized and expensed as interest expense during the nine months ended June 30, 2015 and 2014, respectively. Upon default of this note, the interest rate increased to 18% on all unpaid principal and interest outstanding at the date of default. The note currently is in default.

On August 20, 2013 the Company entered into a promissory note with a non-related party for \$5,100 in cash. The note is unsecured, interest bearing at 10% per annum, and matures on February 20, 2014. From note inception through March 31, 2015 the Company accrued and expensed \$1,502 in interest on this note. The note is also convertible at the option of the Company at a fixed price of \$0.001 per share. Accordingly, a beneficial conversion feature of \$3,060 has been recorded on this note of which \$-0- and \$2,378 was amortized and expensed as interest expense during the nine months ended June 30, 2015 and 2014, respectively. Upon default of this note, the interest rate increased to 18% on all unpaid principal and interest outstanding at the date of default. The note currently is in default.

On October 4, 2013 the Company entered into a promissory note with a non-related party for \$2,000 in cash. The note is unsecured, interest bearing at 10% per annum, and matures on April 4, 2014. From note inception through March 31, 2015, the Company accrued and expensed \$546 in interest on this note. The note is also convertible at the option of the Company at a fixed price of \$0.0001 per share. Accordingly, a beneficial conversion feature of \$2,000 has been recorded on this note of which \$-0- and \$2,000 was amortized and expensed as interest expense during the nine months ended June 30, 2015 and 2014, respectively. Upon default of this note, the interest rate increased to 18% on all unpaid principal and interest outstanding at the date of default. The note currently is in default.

On November 11, 2014, all of the notes described above were sold and assigned to third parties.

NOTE 5 – EQUITY

On May 26, 2015, the Company filed an amendment to its Articles of Incorporation and effected a 2,000-for-1 reverse stock split of its issued and outstanding shares of common stock, \$0.001 par value, whereby 199,602,200 outstanding shares of the Company's common stock were exchanged for 99,802 shares of the Company's common stock. All per share amounts and number of shares in the consolidated financial statements and related notes have been retroactively restated to reflect the reverse stock split, resulting in the transfer of \$199,502 from common stock to additional paid in capital at September 30, 2013. In addition, the Company reduced its authorized shares from 2,000,000,000 to 520,000,000 shares, of which 500,000,000 will be common and 20,000,000 will be preferred stock.

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NOTE 6 – SUBSEQUENT EVENTS

Effective July 1, 2015, the Company merged with Pizza Fusion Holdings, Inc. Under the terms of the merger with Pizza Fusion Holdings, Inc., the Company issued 17,117,268 shares of our common stock (after giving effect to the reverse stock split) for 100% of Pizza Fusion Holdings, Inc.'s common shares and a warrant to purchase one share of the Company's common stock at \$.25 per share for a period of three years. In addition, the Pizza Fusion Holdings, Inc. founders agreed to purchase an aggregate of 42,882,732 shares of the Company's common stock and 2,000,000 shares of the Company's Series A preferred stock at a price of \$.0001 per share. The holders of the Company's convertible debt (Note 4) in the original principal amount of \$65,600 agreed to convert such debt into 40,000,000 shares of the Company's common stock.

On July 27, 2015, the Company entered into a securities purchase agreement pursuant to which it issued and sold \$1,333,334 principal amount of convertible debentures due July 27, 2020 for a price of \$1,200,000. Proceeds from this debenture will be paid to the Company as follows: \$140,000 upon signing with the balance payable in five consecutive monthly installments of \$212,000 commencing on September 1, 2015. The Company agreed to pay interest for the first 12 months at the rate of 10% per annum on the amounts advanced payable in cash in six equal tranches, the first of which is due on date the Company closed on the financing and remainder will be due on each of the first five monthly anniversaries of such date.

Under the terms of a Registration Rights Agreement entered into as part of the offering, the Company agreed to file a registration statement with the Securities and Exchange Commission within 60 days of the closing date covering the public resale of the shares of common stock underlying the debentures, and to use its best efforts to cause the registration statement to be declared effective within 180 days from the closing date. Should the number of shares of common stock the Company is permitted to include in the initial registration statement be limited pursuant to Rule 415 of the Securities Act of 1933, the Company further agreed to file additional registration statements with the SEC to register any remaining shares. The Company will pay all costs associated with the registration statements, other than underwriting commissions and discounts.

The Securities Purchase Agreement contains certain negative covenants by the Company, unless consent of purchasers holding at least 75% of the aggregate principal amount of the outstanding debentures, including prohibitions on: incurrence of certain indebtedness and liens, amendment to the Company's articles of incorporation or bylaws, repayment or repurchase of the Company's common stock or debts, sale of substantially all of its assets or merger with another entity, payment of cash dividends or entry into any related party transactions. The Company granted investors certain pro-rata rights of first refusal on future offerings by the Company for as long as the investor(s) beneficially own any of the debentures.

The debentures are convertible into shares of the Company's common stock at a conversion price equal to 65% of the lowest traded price of its common stock for the 20 trading days prior to each conversion date subject to adjustment. The conversion price of the debentures is subject to proportional adjustment in the event of stock splits, stock dividends and similar corporate events. In addition, the conversion price is subject to adjustment if the Company issues or sells shares of its common stock for a consideration per share less than the conversion price then in effect, or issue options, warrants or other securities convertible or exchange for shares of its common stock at a conversion or exercise price less than the conversion price of the debentures then in effect. If either of these events should occur, the conversion price is reduced to the lowest price at which these securities were issued or are exercisable. The debentures shares are not convertible to the extent that (a) the number of shares of the Company's common stock beneficially owned by the holder and (b) the number of shares of the Company's common stock issuable upon the conversion of the debentures or otherwise would result in the beneficial ownership by holder of more than 4.99% of the Company's then outstanding common stock. This ownership limitation can be increased or decreased to any percentage not exceeding 9.99% by the holder upon 61 days' notice to the Company.