

AGRI-DYNAMICS, INC.

107-23 71st Ave Suite #193
Forest Hills, NY 11367

515-329-0208
www.agri-dynamicsinc.com
agdyinc@gmail.com

Quarterly Report

For the period ending December 31, 2024 (the "Reporting Period")

Outstanding Shares

The number of shares outstanding of our Common Stock was:

2,020,405,477 as of December 31, 2024 *(Current Reporting Period Date or More Recent Date)*

2,020,405,477 as of June 30, 2024 *(Most Recent Completed Fiscal Year End)*

Shell Status

Indicate by check mark whether the company is a shell company (as defined in Rule 405 of the Securities Act of 1933, Rule 12b-2 of the Exchange Act of 1934 and Rule 15c2-11 of the Exchange Act of 1934):

Yes: ☐ No: ☒

Indicate by check mark whether the company's shell status has changed since the previous reporting period:

Yes: ☐ No: ☒

Change in Control

Indicate by check mark whether a Change in Control⁴ of the company has occurred during this reporting period:

Yes: ☐ No: ☒

⁴ "Change in Control" shall mean any events resulting in:

- (i) Any "person" (as such term is used in Sections 13(d) and 14(d) of the Exchange Act) becoming the "beneficial owner" (as defined in Rule 13d-3 of the Exchange Act), directly or indirectly, of securities of the Company representing fifty percent (50%) or more of the total voting power represented by the Company's then outstanding voting securities;
- (ii) The consummation of the sale or disposition by the Company of all or substantially all of the Company's assets;
- (iii) A change in the composition of the Board occurring within a two (2)-year period, as a result of which fewer than a majority of the directors are directors immediately prior to such change; or
- (iv) The consummation of a merger or consolidation of the Company with any other corporation, other than a merger or consolidation which would result in the voting securities of the Company outstanding immediately prior thereto continuing to represent (either by remaining outstanding or by being converted into voting securities of the surviving entity or its parent) at least fifty percent (50%) of the total voting power represented by the voting securities of the Company or such surviving entity or its parent outstanding immediately after such merger or consolidation.

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

In answering this item, provide the current name of the issuer and names used by predecessor entities, along with the dates of the name changes.

The name of the issuer is Agri-Dynamics, Inc. It has no name changes or predecessors.

Current State and Date of Incorporation or Registration: December 8, 1961

Standing in this jurisdiction: (e.g. active, default, inactive): active

Prior Incorporation Information for the issuer and any predecessors during the past five years:

None

Describe any trading suspension or halt orders issued by the SEC or FINRA concerning the issuer or its predecessors since inception:

None

List any stock split, dividend, recapitalization, merger, acquisition, spin-off, or reorganization either currently anticipated or that occurred within the past 12 months:

None

Address of the issuer's principal executive office:

The issuer's principal executive office is located at 107-23 71st Ave Suite #193, Forest Hills, NY 11367

Address of the issuer's principal place of business:

☒ *Check if principal executive office and principal place of business are the same address:*

Has the issuer or any of its predecessors been in bankruptcy, receivership, or any similar proceeding in the past five years?

No: ☒ Yes: ☐ If Yes, provide additional details below:

2) Security Information

Transfer Agent

Name: Securities Transfer Corporation

Phone: 469-633-0101

Email: shelbert@stctransfer.com

Address: 2901 N. Dallas Parkway, Suite 380 Plano, Texas 75093

Publicly Quoted or Traded Securities:

The goal of this section is to provide a clear understanding of the share information for its publicly quoted or traded equity securities. Use the fields below to provide the information, as applicable, for all outstanding classes of securities that are publicly traded/quoted.

Trading symbol:	<u>AGDY</u>	
Exact title and class of securities outstanding:	<u>common stock</u>	
CUSIP:	<u>42710U106</u>	
Par or stated value:	<u>\$0.0001 per share</u>	
Total shares authorized:	<u>52,000,000,000</u>	<u>as of date: December 31, 2024</u>
Total shares outstanding:	<u>2,020,405,477</u>	<u>as of date: December 31, 2024</u>
Total number of shareholders of record:	<u>70</u>	<u>as of date: December 31, 2024</u>

Please provide the above-referenced information for all other publicly quoted or traded securities of the issuer.

Other classes of authorized or outstanding equity securities that do not have a trading symbol:

The goal of this section is to provide a clear understanding of the share information for its other classes of authorized or outstanding equity securities (e.g., preferred shares that do not have a trading symbol). Use the fields below to provide the information, as applicable, for all other authorized or outstanding equity securities.

Exact title and class of the security:	<u>Series A preferred stock</u>	
Par or stated value:	<u>par value \$1.00</u>	
Total shares authorized:	<u>120,000,000</u>	<u>as of date: December 31, 2024</u>
Total shares outstanding:	<u>0</u>	<u>as of date: December 31, 2024</u>
Total number of shareholders of record:	<u>0</u>	<u>as of date: December 31, 2024</u>

Exact title and class of the security:	<u>Series B preferred stock</u>	
Par or stated value:	<u>par value \$1.00</u>	
Total shares authorized:	<u>52,000,000</u>	<u>as of date: December 31, 2024</u>
Total shares outstanding:	<u>18,000,000</u>	<u>as of date: December 31, 2024</u>
Total number of shareholders of record:	<u>1</u>	<u>as of date: December 31, 2024</u>

Exact title and class of the security:	<u>Series D preferred stock</u>	
Par or stated value:	<u>par value \$50.00</u>	
Total shares authorized:	<u>360,000,000</u>	<u>as of date: December 31, 2024</u>
Total shares outstanding:	<u>0</u>	<u>as of date: December 31, 2024</u>
Total number of shareholders of record:	<u>0</u>	<u>as of date: December 31, 2024</u>

Exact title and class of the security:	<u>Series E preferred stock</u>	
Par or stated value:	<u>par value \$0.50</u>	
Total shares authorized:	<u>1,000,000,000</u>	<u>as of date: December 31, 2024</u>
Total shares outstanding:	<u>0</u>	<u>as of date: December 31, 2024</u>
Total number of shareholders of record:	<u>0</u>	<u>as of date: December 31, 2024</u>

Please provide the above-referenced information for all other classes of authorized or outstanding equity securities.

Security Description:

The goal of this section is to provide a clear understanding of the material rights and privileges of the securities issued by the company. Please provide the below information for each class of the company's equity securities, as applicable:

1. For common equity, describe any dividend, voting and preemption rights.

Common shares have the right to one vote per share and the right to receive dividends if the board of directors authorizes dividends.

2. For preferred stock, describe the dividend, voting, conversion, and liquidation rights as well as redemption or sinking fund provisions.

A total of 120,000,000 shares of Class A preferred stock are authorized, having a par value of \$1.00 per share, that shall pay an annual dividend as determined by the board of directors in cash or in additional Class A preferred stock. There are no redemption rights or sinking fund provisions.

A total of 52,000,000 shares of Class B preferred stock are authorized, having a par value of \$1.00 per share, and super voting rights equal to 1,000 shares of common stock for each share of Class B preferred stock. There are no redemption rights or sinking fund provisions.

A total of 1,800,000,000 shares of Class C preferred stock are authorized, having a par value of \$5.00 per share, and voting rights equal to 10 shares of common stock for each share of Class C preferred stock. Each share of Class C preferred stock is convertible into 5 shares of common stock. There are no redemption rights or sinking fund provisions.

A total of 360,000,000 shares of Class D preferred stock are authorized, having a par value of \$50.00 per share, and no voting rights and no conversion rights. Each share of Class D preferred stock is convertible into 50 shares of common stock or into 10 shares of Class C preferred stock. There are no redemption rights or sinking fund provisions.

A total of 1,000,000,000 shares of Class E preferred stock are authorized, having a par value of \$0.50 per share, no voting rights and no conversion rights. Class E preferred stock has dividend rights and liquidation rights, as determined by the board of directors. There are no redemption rights or sinking fund provisions.

3. Describe any other material rights of common or preferred stockholders.

None

4. Describe any material modifications to rights of holders of the company's securities that have occurred over the reporting period covered by this report.

None

3) Issuance History

The goal of this section is to provide disclosure with respect to each event that resulted in any changes to the total shares outstanding of any class of the issuer's securities in the past two completed fiscal years and any subsequent interim period.

Disclosure under this item shall include, in chronological order, all offerings and issuances of 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. Using the tabular format below, please describe these events.

A. Changes to the Number of Outstanding Shares for the two most recently completed fiscal years and any subsequent period.

Indicate by check mark whether there were any changes to the number of outstanding shares within the past two completed fiscal years:

No: ☐ Yes: ☒ (If yes, you must complete the table below)

Shares Outstanding <u>Opening Balance:</u> Date <u>07/01/2022</u> Common: <u>1,900,405,477</u> Preferred: <u>18,000,000</u>			*Right-click the rows below and select "Insert" to add rows as needed.						
Date of Transaction	Transaction type (e.g., new issuance, cancellation, shares returned to treasury)	Number of Shares Issued (or cancelled)	Class of Securities	Value of shares issued (\$/per share) at Issuance	Were the shares issued at a discount to market price at the time of issuance? (Yes/No)	Individual/ Entity Shares were issued to. ***You must disclose the control person(s) for any entities listed.	Reason for share issuance (e.g. for cash or debt conversion) - OR- Nature of Services Provided	Restricted or Unrestricted as of this filing.	Exemption or Registration Type.
<u>11/9/2022</u>	<u>New issuance</u>	<u>5,000,000</u>	<u>Common</u>	<u>\$0.01</u>	<u>No</u>	<u>KRTL Holding Group, Inc. Cesar Herrera</u>	<u>Consulting Services</u>	<u>restricted</u>	<u>4(a)(2)</u>
<u>11/9/2022</u>	<u>New issuance</u>	<u>2,500,000</u>	<u>Common</u>	<u>\$0.01</u>	<u>No</u>	<u>Icann Ventures Inc. , Richard Diamond</u>	<u>Consulting Services</u>	<u>restricted</u>	<u>4(a)(2)</u>
<u>12/30/2022</u>	<u>New issuance</u>	<u>10,000,000</u>	<u>Common</u>	<u>\$0.009</u>	<u>No</u>	<u>ICF Industries Inc. Paul Riss</u>	<u>Consulting and accounting</u>	<u>restricted</u>	<u>4(a)(2)</u>
<u>11/06/2023</u>	<u>New issuance</u>	<u>15,000,000</u>	<u>Common</u>	<u>\$0.0063</u>	<u>No</u>	<u>ICF Industries Inc. Paul Riss</u>	<u>Consulting and accounting</u>	<u>restricted</u>	<u>4(a)(2)</u>
<u>11/06/2023</u>	<u>New issuance</u>	<u>7,500,000</u>	<u>Common</u>	<u>\$0.0063</u>	<u>No</u>	<u>KRTL Holding Group, Inc. Cesar Herrera</u>	<u>Consulting Services</u>	<u>restricted</u>	<u>4(a)(2)</u>
Shares Outstanding on Date of This Report: <u>Ending Balance:</u> Date <u>12/31/2024</u> Common: <u>2,020,405,477</u> Preferred: <u>18,000,000</u>									

Example: A company with a fiscal year end of December 31st 2024, in addressing this item for its Annual Report, would include any events that resulted in changes to any class of its outstanding shares from the period beginning on January 1, 2023 through December 31, 2024 pursuant to the tabular format above.

Any additional material details, including footnotes to the table are below:

None

B. Convertible Debt

The following is a complete list of the Company's Convertible Debt which includes all promissory notes, convertible notes, convertible debentures, or any other debt instruments convertible into a class of the issuer's equity securities. The table includes all issued or outstanding convertible debt at any time during the last complete fiscal year and any interim period between the last fiscal year end and the date of this Certification.

☒ Check this box to confirm the Company had no Convertible Debt issued or outstanding at any point during this period.

Date of Note Issuance	Principal Amount at Issuance (\$)	Outstanding Balance (\$) (include accrued interest)	Maturity Date	Conversion Terms (e.g., pricing mechanism for determining conversion of instrument to shares)	# Shares Converted to Date	# of Potential Shares to be Issued Upon Conversion ⁵	Name of Noteholder (entities must have individual with voting / investment control disclosed).	Reason for Issuance (e.g., Loan, Services, etc.)
Total Outstanding Balance:				Total Shares:				

Any additional material details, including footnotes to the table are below:

4) Issuer's Business, Products and Services

The purpose of this section is to provide a clear description of the issuer's current operations. Ensure that these descriptions are updated on the Company's Profile on www.OTCMarkets.com.

A. Summarize the issuer's business operations (If the issuer does not have current operations, state "no operations")

⁵ The total number of shares that can be issued upon full conversion of the Outstanding Balance. The number should not factor any "blockers" or limitations on the percentage of outstanding shares that can be owned by the Noteholder at a particular time. For purposes of this calculation, please use the current market pricing (e.g. most recent closing price, bid, etc.) of the security if conversion is based on a variable market rate.

The Company explores its existing mining claims and searches for additional claims to acquire, focusing on gold, silver and electric vehicle battery mineral mines that are close to production or that have historical evidence of significant battery metals.

The Company has hired outside contractors to advise, consult and support the Company's development of various businesses, including agriculture, horticulture, farm management, hemp business development and greenhouse construction.

- B. List any subsidiaries, parent company, or affiliated companies.

PEP Mining Group Inc is a wholly owned subsidiary

- C. Describe the issuers' principal products or services.

The company is engaged in mineral exploration focusing on gold, silver, and electric vehicle battery mineral mines.

5) Issuer's Facilities

The goal of this section is to provide investors with a clear understanding of all assets, properties or facilities owned, used or leased by the issuer and the extent in which the facilities are utilized.

In responding to this item, please clearly describe the assets, properties or facilities of the issuer. Describe the location of office space, data centers, principal plants, and other property of the issuer and describe the condition of the properties. Specify if the assets, properties, or facilities are owned or leased and the terms of their leases. If the issuer does not have complete ownership or control of the property, describe the limitations on the ownership.

The Company maintains office space on a month-to-month rental agreement in Forest Hills, NY. It is the 20% owner of mining claims in Arizona and the 10% owner of mining claims in California.

6) All Officers, Directors, and Control Persons of the Company

Using the table below, please provide information, as of the period end date of this report, regarding all officers and directors of the company, or any person that performs a similar function, regardless of the number of shares they own.

In addition, list all individuals or entities controlling 5% or more of any class of the issuer's securities.

If any insiders listed are corporate shareholders or entities, provide the name and address of the person(s) beneficially owning or controlling such corporate shareholders, or the name and contact information (City, State) of an individual representing the corporation or entity. Include Company Insiders who own any outstanding units or shares of any class of any equity security of the issuer.

The goal of this section is to provide investors 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 or beneficial owners.

Individual Name (First, Last) or Entity Name (Include names of control person(s) if a corporate entity)	Position/Company Affiliation (ex: CEO, 5% Control person)	City and State (Include Country if outside U.S.)	Number of Shares Owned (List common, preferred, warrants and options separately)	Class of Shares Owned	Percentage of Class of Shares Owned (undiluted)
<u>Joseph Amram</u>	<u>CEO</u>	<u>Kew Gardens, NY</u>	<u>1,045,000,000</u>	<u>Common</u>	<u>51.7%</u>
<u>Gerald Agnew</u>	<u>director</u>	<u>Flushing, NY</u>	<u>50,000,000</u>	<u>Common</u>	<u>2.5%</u>
<u>Erik Jablonowski</u>	<u>director</u>	<u>Forest Hills, NY</u>	<u>50,000,000</u>	<u>Common</u>	<u>2.5%</u>
<u>Joseph Amram</u>	<u>CEO</u>	<u>Kew Gardens, NY</u>	<u>18,000,000</u>	<u>Series B Preferred</u>	<u>100%</u>
<u>Luis Taubenblat</u>	<u>individual</u>	<u>Cedarhurst, NY</u>	<u>605,000,000</u>	<u>Common</u>	<u>29.9%</u>

Confirm that the information in this table matches your public company profile on www.OTCMarkets.com. If any updates are needed to your public company profile, log in to www.OTCIQ.com to update your company profile.

7) Legal/Disciplinary History

A. Identify and provide a brief explanation as to whether any of the persons or entities listed above in Section 6 have, in the past 10 years:

1. Been the subject of an indictment or conviction in a criminal proceeding or plea agreement or named as a defendant in a pending criminal proceeding (excluding minor traffic violations);

None

2. Been the subject of 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, financial- or investment-related, insurance or banking activities;

None

3. Been the subject of a finding, disciplinary order or judgment by a court of competent jurisdiction (in a civil action), the Securities and Exchange Commission, the Commodity Futures Trading Commission, a state securities regulator of a violation of federal or state securities or commodities law, or a foreign regulatory body or court, which finding or judgment has not been reversed, suspended, or vacated;

None

4. Named as a defendant or a respondent in a regulatory complaint or proceeding that could result in a "yes" answer to part 3 above; or

None

5. Been the subject 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

6. Been the subject of a U.S Postal Service false representation order, or a temporary restraining order, or preliminary injunction with respect to conduct alleged to have violated the false representation statute that applies to U.S mail.

- B. Describe briefly any material pending legal proceedings, other than ordinary routine litigation incidental to the business, to which the issuer or any of its subsidiaries is a party to or of which any of their property is the subject. Include the name of the court or agency in which the proceedings are pending, the date instituted, the principal parties thereto, a description of the factual basis alleged to underlie the proceeding and the relief sought. Include similar information as to any such proceedings known to be contemplated by governmental authorities.

None

8) Third Party Service Providers

Provide the name, address, telephone number and email address of each of the following outside providers. You may add additional space as needed.

Confirm that the information in this table matches your public company profile on www.OTCMarkets.com. If any updates are needed to your public company profile, update your company profile.

Securities Counsel

Name: Oliver Budde
Firm: Oliver Budde, Attorney at Law
Address 1: 600 Mamaroneck Ave. Sute 400
Address 2: Harrison, NY 10528-1613
Phone: 732-309-9848
Email: o_budde@live.com

Accountant or Auditor

Name: Paul Riss
Firm: ICF Industries Inc.
Address 1: 800 Westchester Ave Suite 641N
Address 2: Rye Brook, NY 10573
Phone: 855-464-2535
Email: paulriss77@gmail.com

Investor Relations

Name: _____
Firm: _____
Address 1: _____
Address 2: _____
Phone: _____
Email: _____

All other means of Investor Communication:

X (Twitter): _____
Discord: _____
LinkedIn: _____
Facebook: _____
[Other]: _____

Other Service Providers

Provide the name of any other service provider(s) that **that assisted, advised, prepared, or provided information with respect to this disclosure statement**. This includes counsel, broker-dealer(s), advisor(s), consultant(s) or any entity/individual that provided assistance or services to the issuer during the reporting period.

Name: _____
Firm: _____
Nature of Services: _____
Address 1: _____
Address 2: _____
Phone: _____
Email: _____

9) Disclosure & Financial Information

A. This Disclosure Statement was prepared by (name of individual):

Name: Paul Riss
Title: Accountant
Relationship to Issuer: Independent Consultant

B. The following financial statements were prepared in accordance with:

- ☐ IFRS
☒ U.S. GAAP

C. The following financial statements were prepared by (name of individual):

Name: Paul Riss
Title: Accountant
Relationship to Issuer: Independent Consultant

Describe the qualifications of the person or persons who prepared the financial statements:⁶ Mr. Riss is a CPA and a member of the AICPA

Provide the following qualifying financial statements:

- Audit letter, if audited;

⁶ The financial statements requested pursuant to this item must be prepared in accordance with US GAAP or IFRS and by persons with sufficient financial skills.

- Balance Sheet;
- Statement of Income;
- Statement of Cash Flows;
- Statement of Retained Earnings (Statement of Changes in Stockholders' Equity)
- Financial Notes

Financial Statement Requirements:

- Financial statements must be published together with this disclosure statement as one document.
- Financial statements must be “machine readable”. Do not publish images/scans of financial statements.
- Financial statements must be presented with comparative financials against the prior FYE or period, as applicable.
- Financial statements must be prepared in accordance with U.S. GAAP or International Financial Reporting Standards (IFRS) but are not required to be audited.

AGRI-DYNAMICS, INC.
UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS
FOR THE SIX MONTHS ENDED DECEMBER 31, 2024 AND 2023

Agri-Dynamics, Inc.
Consolidated Balance Sheets
Unaudited

	<u>December 31, 2024</u>	<u>June 30, 2024</u>
ASSETS		
Current Assets		
Cash	\$ 2,244	\$ 6,494
Prepaid expense	94,138	102,138
Total Current Assets	96,382	108,632
Mineral interests	54,953	54,953
TOTAL ASSETS	<u>\$ 151,335</u>	<u>\$ 163,585</u>
LIABILITIES AND SHAREHOLDERS' EQUITY (DEFICIT)		
Current Liabilities		
Accounts payable	\$ 51,487	\$ 43,469
Interest payable	125,224	114,914
Accrued expenses	2,427	2,427
Due to related parties	60,914	56,813
Notes payable related parties	31,250	31,250
Notes payable	219,300	219,300
Total current liabilities	490,602	468,173
Commitments and contingencies	-	-
Shareholders' Equity (Deficit)		
Preferred stock, par value \$1.00, 52,000,000 shares		
authorized, 18,000,000 shares issued and outstanding	18,000,000	18,000,000
Common stock, par value \$.0001, 52,000,000,000 shares		
authorized, 2,020,405,477 shares issued		
and outstanding on December 31, 2024 and June 30, 2024	202,040	202,040
Additional paid in capital	12,969,400	12,969,400
Accumulated deficit	(31,510,707)	(31,476,028)
Total shareholders' equity (deficit)	(339,267)	(304,588)
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY (DEFICIT)	<u>\$ 151,335</u>	<u>\$ 163,585</u>

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

Agri-Dynamics, Inc.
Consolidated Statements of Operations
Unaudited

	<u>Three Months Ended December 31, 2024</u>	<u>Three Months Ended December 31, 2023</u>	<u>Six Months Ended December 31, 2024</u>	<u>Six Months Ended December 31, 2023</u>
Revenue	\$ -	\$ -	\$ -	\$ -
Expenses:				
Legal and consulting fees	4,000	107,933	8,000	4,000
General and administrative	6,492	2,336	12,826	7,862
Professional services	-	4,095	368	405
Total Expenses	<u>10,492</u>	<u>114,364</u>	<u>21,194</u>	<u>12,267</u>
Loss from operations	<u>(10,492)</u>	<u>(114,364)</u>	<u>(21,194)</u>	<u>(12,267)</u>
Other income (expense)				
Amortization	-	(100,000)	-	(100,000)
Interest expense	(6,967)	(6,228)	(13,485)	(6,470)
Total other income (expense)	<u>(6,967)</u>	<u>(106,228)</u>	<u>(13,485)</u>	<u>(106,470)</u>
Net loss before income taxes	(17,459)	(220,592)	(34,679)	(118,737)
Income tax expense	-	-	-	-
Net loss	<u>\$ (17,459)</u>	<u>\$ (220,592)</u>	<u>\$ (34,679)</u>	<u>\$ (118,737)</u>
Basic and diluted loss per share	<u>\$ (0.00)</u>	<u>\$ (0.00)</u>	<u>\$ (0.00)</u>	<u>\$ (0.00)</u>
Weighted Average Number of Shares Outstanding:				
Basic and diluted	<u>2,020,405,477</u>	<u>1,997,905,477</u>	<u>2,020,405,477</u>	<u>1,997,905,477</u>

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

Agri-Dynamics, Inc.
Consolidated Statements of Shareholders' Equity (Deficit)
For the Six Months Ended December 31, 2024 and the Years Ended June 30, 2024 and 2023
Unaudited

	Common Shares	Common Stock, Par Value	Preferred Shares	Preferred Stock, Par Value	Shares to be Issued	Additional Paid in Capital	Accumulated Deficit	Total Shareholders' Equity (Deficit)
Balance, June 30, 2022	1,980,405,477	\$ 198,040	18,000,000	\$ 18,000,000	\$ -	\$ 12,647,400	\$ (30,663,377)	\$ 182,063
Stock-based compensation	17,500,000	1,750	-	-	30,000	168,250	-	200,000
Net loss fiscal year 2023	-	-	-	-	-	-	(440,443)	(440,443)
Balance, June 30, 2023	1,997,905,477	199,790	18,000,000	18,000,000	30,000	12,815,650	(31,103,820)	(58,380)
Stock-based compensation	22,500,000	2,250	-	-	(30,000)	153,750	-	126,000
Net loss fiscal year 2024	-	-	-	-	-	-	(372,208)	(372,208)
Balance, June 30, 2024	2,020,405,477	202,040	18,000,000	18,000,000	-	12,969,400	(31,476,028)	(304,588)
Net loss six month ended Dec. 31, 2024	-	-	-	-	-	-	(34,679)	(34,679)
Balance, December 31, 2024	2,020,405,477	\$ 202,040	18,000,000	\$ 18,000,000	\$ -	\$ 12,969,400	\$ (31,510,707)	\$ (339,267)

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

Agri-Dynamics, Inc.
Consolidated Statements of Cash Flows
Unaudited

	<u>Six Months Ended December 31, 2024</u>	<u>Six Months Ended December 31, 2023</u>
OPERATING ACTIVITIES		
Net loss	\$ (34,679)	\$ (339,329)
Adjustment to reconcile net loss to net cash used in operating activities:		
Stock-based compensation	8,000	111,933
Amortization	-	200,000
Changes in operating assets and liabilities:		
Accounts payable	8,018	7,735
Accrued expenses	-	(1,272)
Related party payable	2,101	21,084
Accrued interest payable	10,310	10,310
Net cash provided by (used in) operating activities	<u>(6,250)</u>	<u>10,461</u>
INVESTING ACTIVITIES		
Net cash used in investing activities	<u>-</u>	<u>-</u>
FINANCING ACTIVITIES		
Proceeds from related party advances	2,000	-
Cash provided by financing activities	<u>2,000</u>	<u>-</u>
Net increase (decrease) in cash	(4,250)	10,461
Cash at beginning of the year	6,494	5,667
Cash at end of the year	<u>\$ 2,244</u>	<u>\$ 16,128</u>
Supplemental disclosure of cash flow information:		
Cash paid for taxes	<u>\$ -</u>	<u>\$ -</u>
Cash paid for interest	<u>\$ -</u>	<u>\$ -</u>

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

Agri-Dynamics, Inc.
Notes to the Consolidated Financial Statements
December 31, 2024
Unaudited

Note 1 – Organization and Basis of Presentation

Organization and Line of Business

Agri-Dynamics, Inc. (the “Company,” “we” or “our”) was incorporated in Iowa on December 8, 1961. Originally an agricultural and machine equipment company, it now pursues undervalued assets, focusing on the exploration and development of mining properties in prolific jurisdictions. In addition to owning approximately 250 domains, it owns a portion of mining claims in Arizona and California.

Basis of Presentation

The accompanying consolidated financial statements include the accounts of the Company and its wholly owned subsidiaries after elimination of significant intercompany balances and transactions. The financial statements have been prepared in conformity with accounting principles generally accepted in the United States of America. The Company has a June 30 year end.

Note 2 – Summary of Significant Accounting Policies

Use of Estimates

In preparing financial statements in conformity with generally accepted accounting principles, management is required to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during the reporting period. The most significant estimates relate to income tax valuation allowance and the useful life of its intangible assets. On a continual basis, management reviews its estimates, utilizing currently available information, changes in facts and circumstances, historical experience and reasonable assumptions. After such reviews, and if deemed appropriate, those estimates are adjusted accordingly. Actual results could differ from those estimates.

Cash and Cash Equivalents

The Company considers all highly liquid investments with maturities of three months or less to be cash equivalents. The Company has no cash equivalents. The Company uses two financial institutions for its cash balances and has not maintained cash balances that exceed federally insured limits.

Exploration and Evaluation of Mineral Properties

Exploration and evaluation assets represent properties on which the Company is conducting exploration to determine whether significant mineralization exists or for which the Company has identified a mineral resource of such quantity and grade or quality that it has reasonable prospects for economic extraction. All costs incurred prior to obtaining the legal right to undertake exploration and evaluation activities on an area of interest are expensed as incurred. Once the legal right to explore has been obtained, exploration expenditures are capitalized in respect of each identifiable area of interest until a technical feasibility study has been completed and the commercial viability of extracting a mineral resource is demonstrable. Exploration and evaluation activities include the following:

- acquiring the legal rights to explore, which are capitalized as tangible assets.
- researching and analyzing historical exploration data.
- gathering exploration data through topographical, geochemical and geophysical studies.
- exploratory drilling, trenching and sampling.
- determining and examining the volume and grade of the resource; and
- compiling pre-feasibility and feasibility studies.

Once proven and probable reserves have been established and the commercial viability of extracting a mineral resource is demonstrable, further development costs are capitalized.

Exploration and evaluation assets consist only of the acquisition cost of mineral rights, which are recorded at historical cost, less any impairment, if applicable. These assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable.

Revenue Recognition

In May 2014, the FASB issued ASU 2014-09, "Revenue from Contracts with Customers (Topic 606)." Topic 606 established that the Company recognize revenue using the following five-step model

- Identification of the contract, or contracts, with a customer;
- Identification of the performance obligations in the contract;
- Determination of the transaction price;
- Allocation of the transaction price to the performance obligations in the contract; and
- Recognition of revenue when or as, the Company satisfies a performance obligation.

Fair Value of Financial Instruments

Under the Fair Value Measurements Topic of the FASB Accounting Standards Codification, the Company bases its fair value on 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. It is the Company's policy to maximize the use of observable inputs and minimize the use of unobservable inputs when developing fair value measurements, in accordance with the fair value hierarchy. Fair value measurements for assets and liabilities where there exists limited or no observable market data and, therefore, are based primarily upon management's own estimates, are often calculated based on current pricing policy, the economic and competitive environment, the characteristics of the asset or liability and other such factors. Therefore, the results cannot be determined with precision and may not be realized in an actual sale or immediate settlement of the asset or liability. Additionally, there may be inherent weaknesses in any calculation technique, and changes in the underlying assumptions used, including discount rates and estimates of future cash flows, that could significantly affect the results of current or future value.

Impairment of long-lived assets

The Company periodically reviews its long-lived assets for impairment whenever events or changes in circumstances indicate that the carrying amount of the assets may not be fully recoverable. The Company recognizes an impairment loss when the sum of expected undiscounted future cash flows is less than the carrying amount of the asset. The amount of impairment is measured as the difference between the asset's estimated fair value and its book value. During the three- and six-month periods ended December 31, 2024 and 2023, the Company did not record any impairment losses.

Income Taxes

The Company accounts for income taxes under the asset and liability method. Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases and operating loss and tax credit carry forwards. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The ultimate realization of deferred tax assets is dependent upon the generation of future taxable income and the reversal of deferred tax liabilities during the period in which related temporary differences become deductible. A valuation allowance has been established to eliminate the Company's deferred tax assets as it is more likely than not that any of the deferred tax assets will be realized.

The Company records uncertain tax positions in accordance with ASC 740 on the basis of a two-step process whereby (1) we determine whether it is more likely than not that the tax positions will be sustained on the basis of the technical merits of the position and (2) for those tax positions that meet the more-likely-than-not recognition threshold, we recognize the largest amount of tax benefit that is more than 50 percent likely to be realized upon ultimate settlement with the related tax authority.

Based on the Company's history of losses, it has been concluded that there are no significant uncertain tax positions requiring recognition in the Company's financial statements. The Company believes that its income tax position would be sustained on an audit and does not anticipate any adjustments that would result in a material change to its financial position.

