

Protext Mobility, Inc.

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

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www.protxtm.com

exportintl@aol.com

SIC 2833

Annual Report

For the period ending December 31, 2023 (the "Reporting Period")

Outstanding Shares

The number of shares outstanding of our Common Stock was:

8,791,221,631 as of December 31, 2023 (Current Reporting Period Date or More Recent Date)

8,372,592,030 as of December 31, 2022 (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.

Protex Mobility- December 2010 - present
EchoMetrix- May, 2009- December, 2010
SearchHelp, Inc.- September, 2001 -May, 2009

Current State and Date of Incorporation or Registration: Delaware, 12/21/2010

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

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

N/A

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:

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 Jamalooden are the principals of this entity and are the beneficial owners of the Protex controlling stock.

Address of the issuer's principal executive office:

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

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

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>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>	<u>as of date: December 31, 2023</u>
Total shares outstanding:	<u>8,791,221,631</u>	<u>as of date: December 31, 2023</u>
Total number of shareholders of record:	<u>77</u>	<u>as of date: December 31, 2023</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 Convertible Preferred Stock</u>	
CUSIP (if applicable):	<u>n/a</u>	
Par or stated value:	<u>\$0.001</u>	
Total shares authorized:	<u>100,000</u>	<u>as of date: December 31, 2023</u>
Total shares outstanding (if applicable):	<u>50,000</u>	<u>as of date: December 31, 2023</u>
Total number of shareholders of record (if applicable):	<u>2</u>	<u>as of date: December 31, 2023</u>

Exact title and class of the security:	<u>Series B Preferred Stock</u>	
CUSIP (if applicable):	<u>N/A</u>	
Par or stated value:	<u>\$0.0001</u>	
Total shares authorized:	<u>1,000,000</u>	<u>as of date: December 31, 2023</u>
Total shares outstanding (if applicable):	<u>0</u>	<u>as of date: December 31, 2023</u>

Total number of shareholders of record
(if applicable): 0 as of date: December 31, 2023

Exact title and class of the security: Series C Preferred
CUSIP (if applicable): N/A
Par or stated value: \$0.001
Total shares authorized: 3,900,000 as of date: December 31, 2023
Total shares outstanding (if applicable): 2,675,000 as of date: December 31, 2023
Total number of shareholders of record
(if applicable): 1 as of date: December 31, 2023

Exact title and class of the security: Series D Convertible Preferred Stock
CUSIP (if applicable): N/A
Par or stated value: \$0.001
Total shares authorized: 100,000 as of date: December 31, 2023
Total shares outstanding (if applicable): 100,000 as of date: December 31, 2023
Total number of shareholders of record
(if applicable): 2 as of date: December 31, 2023

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.

One for one voting on all common stock, entitled to dividends as determined by the board of directors. No Pre-emptive rights.

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

Series A Convertible Preferred Stock- Voting Rights- Shall be entitled to the number of votes as shall be equal to the aggregate number of shares of Common Stock into which the Series A shall be convertible. Liquidation – Holders shall be entitled to receive out of the assets of the corporation an amount equal to the Holder's pro rata share of the assets and funds of the corporation to be distributed. Conversion- Convertible into fully paid and non-assessable shares of Common Stock in aggregate equal to 20% of the post conversion number of shares of Common Stock issued and outstanding. Individual shares of Preferred Stock shall be convertible into that pro-rata number of common shares equal to .00001 X the aggregate number of shares issuable. There are no redemption rights.

Series B Preferred Stock – The holders of outstanding shares of Series B Preferred Stock shall be entitled, while shares of the Series B Preferred stock are outstanding, to cash dividends consisting in the aggregate of \$3,375,000 (the “**Special Dividend Amount**”) subject to certain conditions as set forth in the certificate of designation. The holders of Series B Preferred shall also be entitled to cumulative dividends. Liquidation- The holders of Series B Preferred shall be entitled to receive, pro rata based on the number of shares of Series B Preferred Stock held, pari passu with the payment or distribution of assets of the Company to the holders of

Common Stock by reason of their ownership thereof, an amount per share equal to the sum of (A) the Purchase Price plus an annualized internal rate of return of 8% for the period from the issuance date of the issued and outstanding Series B Preferred Stock to the date when all amounts under this section are in full, and (B) an amount equal to all declared but unpaid dividends for each outstanding share of Series B Preferred Stock proportionally adjusted for recapitalizations. Conversion- shall be convertible into fully paid and non- assessable shares of Common Stock as is determined by dividing the Purchase Price by the conversion price. The initial conversion price shall be \$0.0909, which implies that each share of Series B Preferred Stock is initially convertible into Common Stock on a 1- to- 100 basis. Voting Rights- Series B Preferred shall have the right to such number of votes for each share of common stock into which such share of Series B Preferred stock may then be converted pursuant to Section 5 of the Certificate of Designation equal to fifty-one percent (51%) of the outstanding common stock on an as-converted basis, only with respect to a proposal to amend the Certificate of Incorporation to increase the number of shares of capital stock authorized thereunder. In addition, the holders of Series B preferred shall have the right to two (2) votes for each share of common stock into which such share of Series B Preferred Stock could then be converted. There are no redemption rights.

Series C Preferred- Dividends- