

# **Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines**

## **Protext Mobility, Inc.**

One West Las Olas Blvd., Ste 500

Fort Lauderdale, FL. 33301

+27 79 107 0886

SIC 2833

## **Quarterly Report**

**For the Period Ending: September 30, 2022**

**(the "Reporting Period")**

September 30, 2022, the number of shares outstanding of our Common Stock was:

8,372,592,030

As of June 30, 2022, the number of shares outstanding of our Common Stock was:

8,372,592,030

As of December 31, 2021, the number of shares outstanding of our Common Stock was:

7,831,463,506

Indicate by check mark whether the company is a shell company (as defined in Rule 405 of the Securities Act of 1933 and Rule 12b-2 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: ☒

Indicate by check mark whether a Change in Control<sup>1</sup> of the company has occurred over this reporting period:

Yes: ☐ No: ☒

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

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

Protext Mobility- December 2010 - present

EchoMetrix- May, 2009- December, 2010

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<sup>1</sup> "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.

SearchHelp, Inc. - September, 2001 -May, 2009

The state of incorporation or registration of the issuer and of each of its predecessors (if any) during the past five years; Please also include the issuer's current standing in its state of incorporation (e.g. active, default, inactive):

| Name             | State of incorporation | Standing |
|------------------|------------------------|----------|
| Protext Mobility | Delaware               | Active   |

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

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:

On June 3, 2022, the Company acquired 100% of the capital stock of RSAMMD Acquisitions LLC, a Delaware company, in exchange for 100,000 shares of Series D Preferred stock and 50,000 shares of Series A Preferred stock. Combined, these shares entitle the shareholders of RSAMMD to 85% of the votes on all shareholder matters with conversion rights equal to the number of votes. Mr.Dylon Du Plooy and Dr. Ahmed Jamalooddeen are the principals of this entity and are the beneficial owners of the Protext controlling stock.

The address(es) of the issuer's principal executive office:

One West Las Olas Blvd., Ste 500  
Fort Lauderdale, FL. 33301

The address(es) of the issuer's principal place of business:

*Check box 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?

Yes: ☐ No: ☒

If this issuer or any of its predecessors have been the subject of such proceedings, please provide additional details in the space below:

None

## 2) Security Information

|                                                     |                                                             |
|-----------------------------------------------------|-------------------------------------------------------------|
| Trading symbol:                                     | <u>TXTM</u>                                                 |
| Exact title and class of securities outstanding:    | <u>Common Stock</u>                                         |
| CUSIP:                                              | <u>74371E204</u>                                            |
| Par or stated value:                                | <u>\$0.00001</u>                                            |
| Total shares authorized:                            | <u>10,000,000,000</u> as of date: <u>September 30, 2022</u> |
| Total shares outstanding:                           | <u>8,372,592,030</u> as of date: <u>September 30, 2022</u>  |
| Number of shares in the Public Float <sup>2</sup> : | <u>7,645,000,000</u> as of date: <u>September 30, 2022</u>  |

<sup>2</sup> "Public Float" shall mean the total number of unrestricted shares not held directly or indirectly by an officer, director, any person who is the beneficial owner of more than 10 percent of the total shares outstanding (a "control person"), or any affiliates thereof, or any immediate family members of officers, directors and control persons.

Total number of shareholders of record: 77 as of date: September 30, 2022

*All additional class(es) of publicly traded securities (if any): None*

Trading symbol: N/A  
Exact title and class of securities outstanding: N/A  
CUSIP: N/A  
Par or stated value: N/A  
Total shares authorized: N/A as of date: N/A  
Total shares outstanding: N/A as of date: N/A

#### Transfer Agent

Name: Clear Trust, LLC  
Phone: 813-235-4490  
Email: inbox@cleartrusttransfer.com  
Address: 16540 Pointe Village Dr.  
Suite 205  
Lutz, FL 33558

Is the Transfer Agent registered under the Exchange Act?<sup>3</sup> Yes: ☒ No: ☐

### **3) Issuance History**

The goal of this section is to provide disclosure with respect to each event that resulted in any direct 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**

Check this box to indicate there were no changes to the number of outstanding shares within the past two completed fiscal years and any subsequent periods: ☐

[Table continues on Next Page]

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<sup>3</sup> To be included in the Pink Current Information tier, the transfer agent must be registered under the Exchange Act.

| Shares Outstanding as of Second Most Recent Fiscal Year End:<br><div>Opening Balance</div> <div>Date <u>12/31/2020</u> Common: 4,874,316,008 Preferred: <u>3,355,126</u></div> |                                                                                 |                                        | *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 (entities must have individual with voting / investment control disclosed). | 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. |
| 02/11/2021                                                                                                                                                                     | Issuance                                                                        | 461,330,466                            | Common                                                                 | <u>.004</u>                                       | No                                                                                     | <u>Union Capital, LLC</u><br><u>Yakov Borenstein</u>                                                                 | Note conversion                                                                               | Unrestricted                                  | <u>4(a)1</u>                    |
| 02/24/2021                                                                                                                                                                     | Issuance                                                                        | 468,030,000                            | Common                                                                 | <u>.0018</u>                                      | No                                                                                     | <u>BB Winks LLC</u><br><u>Craig Fisher</u>                                                                           | Note conversion                                                                               | Unrestricted                                  | <u>4(a)1</u>                    |
| 4/28/2021                                                                                                                                                                      | Issuance                                                                        | 271,867,306                            | Common                                                                 | <u>.0016</u>                                      | Yes                                                                                    | <u>Union Capital, LLC</u><br><u>Yakov Borenstein</u>                                                                 | Note conversion                                                                               | Unrestricted                                  | <u>4(a)1</u>                    |
| 06/01/2021                                                                                                                                                                     | Issuance                                                                        | 460,000,000                            | Common                                                                 | <u>.0016</u>                                      | Yes                                                                                    | <u>Bruce Lewis</u>                                                                                                   | Note Conversion                                                                               | Unrestricted                                  | <u>4(a)1</u>                    |
| 6/22/21                                                                                                                                                                        | Issuance                                                                        | 12,523,985                             | Common                                                                 | <u>.0016</u>                                      | Yes                                                                                    | <u>Gel Properties LLC</u><br><u>Arveh Goldstein</u>                                                                  | Note Conversion                                                                               | Unrestricted                                  | <u>4(a)1</u>                    |
| 6/23/21                                                                                                                                                                        | Issuance                                                                        | 308,276,015                            | Common                                                                 | <u>.0015</u>                                      | Yes                                                                                    | <u>Gel Properties LLC</u><br><u>Arveh Goldstein</u>                                                                  | Note Conversion                                                                               | Unrestricted                                  | <u>4(a)1</u>                    |
| 6/22/21                                                                                                                                                                        | Issuance                                                                        | 70,000,000                             | Common                                                                 | <u>.0015</u>                                      | Yes                                                                                    | <u>Gel Properties LLC</u><br><u>Arveh Goldstein</u>                                                                  | Note Conversion                                                                               | Unrestricted                                  | <u>4(a)1</u>                    |
| 6/22/21                                                                                                                                                                        | Issuance                                                                        | 9,200,000                              | Common                                                                 | <u>.0015</u>                                      | Yes                                                                                    | <u>Gel Properties LLC</u><br><u>Arveh Goldstein</u>                                                                  | Note Conversion                                                                               | Unrestricted                                  | <u>4(a)1</u>                    |
| 9/23/21                                                                                                                                                                        | Issuance                                                                        | 145,370,766                            | Common                                                                 | <u>.002</u>                                       | Yes                                                                                    | <u>Lance Quartieri</u>                                                                                               | Note Conversion                                                                               | Unrestricted                                  | <u>4(a)1</u>                    |
| 9/20/21                                                                                                                                                                        | Issuance                                                                        | 307,258,460                            | Common                                                                 | <u>.002</u>                                       | Yes                                                                                    | <u>Richard Grossfeld</u>                                                                                             | Pref A Conversion                                                                             | Unrestricted                                  | <u>4(a)1</u>                    |
| 9/20/21                                                                                                                                                                        | Cancellation                                                                    | 22,151                                 | Pref A                                                                 | <u>N/A</u>                                        | N/A                                                                                    | <u>Richard Grossfeld</u>                                                                                             | Conversion to common                                                                          | N/A                                           | <u>N/A</u>                      |
| 10/15/21                                                                                                                                                                       | Cancellation                                                                    | 46,052                                 | Pref B                                                                 | <u>N/A</u>                                        | N/A                                                                                    | <u>Jamie Safier</u>                                                                                                  | Conversion to Pref A                                                                          | N/A                                           | <u>N/A</u>                      |
| 10/15/21                                                                                                                                                                       | Issuance                                                                        | 30,000                                 | Pref A                                                                 | <u>.002</u>                                       | No                                                                                     | <u>Jamie Safier</u>                                                                                                  | Conversion of Pref B                                                                          | N/A                                           | <u>N/A</u>                      |
| 10/26/21                                                                                                                                                                       | Cancellation                                                                    | 30,000                                 | Pref A                                                                 | <u>N/A</u>                                        | N/A                                                                                    | <u>Jamie Safier</u>                                                                                                  | Conversion to common                                                                          | N/A                                           | <u>N/A</u>                      |
| 10/26/21                                                                                                                                                                       | Issuance                                                                        | 443,290,500                            | Common                                                                 | <u>.002</u>                                       | Yes                                                                                    | <u>Jamie Safier</u>                                                                                                  | Conversion of Pref A                                                                          | Unrestricted                                  | <u>4(a)1</u>                    |
| 1/13/2022                                                                                                                                                                      | Issuance                                                                        | 150,035,000                            | Common                                                                 | <u>.001</u>                                       | Yes                                                                                    | <u>Walter Deal</u>                                                                                                   | Conversion of debt                                                                            | Unrestricted                                  | <u>4(a)1</u>                    |
| 5/25/2022                                                                                                                                                                      | Issuance<br>Cancellation                                                        | 391,093,524<br>24,500                  | Common<br>Pref A                                                       | <u>.002</u><br><u>N/A</u>                         | Yes<br>N/A                                                                             | <u>David Lewis</u>                                                                                                   | Conversion of Pref A                                                                          | Restricted                                    | <u>4(a)1</u>                    |

|                                            |                      |                  |                              |                            |          |                         |                |                          |                          |
|--------------------------------------------|----------------------|------------------|------------------------------|----------------------------|----------|-------------------------|----------------|--------------------------|--------------------------|
| 6/3/2022                                   | Issuance<br>Issuance | 66,666<br>33,335 | Pref D<br>Pref A             | <u>.002</u><br><u>.002</u> | No<br>No | <u>Dr. Jamalooddeen</u> | Share exchange | Restricted<br>Restricted | <u>N/A</u><br><u>N/A</u> |
| 6/3/2022                                   | Issuance<br>Issuance | 33,333<br>16,666 | Pref D<br>Pref A             | <u>.002</u><br><u>.002</u> | No<br>No | <u>Dylon DuPlooy</u>    | Share exchange | Restricted<br>Restricted | <u>N/A</u><br><u>N/A</u> |
| Shares Outstanding on Date of This Report: |                      |                  |                              |                            |          |                         |                |                          |                          |
| <u>Ending Balance</u>                      |                      |                  |                              |                            |          |                         |                |                          |                          |
| <u>Ending Balance:</u>                     |                      |                  |                              |                            |          |                         |                |                          |                          |
| Date <u>9/30/2022</u>                      |                      |                  | Common: <u>8,372,592,030</u> |                            |          |                         |                |                          |                          |
|                                            |                      |                  | Preferred: <u>3,412,423</u>  |                            |          |                         |                |                          |                          |

**Example:** A company with a fiscal year end of December 31<sup>st</sup>, in addressing this item for its quarter ended September 30, 2020, would include any events that resulted in changes to any class of its outstanding shares from the period beginning on January 1, 2018 through September 30, 2020 pursuant to the tabular format above.

Use the space below to provide any additional details, including footnotes to the table above:

## B. Debt Securities, Including Promissory and Convertible Notes

Use the chart and additional space below to list and describe all outstanding promissory notes, convertible notes, convertible debentures, or any other debt instruments that may be converted into a class of the issuer's equity securities.

Check this box if there are no outstanding promissory, convertible notes or debt arrangements: ☒

| Date of Note Issuance | Outstanding Balance (\$) | Principal Amount at Issuance (\$) | Interest Accrued (\$) | Maturity Date | Conversion Terms (e.g. pricing mechanism for determining conversion of instrument to shares) | Name of Noteholder (entities must have individual with voting / investment control disclosed). | Reason for Issuance (e.g. Loan, Services, etc.) |
|-----------------------|--------------------------|-----------------------------------|-----------------------|---------------|----------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------|-------------------------------------------------|
|                       |                          |                                   |                       |               |                                                                                              |                                                                                                |                                                 |

Use the space below to provide any additional details, including footnotes to the table above:

## 4) Financial Statements

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

- ☒ U.S. GAAP  
☐ IFRS

B. The financial statements for this reporting period were prepared by (name of individual)<sup>4</sup>:

Name: John D. Patterson  
Title: CPA  
Relationship to Issuer: Accountant

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

<sup>4</sup> The financial statements requested pursuant to this item must be prepared in accordance with US GAAP or IFRS by persons with sufficient financial skills.

- C. Balance sheet;
- D. Statement of income;
- E. Statement of cash flows;
- F. Statement of Retained Earnings (Statement of Changes in Stockholders' Equity)
- G. Financial notes; and
- H. Audit letter, if audited

You may either (i) attach/append the financial statements to this disclosure statement or (ii) file the financial statements through OTCIQ 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 statements in a separate report as described 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 OTCIQ in the field below. Financial Statements must be compiled in one document.

**The financial statements for the quarter ended June 30, 2022 are attached hereto.**

Financial statement information is considered current until the due date for the subsequent report (as set forth in the qualifications section above). To remain qualified for Current Information, a company must post its Annual Report within 90 days from its fiscal year-end date and Quarterly Reports within 45 days of each fiscal quarter-end date.

**5) Issuer's Business, Products and Services**

The purpose of this section is to provide a clear description of the issuer's current operations. In answering this item, please include the following:

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

Protext is a Biotech Company developing a Hemp/CBD – Cannabis medicines platform for the legal cannabis industry, using proprietary live plant extraction processes & technologies. Through its wholly owned subsidiary RSAMMD Acquisitions LLC ("RSAMMDA") and under the leadership of its founders Mr. Dylon Du Plooy and Dr. Ahmed Jamalooden we partner with leading hospitals and universities globally to advance the clinical benefits and applications of cannabinoids. Mr. Du Plooy is a South African pioneer in the research, cultivation, production and distribution of medical cannabis and cannabinoids. Dr. J operates a 5000-hectare farm in New Castle, South Africa and holds cannabis and hemp licenses issued by the Government of South Africa. Together the RSAMMDA founders have been at the forefront of medical cannabis legislation and South African cannabis legalization, which took place in September 2018. We are committed to the advancement of technology and scientific research that leads to an improved quality of life for patients around the world.

- B. Please list any subsidiaries, parents, or affiliated companies.

EchoMetrix  
Plandai Biotechnology  
Cannabis Biosciences, Inc.  
RSAMMD Acquisitions LLC

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

Through its prior acquisitions, Protext engages in the research, testing and development of highly bioavailable botanical products all-natural ingredients formulated for nutraceutical and pharmaceutical applications through the use of proprietary live plant extraction technology

## 6) 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 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, 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.

The issuer utilizes space provided by its Chairman at no cost.  
Location is 10 Hilldrop Dr. Newcastle, SA. 2940

## 7) Company Insiders (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 or beneficial shareholders.

Using the tabular format below, please provide information, as of the period end date of this report, regarding any person or entity owning 5% or more of any class of the issuer's securities, as well as any officer, and any director of the company, or any person that performs a similar function, regardless of the number of shares they own. **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 in the note section.**

| Name of Officer/Director or Control Person | Affiliation with Company (e.g. Officer Title /Director/Owner of more than 5%) | Residential Address (City / State Only)   | Number of shares owned | Share type/class          | Ownership Percentage of Class Outstanding | Note                                                                                                                                                                                           |
|--------------------------------------------|-------------------------------------------------------------------------------|-------------------------------------------|------------------------|---------------------------|-------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <u>McCallum Trust/ Baylis Duffied</u>      | <u>CEO of Plandai Biotechnology</u>                                           | <u>17 Hanover Square, London, England</u> | <u>0</u>               | <u>Series D Preferred</u> | <u>0</u>                                  | On May 1, 2020, Plandai Biotechnology, Inc., the entity from which Plandai Biotechnology South Africa was acquired, agreed to return and cancel all Series D shares due to breach of contract. |
| Steve Berman                               | <u>Holder of more than 5% of a class of securities</u>                        | New York, NY                              | 2,675,000              | Series C Preferred        | 100%                                      | Voting stock only, converts to 535 million votes equal to approx. 6%<br>Preferred holder is not a control person or affiliate and has no conversion rights                                     |
| David Lewis                                | Holder of more than 5% of a class of preferred securities                     | <u>Deerfield Beach, FL</u>                | 25,000                 | Series A Preferred        | 33.3%                                     |                                                                                                                                                                                                |
| Dr. A Jamalodeen                           | Chairman/President                                                            | <u>Newcastle, South Africa</u>            | 66,667<br>33,333       | Pref D<br>Pref A          | 67.7%<br>44.5%                            |                                                                                                                                                                                                |
| Dylon Du Plooy                             | CEO/Director                                                                  | <u>Newcastle, South Africa</u>            | 33,333<br>16,667       | Pref D<br>Pref A          | 33.3%<br>22.2%                            |                                                                                                                                                                                                |

## 8) Legal/Disciplinary History

A. Please identify whether any of the persons or entities listed above have, in the past 10 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);

No

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;

No

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

No

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.

No

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 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.

On November 11, 2019, Joseph Canouse obtained a default judgment against the Company totaling \$563,396.72. On April 8, 2022, the Company filed in the District Court, Southern District of New York for the United States of America a Motion to Set Aside the Judgment, which was denied and the Company has filed for review the United States Appellate Courts overseeing the Southern District of New York. In addition, the Company has filed against Mr. Canouse and the Company's former CEO Steve Berman (who assigned claims to Mr. Canouse that are the basis of the Judgment). The Company filed the action against Mr. Berman and Mr. Canouse in the 11th Judicial District in and for Miami-Dade County, Florida on or about April 8, 2022. Both the Appeal towards Motion to Set Aside and the Florida Litigation remain pending. In October 2022, Company filed legal briefing relating to Appeal towards Motion to Set Aside judgment.

## 9) Third Party Providers

Please provide the name, address, telephone number and email address of each of the following outside providers:

### Securities Counsel

Name: Jonathan Leinwand  
Firm: Jonathan D. Leinwand, P.A.  
Address 1: 18305 Biscayne Blvd, Suite 200  
Address 2: Aventura, FL 33180

Phone: (954) 903-7856  
Email: jonathan@jdlpa.com

Accountant or Auditor

Name: John D. Patterson, CPA  
Firm: Patterson CPA's, LLC  
Address 1: 772 West Shepard Lane, STE 101  
Address 2: Farmington, UT, 84025  
Phone: 801-451-8886  
Email: john@gapcpas.com

Investor Relations

Name: \_\_\_\_\_  
Firm: \_\_\_\_\_  
Address 1: \_\_\_\_\_  
Address 2: \_\_\_\_\_  
Phone: \_\_\_\_\_  
Email: \_\_\_\_\_

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) or consultant(s) or provided assistance or services to the issuer during the reporting period.

Name: \_\_\_\_\_  
Firm: \_\_\_\_\_  
Nature of Services: \_\_\_\_\_  
Address 1: \_\_\_\_\_  
Address 2: \_\_\_\_\_  
Phone: \_\_\_\_\_  
Email: \_\_\_\_\_

**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, Dylon Du Plooy certify that:

1. I have reviewed this Quarterly Disclosure Statement of PROTEXT MOBILITY, INC (aka Protext Pharma, 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.

11/15/2022 [Date]

/S/ Dylan Du Plooy [CEO's Signature]

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

*Principal Financial Officer:*

I, Dylon Du Plooy certify that:

1. I have reviewed this Quarterly Disclosure Statement of PROTEXT MOBILITY, INC (aka Protex Pharma, 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.

11/15/2022 [Date]

/S/ Dylon Du Plooy [CFO's Signature]

(Digital Signatures

Protext Mobility, Inc.  
(aka Protext Pharma, Inc.)  
OTCPK: TXTM  
Financial Statements  
September 30, 2022  
(Unaudited)

**PROTEXT MOBILITY, INC.**  
**(aka Protext Pharma, Inc.)**  
**Balance Sheets**  
**(Unaudited)**

|                                                                          | <b>September 30,<br/>2022</b> | <b>December 31,<br/>2021</b> |
|--------------------------------------------------------------------------|-------------------------------|------------------------------|
| <b>ASSETS</b>                                                            |                               |                              |
| Cash                                                                     | \$ -                          | \$ -                         |
| Total Current Assets                                                     | <u>-</u>                      | <u>-</u>                     |
| Fixed Assets                                                             |                               |                              |
| License Agreement                                                        | 170,000                       | 170,000                      |
| Capitalized Software Development                                         | 31,725                        | 33,395                       |
| Total Fixed Assets                                                       | <u>201,725</u>                | <u>203,395</u>               |
| <b>TOTAL ASSETS</b>                                                      | <u><u>\$ 201,725</u></u>      | <u><u>\$ 203,395</u></u>     |
| <b>LIABILITIES &amp; EQUITY</b>                                          |                               |                              |
| Current Liabilities                                                      |                               |                              |
| Accounts Payable and Accrued Expenses                                    | \$ 574,738                    | \$ 632,415                   |
| Accrued Interest                                                         |                               | 63,205                       |
| Derivative Liability                                                     | -                             | 108,192                      |
| Accrued Salary                                                           | 498,604                       | 458,604                      |
| Convertible Notes Payable                                                | <u>-</u>                      | <u>70,303</u>                |
| Total Current Liabilities                                                | <u>1,073,342</u>              | <u>1,332,719</u>             |
| Total Liabilities                                                        | 1,073,342                     | 1,332,719                    |
| Equity                                                                   |                               |                              |
| Common Stock, 10,000,000,000 shares par value \$0.00001 authorized       | 83,727                        | 78,316                       |
| Common Stock Issuable                                                    | 60,750                        | 60,750                       |
| Additional Paid-in Capital                                               | 2,710,961                     | 2,480,635                    |
| Preferred Stock-Series A 100,000 par value \$0.001 shares authorized     | 75                            | 50                           |
| Preferred Stock-Series B 1,000,000 par value \$0.0001 shares authorized  | -                             | -                            |
| Preferred Stock - Series C 9,000,000 par value \$0.001 shares authorized | 2,675                         | 2,675                        |
| Preferred Stock - Series D 100,000 par value \$0.001 shares authorized   | 100                           | -                            |
| Retained Deficit                                                         | <u>(3,729,905)</u>            | <u>(3,751,750)</u>           |
| Total Equity                                                             | <u>(871,617)</u>              | <u>(1,129,324)</u>           |
| <b>TOTAL LIABILITIES &amp; EQUITY</b>                                    | <u><u>\$ 201,725</u></u>      | <u><u>\$ 203,395</u></u>     |

**PROTEXT MOBILITY, INC.**  
**(aka Protext Pharma, Inc.)**  
**Statements of Income**  
**(Unaudited)**

|                            | <b>For the Three Months Ended</b> |                           | <b>For the Nine Months Ended</b> |                           |
|----------------------------|-----------------------------------|---------------------------|----------------------------------|---------------------------|
|                            | <b>September 30,</b>              |                           | <b>September 30,</b>             |                           |
|                            | <b>2022</b>                       | <b>2021</b>               | <b>2022</b>                      | <b>2021</b>               |
|                            | <b><u>2022</u></b>                | <b><u>2021</u></b>        | <b><u>2022</u></b>               | <b><u>2021</u></b>        |
| Expenses                   |                                   |                           |                                  |                           |
| Payroll                    | \$ -                              | \$ 20,000                 | \$ 40,000                        | \$ 20,000                 |
| General and Administrative | 6,742                             | -                         | 13,242                           | -                         |
| Total Expense              | <u>6,742</u>                      | <u>20,000</u>             | <u>53,242</u>                    | <u>20,000</u>             |
| Net Operating Loss         | <u>(6,742)</u>                    | <u>(20,000)</u>           | <u>(53,242)</u>                  | <u>(20,000)</u>           |
| Gain on debt forgiveness   | 5,500                             | -                         | 198,486                          | -                         |
| Derivative Expense         | -                                 | -                         | (109,327)                        | -                         |
| Interest Expense           | -                                 | (14,072)                  | (14,072)                         | (28,144)                  |
| Net Loss                   | <u><u>\$ (1,242)</u></u>          | <u><u>\$ (34,072)</u></u> | <u><u>\$ 21,845</u></u>          | <u><u>\$ (48,144)</u></u> |

**PROTEXT MOBILITY, INC.**

**Statements of Equity**

(Unaudited)

|                                                         | <b>Shares<br/>Outstanding</b> | <b>Common<br/>Stock</b> | <b>Series A<br/>Preferred</b> | <b>Series B<br/>Preferred</b> | <b>Series C<br/>Preferred</b> | <b>Series D<br/>Preferred</b> | <b>Paid In<br/>Capital</b> | <b>Stock<br/>Issuable</b> | <b>Retained<br/>Earnings</b> | <b>Total</b>   |
|---------------------------------------------------------|-------------------------------|-------------------------|-------------------------------|-------------------------------|-------------------------------|-------------------------------|----------------------------|---------------------------|------------------------------|----------------|
| Balance at December 31, 2019                            | 4,574,316,008                 | 45,744                  | 72                            | 1                             | 2,675                         | 100                           | 1,818,794                  | 116,750                   | (3,103,430)                  | (1,119,294)    |
| Shares issued on conversion of debt                     | 300,000,000                   | 3,000                   |                               |                               |                               |                               | 33,000                     |                           |                              | 36,000         |
| Stock cancelled                                         |                               |                         |                               |                               |                               | (100)                         |                            | (56,000)                  | -                            | (56,100)       |
| Net Loss of the Period                                  |                               |                         |                               |                               |                               |                               |                            |                           | (506,032)                    | (506,032)      |
| Balance at December 31, 2020                            | 4,874,316,008                 | 48,744                  | 72                            | 1                             | 2,675                         | -                             | 1,851,794                  | 60,750                    | (3,609,462)                  | (1,645,426)    |
| Common stock issued on conversion<br>of preferred stock | 750,546,960                   | 7,505                   | (22)                          | (1)                           |                               |                               | (7,483)                    |                           |                              | -              |
| Shares issued on conversion of debt<br>and interest     | 2,206,600,538                 | 22,066                  |                               |                               |                               |                               | 636,324                    |                           |                              | 658,390        |
| Net Loss of the Period                                  |                               |                         |                               |                               |                               |                               |                            |                           | (142,288)                    | (142,288)      |
| Balance at December 31, 2021                            | 7,831,463,506                 | \$ 78,316               | \$ 50                         | \$ -                          | \$ 2,675                      | \$ -                          | \$ 2,480,635               | \$ 60,750                 | \$(3,751,750)                | \$ (1,129,324) |
| Shares issued on conversion of debt<br>and interest     | 150,035,000                   | 1,500                   |                               |                               |                               |                               | 231,054                    |                           |                              | 232,554        |
| Capital contribution by shareholders                    |                               |                         |                               |                               |                               |                               | 3,308                      |                           |                              | 3,308          |
| Shares issued on acquisition                            |                               |                         | 50                            |                               |                               | 100                           | (150)                      |                           |                              | -              |
| Shares issued on conversion of stock                    | 391,093,524                   | 3,911                   | (25)                          |                               |                               |                               | (3,886)                    |                           |                              | -              |
| Net Loss of the Period                                  |                               |                         |                               |                               |                               |                               |                            |                           | 21,845                       | 21,845         |
| Balance at September 30, 2022                           | 8,372,592,030                 | \$ 83,727               | \$ 75                         | \$ -                          | \$ 2,675                      | \$ 100                        | \$ 2,710,961               | \$ 60,750                 | \$(3,729,905)                | \$ (871,617)   |

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

**PROTEXT MOBILITY, INC.**  
**(aka Protext Pharma, Inc)**  
**Statements of Cash Flows**  
**(Unaudited)**

|                                                   | <b>For the Nine Months Ended<br/>September 30,</b> |                    |
|---------------------------------------------------|----------------------------------------------------|--------------------|
|                                                   | <b>2022</b>                                        | <b>2021</b>        |
| Cash Used in Operations:                          |                                                    |                    |
| Net loss                                          | \$ 21,845                                          | \$ (48,144)        |
| Gain on debt forgiveness                          | (198,486)                                          | -                  |
| Derivative Expense                                | 109,327                                            | -                  |
| Amortization of license                           | 1,670                                              | -                  |
| Non-cash Adjustments to operating accounts        |                                                    |                    |
| Decrease in accounts payable and accrued expenses | (1,500)                                            | -                  |
| (Decrease)Increase in accrued interest            | -                                                  | 28,144             |
| Increase in accrued salaries                      | 40,000                                             | 20,000             |
| Net cash from operating activities                | <u>(27,144)</u>                                    | <u>-</u>           |
| Cash from Financing Activities                    |                                                    |                    |
| Capital contributions                             | 3,308                                              | -                  |
| Working capital loan                              | 23,836                                             | -                  |
| Net cash from financing activities                | <u>27,144</u>                                      | <u>-</u>           |
| Net Change in Cash Flow                           | -                                                  | -                  |
| Cash at beginning of period                       | -                                                  | -                  |
| Cash at end of period                             | <u><u>\$ -</u></u>                                 | <u><u>\$ -</u></u> |
| Supplemental Cash Flow Information:               |                                                    |                    |
| Cash Paid for -                                   |                                                    |                    |
| Interst                                           | \$ -                                               | \$ -               |
| Taxes                                             | \$ -                                               | \$ -               |
| Shares issued on conversion of debt and interest  | \$ 232,554                                         | \$ -               |

**PROTEXT MOBILITY, INC.**  
**(aka Protext Pharma, Inc.)**  
**Notes to Unaudited Consolidated Financial Statements**  
**September 30, 2022**

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

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

On December 31, 2016, the Company acquired Plandaí Biotechnology South Africa (Pty) Ltd. (Plandaí), a South African company headquartered in the Mpumalanga province of South Africa through a share exchange agreement, and changed the corporate name to Protext Pharma, Inc. Plandaí was formed in 2014 and focuses on the development of pharmaceutical applications for botanical drugs and has the worldwide exclusive license to develop Phytofare® in botanical drug applications. Phytofare® is a highly bioavailable extract produced from live green tea leaves that has been clinically proven in double-blind human trials to have ten-times greater bioavailability over generic extract. The Company plans to commence human clinical trials to determine the effectiveness of using Phytofare® catechin complex in regulating insulin levels in Type II Diabetes patients. Under the terms of acquisition, the Company issued 100,000 shares of Series D Preferred Stock in exchange for all of the issued and outstanding shares of Plandaí. The Series D Preferred have the right to convert into 75% of the post-conversion issued and outstanding common stock of the Company. The Series D Preferred have voting rights equal to the number of shares issuable on conversion on all shareholder matters. On May 1, 2020, Plandaí Biotechnology, Inc., the entity from which Plandaí Biotechnology South Africa was acquired, agreed to return and cancel all Series D share due to breach of contract.

On March 14, 2017, the Company acquired 100% of the capital stock of Cannabis Biosciences, Inc., from Plandaí Biotechnologies, Inc. in exchange for 50,000,000 shares of the Company's restricted common stock. Cannabis Biosciences is engaged in the development of a non-psychoactive, full-profile cannabis extract using the Phytofare® technology for pharmaceutical applications. The operations of Cannabis Biosciences from the date of the acquisition forward have been consolidated in these financial statements. On May 1, 2020, Plandaí Biotechnologies agreed to cancel 40,000,000 shares due to breach of contract.

On June 3, 2022, the Company acquired 100% of the capital stock of RSAMMD Acquisition LLC, a Delaware corporation, in exchange for 100,000 shares of Series D Preferred Stock and 50,000 shares of Series A Preferred Stock. The Series D Preferred have the right to convert into 75% of the post-conversion issued and outstanding common stock of the Company. The Series D Preferred have voting rights equal to the number of shares issuable on conversion on all shareholder matters. The Series A Preferred issued have conversion rights equal to 10% of the post-conversion issued and outstanding shares of common stock and voting rights equivalent to the total shares issuable on conversion. This transaction resulted in a change of control with the shareholders of RSAMMD controlling over 85% of the total voting stock of the Company. The Company has determined that RSAMMD will remain a wholly-owned subsidiary and elect to become the successor issuer to the Company; as a result, the transaction has been accounted for as a reverse merger for accounting and reporting purposes. As a result of the transaction, the Company recorded Goodwill of \$150, which represents the value of the preferred stock issued. Since RSAMMD did not have material operations at the time of acquisition, the Goodwill was deemed impaired and expensed.

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

### Going Concern

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

If the Company does not generate sufficient revenues from the sales of its products in an amount necessary to meet its cash needs, the Company will need additional financing to continue to operate. There are no assurances that the Company can continue to successfully raise additional financing. If the Company fails to raise additional financing, it might have to file for reorganization under bankruptcy laws to satisfy its outstanding liabilities.

### Principles of Consolidation

The consolidated financial statements include the Company's wholly owned subsidiary, RSAMMD Acquisitions LLC. All significant intercompany transactions are eliminated. There was no income or expense recorded between the companies during the quarter ended September 30, 2022.

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

### Basis of Presentation

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

### Use of Estimates

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

### Cash and Cash Equivalents

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

### Income Taxes

The Company applies ACS 740 Income Taxes (ACS 740). Deferred income taxes are recognized for the tax consequences in future years of differences between the tax basis of assets and liabilities and their financial statement reported amounts at each period end, based on enacted tax laws and statutory tax rates applicable to the periods in which the differences are expected to affect taxable income. Valuation allowances are established, when necessary, to reduce deferred tax assets to the amount expected to be realized. The provision for income taxes represents the tax expense for the period, if any and the change during the tax in deferred tax assets and liabilities. ASC 74 also provides criteria for the recognition, measurement, presentation and disclosure of uncertain tax provisions. A tax benefit from an uncertain position is recognized only if it is "more likely than not" that the position is sustainable upon examination by the relevant taxing authority based on its technical merit.

As of each reporting date, management considers new evidence, both positive and negative, that could affect its view of the future realization of deferred tax assets. As of September 30, 2022, there remains insufficient positive evidence to conclude that it is more likely than not that any deferred taxes are realizable. At such time as there is positive evidence, the valuation allowance will be adjusted accordingly.

#### Fair Value of Financial Instruments

Pursuant to ASC No. 820, “Fair Value Measurements and Disclosures”, the Company is required to estimate the fair value of all financial instruments included on its balance sheets. The Company’s financial instruments consist of cash and derivative liabilities. The Company considers the carrying value of such amounts in the financial statements to approximate their fair value due to the short-term nature of these financial instruments.

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

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

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

The following presents the Company's fair value hierarchy for those assets and liabilities measured at fair value on a non-recurring basis as of September 30, 2022 and December 30, 2021:

September 30, 2022:

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

December 31, 2021:

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

### Derivative Financial Instruments

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

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

As of September 30, 2022, the fair value of the embedded derivative instruments was not considered material as all convertible instruments had previously been modified to have fixed-floor conversion features. The derivative liability previously recorded and associated with the convertible notes has not been modified and will be written off as notes are converted or repaid. During the nine months ended September 30, 2022, the Company wrote off \$108,192 in derivative liability on the conversion of \$15,035 of convertible debt and associated accrued interest.

### Research and Development Costs

Costs incurred in the research and development during the preliminary project stage are expensed as incurred. Costs specifically attributable to clinical trials are capitalized and amortized over the expected life of the product. Prior to 2015, the Company capitalized a total of \$433,395 associated with software development by ProText Mobility. The Company continually evaluates capitalized costs for potential impairment and determined as of December 31, 2020 that the software was materially and permanently impaired. As a result, the Company reduced the value of the asset by \$400,000, which was recorded as a loss in the year ended December 31, 2020.

### **NOTE 3 - CONVERTIBLE NOTES PAYABLE**

In prior years, the Company issued convertible notes payable to various individuals and funds, of which \$155,500 remained issued and outstanding as of December 31, 2020. As of December 31, 2016, the Company had negotiated with most of the convertible debt holders to eliminate all accrued interest and penalties and place a moratorium on future interest payments and conversions for a period of at least six months. Future conversions will not involve any discount off the then-trading price of the common stock. As a result, the derivative liability associated with these notes was deemed immaterial and all discounts and derivative liabilities were eliminated.

During the year ended December 31, 2018, the Company issued new convertible note in the amount of \$45,000 to an unrelated party. The note bears interest at 8% and is convertible at a 50% discount based on the average of the lowest three closing bid prices over the previous 10 days, with a floor of \$0.000065 per share. In the year ended December 31, 2020, and additional \$3,700 was loaned from the same party under identical terms.

