

OTC Pink Basic Disclosure Guidelines

1) Name of the issuer and its predecessors (if any)

In answering this item, please also provide any names used by predecessor entities in the past five years and the dates of the name changes.

PF HOSPITALITY GROUP, INC. (sometimes referred to hereinafter as the “Company”, “we”, “us”) beginning May 2015

Formerly known as Kalahari Greentech, Inc. beginning December 2008 until May 2015

Formerly known as NextGen Bioscience, Inc. beginning October 2007

Formerly known as InfraBlue (US), Inc. beginning October 20, 2005

Incorporated as Tomi Holdings, Inc. on April 5, 2005

2) Address of the issuer’s principal executive offices

Company Headquarters

399 NW 2nd Avenue
Suite 216
Boca Raton, FL 33432
Phone: (561) 939-2520
Email: inbox@pfhospitalitygroup.com

IR Contact

Randy Romano
399 NW 2nd Avenue
Suite 216
Boca Raton, FL 33432
Phone: (561) 939-2520
Email: ir@pfhospitalitygroup.com

3) Security Information

Trading Symbol: PFHS

Exact title and class of securities outstanding: Common stock

CUSIP: 69342Y 107

Par or Stated Value: \$0.001 par value

Total shares authorized: 500,000,000 as of: August 13, 2015

Total shares outstanding: 60,100,404 as of: August 13, 2015

Additional class of securities (if necessary):

Trading Symbol: N/A

Exact title and class of securities outstanding: Preferred stock

CUSIP: N/A

Par or Stated Value: \$0.001

Total shares authorized: 20,000,000 as of: August 13, 2015

Total shares outstanding: 2,000,000 as of: August 13, 2015

Transfer Agent

Action Stock Transfer Corporation
2469 E. Fort Union Blvd.
Suite 214
Salt Lake City, UT 84121
Phone: (801) 274-1088

OTC Markets Group Inc.

OTC Pink Basic Disclosure Guidelines (v1.1 April 25, 2013)

Is the Transfer Agent registered under the Exchange Act?* Yes: ☒ No: ☐

*To be included in the OTC Pink Current Information tier, the transfer agent must be registered under the Exchange Act.

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

4) Issuance History

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. The list shall indicate:

A. The nature of each offering (e.g., Securities Act Rule 504, intrastate, etc.);

See table below for issuances from 10/1/12 – 6/30/15

B. Any jurisdictions where the offering was registered or qualified;

See table below for issuances from 10/1/12 – 6/30/15

C. The number of shares offered;

See table below for issuances from 10/1/12 – 6/30/15

D. The number of shares sold;

See table below for issuances from 10/1/12 – 6/30/15

E. The price at which the shares were offered, and the amount actually paid to the issuer;

See table below for issuances from 10/1/12 – 6/30/15

F. The trading status of the shares; and

See table below for issuances from 10/1/12 – 6/30/15

G. Whether the certificates or other documents that evidence the shares contain a legend (1) stating that the shares have not been registered under the Securities Act and (2) setting forth or referring to the restrictions on transferability and sale of the shares under the Securities Act.

See table below for issuances from 10/1/12 – 6/30/15

Date	Name of Person or Entity	Nature of Each Offering	Jurisdiction	Number of shares offered	Number of Shares sold	Price at which Shares Were Offered / Amount paid to the Issuer	Trading Status of the shares	Legend
10/29/13	Atlanta Capital Partners, LLC ^(a)	Section 4(a)(2) Exemption	GA	6,200,000	6,200,000	None – the Company issued securities for payment of debts	Restricted	yes
10/29/13	South American Gold Corp.	Section 4(a)(2) Exemption	NV	11,875,000	11,875,000*	Mining leases acquired	Restricted	Yes

(a) Atlanta Capital Partner, LLC is beneficially owned by: David Kugelman

* 6,75,000 shares were returned to Treasury in August 2014 by South American on termination of purchase agreement for acquisition of GB-2 Claims in AZ.

In addition, 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.

5) Financial Statements

Provide the financial statements described below for the most recent fiscal year end or quarter end to maintain qualification for the OTC Pink Current Information tier. For the initial disclosure statement (qualifying for Current Information for the first time) please provide reports for the two previous fiscal years and any interim periods.

- A. Balance sheet;
- B. Statement of income;
- C. Statement of cash flows;
- D. Financial notes; and
- E. Audit letter, if audited

The financial statements requested pursuant to this item shall be prepared in accordance with US GAAP by persons with sufficient financial skills.

You may either (i) attach/append the financial statements to this disclosure statement or (ii) post such financial statements through the OTC Disclosure & News Service as a separate report using the appropriate report name for the applicable period end. ("Annual Report," "Quarterly Report" or "Interim Report").

If you choose to publish the financial reports separately as described in part (ii) above, you must state in the accompanying disclosure statement that such financial statements are incorporated by reference. You may reference the document(s) containing the required financial statements by indicating the document name, period end date, and the date that it was posted to otcq.com in the field below.

The Company's unaudited financial statements for the quarter ended June 30, 2015 were posted to otcq.com on August 14, 2015 and are incorporated herein by reference.