The Company may in the future become subject to foreign, federal, state and local income taxation though it has not been since inception. The Company is not presently subject to any income tax audit in any taxing jurisdiction.

Basic Income (Loss) Per Share

Basic income (loss) per share is calculated by dividing the Company's net income or loss applicable to common shareholders by the weighted average number of common shares during the period. A diluted earnings per share is calculated by dividing the Company's net income available to common shareholders by the diluted weighted average number of shares outstanding during the year. The diluted weighted average number of shares outstanding is the basic weighted number of shares adjusted for any potentially dilutive debt or equity. As of December 31, 2024 and 2023, the Company had no convertible securities outstanding.

Recent Accounting Pronouncements

Management does not believe that any recently issued, but not yet effective, accounting standards could have a material effect on the accompanying financial statements. As new accounting pronouncements are issued, the Company will adopt those that are applicable under the circumstances.

The Company does not expect the adoption of recently issued accounting pronouncements to have a significant impact on the Company's results of operations, financial position or cash flow.

Note 3 – Going Concern Matters and Realization of Assets

The accompanying financial statements have been prepared on a going concern basis, which contemplates the realization of assets and the satisfaction of liabilities in the ordinary course of business. However, the Company has negative working capital, an accumulated deficit, and is not generating revenues. In addition, the Company may be

unable to meet all of its obligations as they become due. The Company believes that its existing cash resources may not be sufficient to fund its debt payments and working capital requirements.

The Company may not be able to raise sufficient additional debt, equity, or other cash on acceptable terms, if at all. Failure to generate sufficient revenues, raise sufficient funds to complete its mineral exploration activities, or achieve certain other business plan objectives could have a material adverse effect on the Company's results of operations, cash flows and financial position, including its ability to continue as a going concern, and may require it to significantly reduce, reorganize, discontinue or shut down its operations.

In view of the matters described above, recoverability of a major portion of the recorded asset amounts shown in the accompanying balance sheet is dependent upon continued operations of the Company which, in turn, is dependent upon the Company's ability to meet its financing requirements on a continuing basis, and to succeed in its future operations. The financial statements do not include any adjustments relating to the recoverability and classification of recorded asset amounts or amounts and classification of liabilities that might be necessary should the Company be unable to continue in its existence.

Management's plans include the pursuit of financing from known lenders, related parties and larger mining companies that seek to operate as a joint venture and earn-in financing that is common in the mining industry.

Note 4 – Income Taxes

The Company did not have any material unrecognized tax benefits as of December 31, 2024 and 2023. The Company does not expect the unrecognized tax benefits to significantly increase or decrease within the next twelve months. The Company recorded no interest and penalties relating to unrecognized tax benefits as of and during the three- and six-month periods ended December 31, 2024 and 2023. The Company is subject to United States federal income tax, as well as taxes by various state and foreign jurisdictions. The Company recorded no income tax expense for the three- and six-month periods ended December 31, 2024 and 2023 due to the net loss in both periods.

At the end of each interim reporting period, the Company estimates its effective income tax rate expected to be applicable for the full year. This estimate is used in providing for income taxes on a year-to-date basis and may change in subsequent interim periods. The Company's effective tax rate from operations for the three- and six-month periods ended December 31, 2024 and 2023 was 0%. The effective rate differs from the U.S. federal statutory rate of 21% due to current year tax losses and tax loss carryforwards.

Deferred income taxes reflect the net tax effects of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for income tax purposes. The Company has established a full valuation allowance for any deferred taxes.

Note 5 – Debt

The Company has notes payable totalling \$219,300 as of December 31, 2024 and June 30, 2024, that are payable on demand and that bear interest at a rate of 10% annually. Accrued interest payable amounted to \$125,224 and \$114,914 as of December 31, 2024, and June 30, 2024, respectively.

Note 6 – Related Party Transactions

Related party notes payable amount to \$31,250 as of December 31, 2024 and 2023. Loans are regularly provided by related parties to pay for operating expenses and mineral exploration. The notes are payable on demand and bear interest at a rate of 10% annually.

Advances from related parties amounted to \$60,914 and \$56,813 as of December 31, 2024 and June 30, 2024, respectively. These advances are not interest bearing and they are payable on demand.

Note 7 – Stockholders' Equity (Deficit)

The Company is authorized to issue 52,000,000,000 shares of common stock, par value \$0.0001 per share and an aggregate of 3,332,000,000 shares of preferred stock. As of December 31, 2024 and June 30, 2024 there were 2,020,405,477 shares of common stock issued and outstanding. As of December 31, 2024 and June 30, 2024 there were 18,000,000 shares of preferred stock issued and outstanding.

During fiscal year 2024, the Company issued 22,500,000 shares of common stock valued at \$126,000 for consulting contracts.

During fiscal year 2023, the Company issued 10,000,000 shares of common stock, valued at \$90,000, for consulting and accounting services; 5,000,000 shares of common stock, valued at \$50,000, for consulting and support of the Company's development of various businesses, including agriculture, horticulture, farm management, hemp business development and greenhouse construction; and 2,500,000 shares of common stock in conjunction with a tripartite collaboration agreement valued at \$60,000, for hemp and CBD activities. 2,500,000 shares of common stock for these consulting contracts were initially recorded as "Shares to be Issued" on the June 30, 2023 balance sheet. Those shares were issued during fiscal 2024. As of December 31, 2024 and June 30, 2024, Shares to be Issued amounted to \$0.