During the year ended December 31, 2021, the Company issued a total of 2,206,600,538 shares of common stock on the conversion of \$267,120 on principal, and \$210,813 in interest and penalties associated with its debt obligations. An additional \$180,458 was recorded as a reduction in derivative liability related to the difference between the value of the shares issued and the amount of principal, interest and penalties recorded based on the value of the common stock on the date of conversion. During the three months ended March 31, 2022, a total of \$15,035, including accrued interest of \$4,864, was converted into 150,035,000 shares of common stock. At the time of conversion, the shares issued were valued at \$232,554, which resulted in a write off of \$108,192 in derivative liability and an additional derivative expense of \$109,327.

During the three months ended June 30, 2022, a total of \$99,493 in convertible debt, working capital loans, and associated interest was forgiven.

### **NOTE 4 - EQUITY TRANSACTIONS**

#### Common Stock

The Company has authorized 10 billion shares of common stock, par value \$0.00001, of which 8,372,592,030 shares were issued and outstanding as of September 30, 2022.

During the year ended December 31, 2020, the Company issued the following:

- 300,000,000 shares were issued on the conversion of \$36,000 in interest

In addition, the Company was obligated to issue 31,000,000 shares of common stock resulting from cash sales of \$46,750 and 50,000,000 shares of common stock as consideration for acquiring Cannabis Biosciences, Inc. The value of these shares, \$116,750, was recorded as Stock Payable in the financial statements. On May 1, 2020, Plandai Biotechnology agreed to reduce the amount owing from 50,000,000 shares to 10,000,000 shares and due to breach of contract. As a result, the company reduced the stock payable by \$56,000 which was recorded as other income to offset the write off of the value of the license that was previously impaired.

During the quarter ended March 31, 2021, the Company issued the following:

- 461,330,466 shares were issued to Union Capital on the conversion of \$36,600 in principal and \$55,666 in interest associated with a convertible note payable.
- 468,030,000 shares were issued to BB Winks on the conversion of \$30,500 in principal and \$16,303 in interest associated with a convertible note payable.

During the quarter ended June 30, 2021, the Company issued the following:

- 271,867,306 shares were issued to Union Capital on the conversion of \$63,400 in principal and \$99,720 in interest associated with a convertible note payable.
- 460,000,000 shares were issued to Bruce Lewis on the conversion of \$23,000 in principal and \$23,000 in interest associated with notes payable.
- 400,000,000 shares were issued to Gel Properties, LLC on the conversion of \$45,420 in principal and \$177,561 in interest and penalties associated with a convertible note payable.

During the quarter ended September 30, 2021, the Company issued the following:

- 145,370,766 shares to Lance Quartieri on the conversion of \$25,000 in principal and \$18,611 of interest associated with a convertible note previously issued to CDN Associates.
- 307,256,460 shares issued to Richard Grossfeld on the conversion of 22,151 shares of Series A Preferred Stock.

During the quarter ended December 31, 2021, the Company issued the following:

- 443,290,500 shares to Jamie Safier on the conversion of 30,000 shares of Series A Preferred stock.

During the quarter ended March 31, 2022, the Company issued the following:

- 150,035,000 shares to Walter Deal on the conversion of \$10,171 in principle and \$4,864 of accrued interest, on a note acquired from BB Winks.

During the quarter ended June 30, 2022, the Company issued the following:

- 391,093,524 shares to David Lewis on the conversion of 24,500 shares of Series A preferred stock.

During the quarter ended September 30, 2022 there were no common stock transactions.

#### Series A Preferred

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

quarter ended September 30, 2021, Richard Grossfeld converted 22,151 shares of Series A Preferred into 307,258,460 shares of common stock. During the quarter ended December 31, 2021, Jamie Safier converted 46,052 shares of Series B Preferred into 30,000 shares of Series A Preferred. He then converted the 30,000 shares of Series A into 443,290,500 shares of common stock.

During the quarter ended June 30, 2022, David Lewis converted 24,500 shares of Series A preferred into 391,093,524 shares of restricted common stock, leaving him with 25,000 shares of Series A issued and outstanding. The Company also issued 50,000 shares of Series A preferred to the shareholders of RSAMMD as partial consideration under the acquisition agreement dated June 1, 2022.

As of September 30, 2022 there were 75,000 shares of Series A issued and outstanding which, collectively, can be converted into 15% of the total issued and outstanding common stock of the Company on a post-conversion basis.

#### Series B Preferred

The Company previously issued 550,055 shares of Series B Preferred stock for cash consideration of \$4,825,000. On December 31, 2016, the Company exchanged 504,003 shares of Series B Preferred stock into 79,450 shares of Series A Preferred, leaving 46,052 shares of Series B Preferred stock outstanding as of December 31, 2020. During the quarter ended December 31, 2021, Jamie Safier converted 46,052 shares of Series B Preferred into 30,000 shares of Series A Preferred. He then converted the 30,000 shares of Series A into 443,290,500 shares of common stock. As of September 30, 2022, there were -0- shares of Series B Preferred issued and outstanding. The Series B Preferred has voting rights equal to two votes per share on all shareholder matters and has a preference on dividend payments.

#### Series C Preferred

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

#### Series D Preferred

On June 3, 2022, the Company issued 100,000 shares of Series D Preferred stock as partial consideration for the acquisition of RSAMMD Acquisitions LLC. The Series D Preferred stock has conversion rights equal to 75% of the post-conversion common stock and voting rights equivalent to the number of shares issuable on conversion.

### **NOTE 5 - SUBSEQUENT EVENTS**

The Company reviewed transactions subsequent to September 30, 2022 and noted no material events.