Information contained in a Financial Report is considered current until the due date for the subsequent Financial Report. To remain in the OTC Pink Current Information tier, a company must post its Annual Report within 90 days from its fiscal year-end date and Quarterly Reports within 45 days of its fiscal quarter-end date.

6) Describe the Issuer's Business, Products and Services

Describe the issuer's business so a potential investor can clearly understand the company. In answering this item, please include the following:

- A. a description of the issuer's business operations;

Effective July 1, 2015, PF Hospitality Group, Inc. merged with Pizza Fusion Holdings, Inc., a franchisor of organic fare pizza restaurants. As a result of the merger, PF Hospitality Group has become a franchisor of pizza restaurants specializing in organic fare free of artificial additives, such as preservatives, growth hormones, pesticides, nitrates and trans fats. It is a management firm which creates, cultivates, and operates innovative and healthy lifestyle brands within the restaurant and retail industries. PF Hospitality Group focuses on consumer food service concepts, with a specialization around franchised and multi-unit business models in the retail, fast-casual, and traditional restaurant sectors. As the creator and current advisor organization of the global, all-natural and organic pizza franchise, Pizza Fusion, PF Hospitality Group has been on the cutting edge of innovative food service with an emphasis on sustainability and community impact since 2006. Currently with locations throughout the United States, Saudi Arabia, and the United Arab Emirates,

PF Hospitality Group is now testing out new concepts it will develop and manage. PF Hospitality Group created Shaker & Pie, a new, interactive restaurant concept that combines wood-fired pizzas with healthy, hearty Italian-

influenced street food, slated to launch in Q2 2016 out of Boca Raton, Florida. PF Hospitality Group believes that successful investing begins with providing a compelling value proposition paired with a unique and innovative concept, to all business constituencies. Leaning on its extensive resources and depth of team members, PF Hospitality Group is actively partnering with brands that share this vision so that new concepts may be created, incubated, developed and operated with the customer, environment, and bottom line profitability in mind.

Prior to the merger, PF Hospitality Group was a U.S.-based exploration company with a primary focus on projects with prior exploration and production history, thereby lowering capital costs and exploration risks. Its mission was to build a fully-integrated gold, silver, and metals production company that incorporated exploration, development, acquisition, mining, ore processing and sales. It targeted historically proven and highly prospective properties in North and South America with an ultimate goal of bringing projects into production, entering into joint ventures, or a potential sale.

B. Date and State (or Jurisdiction) of Incorporation:

The issuer was incorporated in the State of Nevada on April 5, 2005.

C. the issuer's primary and secondary SIC Codes;

The issuer's primary SIC Code is 5812.

D. the issuer's fiscal year end date;

The issuer's fiscal year end is September 30.

E. principal products or services, and their markets;

See Item 6A above, which is incorporated herein by reference.

7) Describe the Issuer's Facilities

The goal of this section is to provide a potential investor with a clear understanding of all assets, properties or facilities owned, used or leased by the issuer.

In responding to this item, please clearly describe the assets, properties or facilities of the issuer, give the location of the principal plants and other property of the issuer and describe the condition of the properties. If the issuer does not have complete ownership or control of the property (for example, if others also own the property or if there is a mortgage on the property), describe the limitations on the ownership.

If the issuer leases any assets, properties or facilities, clearly describe them as above and the terms of their leases.

As of June 30, 2015, we did not own any real property. We leased office space on a month-to-month basis for \$100 per month. There was no written lease.

8) Officers, Directors, and Control Persons

The goal of this section is to provide an investor with a clear understanding of the identity of all the persons or entities that are involved in managing, controlling or advising the operations, business development and disclosure of the issuer, as well as the identity of any significant shareholders.

A. Names of Officers, Directors, and Control Persons. In responding to this item, please provide the names of each of the issuer's executive officers, directors, general partners and control persons (control persons are beneficial

owners of more than five percent (5%) of any class of the issuer's equity securities), as of the date of this information statement.

The issuer's directors and executive officers as of the date hereof are as follows:

<u>Name</u>	<u>Age</u>	<u>Position</u>
Vaughan Dugan	42	Chief Executive Officer and Director
Randy Romano	57	President and Director

Mr. Dugan has served as our Chief Executive Officer and as a member of our board of directors since July 2015. From 2006 to 2015, Mr. Dugan was the Chief Executive Officer and founder of Pizza Fusion Holdings, Inc., a franchisor of fast casual restaurants which offers a healthy alternative to traditional pizza restaurants. Mr. Dugan currently serves as the vice chairman on the Florida Atlantic University College of Education Advisory Board. He has also served as vice-chairman of the City of Boca Raton's Green Living Advisory Board since 2011.

Mr. Romano has served as our President and as a member of our board of directors since July 2015. From 2006 to 2015 Mr. Romano had been the President/Founder of Pizza Fusion Holdings, Inc. Pizza Fusion is a franchisor of fast casual restaurants which offers a healthy alternative to traditional pizza restaurants. Mr. Romano, is an expert in the fields of Franchise Development, Franchise Operations and Franchise Training. His 30 year plus franchise experience includes serving as the president/founder of a retail franchise (Treasure Cache) with over 45 locations nationwide, President/founder of a service franchise (American College Planning Service). In 1986, the company began franchising its college planning centers throughout the United States servicing over 10,000 families annually.

From January 2013 until July 2015, Mr. David Kugelman, age 50, served as our Chief Executive Officer, President and Chairman of our Board of Directors.

David Kugelman is the President of Atlanta Capital Partners, LLC, a private equity and investor relations consulting firm, and the Publisher of the small-cap stock newsletter, OTC Stock Review. Mr. Kugelman has been in the Investment industry since 1986 and has held the National Association of Securities Dealers Series 7, 24, 63, and 66 licenses, as well as the Certified Financial Manager designation. In the past, he has worked for Thomson McKinnon, Bear Stearns, and Merrill Lynch, as well as two regional Investment Banking Firms. In addition to managing investments for both individuals and corporate clients, Mr. Kugelman structured transactions servicing middle market institutional funds by providing corporate clients access to public financial markets including external funding, strategic alliances, restructurings, acquisitions, and business strategy formation.

At Merrill Lynch, Mr. Kugelman was a Financial Advisor and Investment Advisor Representative working mainly with middle market institutional funds, corporations, family offices and Defined Benefit plans. Acting in a financial advisory role, he specialized in retirement and estate planning, tax and asset strategies, philanthropic vehicles, and banking and lending services. A fondness for the pursuit of growth-stocks prompted Mr. Kugelman to leave Merrill Lynch in February, 2003 and formed Atlanta Capital Partners, LLC.

As President of Atlanta Capital Partners, LLC, Mr. Kugelman has provided strategic business planning and public relations services to a diverse number of small and large public and privately held companies. Atlanta Capital Partners, LLC takes a unique approach to investor relations by becoming an investor in a company. Drawing on nearly 30 years of contacts in the investment industry, Mr. Kugelman has carefully built relationships worldwide with Retail Brokerage Firms, Investment Bankers, Analysts, Fund Managers, and Independent Investors by introducing them to undiscovered opportunities.

- B. Legal/Disciplinary History. Please identify whether any of the foregoing persons have, in the last five years, been the subject of:

1. A conviction in a criminal proceeding or named as a defendant in a pending criminal proceeding (excluding traffic violations and other minor offenses);

NONE

2. 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;

NONE

3. 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; or

NONE

4. 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.

NONE

- C. Beneficial Shareholders. Provide a list of the name, address and shareholdings or the percentage of shares owned by all persons beneficially owning more than ten percent (10%) of any class of the issuer's equity securities. If any of the beneficial shareholders are corporate shareholders, provide the name and address of the person(s) owning or controlling such corporate shareholders and the resident agents of the corporate shareholders.

The following table sets forth certain information regarding the beneficial ownership of our Common Stock as of June 30, 2015 by the following:

- each person who is known to be the beneficial owner of more than ten percent (10%) of our issued and outstanding shares of Common Stock;
- each of our directors and executive officers; and
- all of our directors and executive officers as a group. The following table sets forth certain information regarding the beneficial ownership of our Common Stock as of June 30, 2015 by the following persons:

Shareholder Name	Common Shares Beneficially Owned	Percentage of Issued and Outstanding (a)
David Kugelman, CEO		
Beneficially owns:		
Southeast Research Partners, LLC	50,000	
(b)	<u>3,100</u>	
Atlanta Capital Partners LLC (c)	<u>53,100</u>	52.9%
Officers and Directors as a Group	53,100	52.9%

- (a) Based on 100,404 shares issued and outstanding as of June 30, 2015.
- (b) Southeast Research Partners, LLC, 507 North Little Victoria Rd., Woodstock, GA 30189, is beneficially owned by: David Kugelman, who is its sole member.
- (c) Atlanta Partners, LLC, North Little Victoria Rd., Woodstock, GA 30189, is beneficially owned by: David Kugelman, who is its sole member.

9) Third Party Providers

Please provide the name, address, telephone number, and email address of each of the following outside providers that advise your company on matters relating to operations, business development and disclosure:

Legal Counsel

Legal & Compliance, LLC
330 Clematis Street
Suite 217
West Palm Beach, FL. 33401
Office: 561-514-0936
Fax: 561-514-0832
Lanthony@legalandcompliance.com

Accountant or Auditor

KLJ & Associates, LLP
701 E. Irving Park Road, Suite 307
Roselle, IL 60172
Office: 630-277-2330
Fax: 763-592-8238
Kent.J@kljassoc.com

Investor Relations Consultant

None

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

None

10) Issuer Certification

The issuer shall include certifications by the chief executive officer and chief financial officer of the issuer (or any other persons with different titles, but having the same responsibilities).

The certifications shall follow the format below:

I, Vaughan Dugan, certify that:

1. I have reviewed this quarterly disclosure statement of PF Hospitality Group, 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.

August 14, 2015 [Date]

/s/ Vaughan Dugan

Chief Executive Officer