In addition to the authorized common stock, the Company's articles of incorporation authorize five classes of preferred stock.

A total of 120,000,000 shares of Class A preferred stock are authorized, having a par value of \$1.00 per share, that shall pay an annual dividend as determined by the board of directors in cash or in additional Class A preferred stock. As of December 31, 2024 and June 30, 2024, no shares of Class A preferred stock were issued and outstanding.

A total of 52,000,000 shares of Class B preferred stock are authorized, having a par value of \$1.00 per share, and super voting rights equal to 1,000 shares of common stock for each share of Class B preferred stock. As of December 31, 2024 and June 30, 2024, 18,000,000 shares of Class B preferred stock were issued and outstanding.

A total of 1,800,000,000 shares of Class C preferred stock are authorized, having a par value of \$5.00 per share, and voting rights equal to 10 shares of common stock for each share of Class C preferred stock. Each share of Class C preferred stock is convertible into 5 shares of common stock. As of December 31, 2024 and June 30, 2024, no shares of Class C preferred stock were issued and outstanding.

A total of 360,000,000 shares of Class D preferred stock are authorized, having a par value of \$50.00 per share, and no voting rights and no conversion rights. Each share of Class D preferred stock is convertible into 50 shares of common stock or into 10 shares of Class C preferred stock. As of December 31, 2024 and June 30, 2024, no shares of Class D preferred stock were issued and outstanding.

A total of 1,000,000,000 shares of Class E preferred stock are authorized, having a par value of \$0.50 per share, no voting rights and no conversion rights. Class E preferred stock has dividend rights and liquidation rights, as determined by the board of directors. As of December 31, 2024 and June 30, 2024, no shares of Class E preferred stock were issued and outstanding.

Note 8 – Commitment and Contingencies

Leases

The Company's corporate offices are in New York City. The rent is paid by the Chief Executive Officer and no rent is charged to the Company.

Contingencies

A novel strain of coronavirus, or COVID-19, spread throughout Asia, Europe and the United States, and was declared to be a pandemic by the World Health Organization. Our business plans have not been significantly impacted by the COVID-19 outbreak. However, we cannot at this time predict the specific extent, duration, or full impact that the COVID-19 or other outbreaks will have on our financial condition, operations, and business plans for fiscal 2025. Our operations have adopted social distancing and cleanliness standards, and we may experience delays in anticipated timelines and milestones.

Note 9 – Fair Value

The Fair Value Measurements Topic of the FASB Accounting Standards Codification establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to measurements involving significant unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy are as follows:

- Level 1: inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the company has the ability to access at the measurement date.
- Level 2: inputs are inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly.
- Level 3: inputs are unobservable inputs for the asset or liability.

Under the Fair Value Measurements Topic of the FASB Accounting Standards Codification, we base fair value on 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. It is our policy to maximize the use of observable inputs and minimize the use of unobservable inputs when developing fair value measurements, in accordance with the fair value hierarchy. Fair value measurements for assets and liabilities where there exists limited or no observable market data and, therefore, are based primarily upon management's own estimates, are often calculated based on current pricing policy, the economic and competitive environment, the characteristics of the asset or liability and other such factors. Therefore, the results cannot be determined with precision and may not be realized in an actual sale or immediate settlement of the asset or liability. Additionally, there may be inherent weaknesses in any calculation technique, and changes in the underlying assumptions used, including discount rates and estimates of future cash flows that could significantly affect the results of current or future value.

Following is a description of valuation methodologies used for assets and liabilities recorded at fair value and for estimating fair value where it is practicable to do so for financial instruments not recorded at fair value (disclosures required by the Fair Value Measurements Topic of the FASB Accounting Standards Codification).

Cash and cash equivalents, accounts payable and other current liabilities

In general, carrying amounts approximate fair value because of the short maturity of these instruments.

Debt

The debt is carried at its face value plus accrued interest. Based on the small size of the Company, it is impracticable for the Company to estimate the fair value of its debt.

The Company has no instruments with significant off balance sheet risk.

Note 10 – Mineral Properties

As of December 31, 2024 and June 30, 2024, the Company's mineral interests amounted to \$54,953. The mineral properties consist of claims in the northwest Arizona county of Mohave, Wallapai District, a recognized mining area. Proven assay reports show high values of gold and silver, and mined ore in the area also yields ample amounts of copper, zinc, lead and manganese. The property is near the Mineral Park mine, a large open pit copper mine in the Cerbat Mountains in Arizona, which was reported to have 389 million tonnes of copper and 31 million ounces of silver.

Note 11 – Subsequent Events

The company has evaluated all subsequent events through February 19, 2025, the date this report was issued. There were no material subsequent events that required recognition or additional disclosure in these financial statements.

10) Issuer Certification

Principal Executive Officer:

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) in each Quarterly Report or Annual Report.

The certifications shall follow the format below:

I, Joseph Amram certify that:

1. I have reviewed this Disclosure Statement for Agri-Dynamics 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.

02/19/2025

/s/Joseph Amram [CEO's Signature]

(Digital Signatures should appear as "/s/ [OFFICER NAME]")

Principal Financial Officer:

I, Joseph Amram certify that:

1. I have reviewed this Disclosure Statement for Agri-Dynamics 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.

02/19/2025

/s/ Joseph Amram [CFO's Signature]

(Digital Signatures should appear as "/s/ [OFFICER NAME]")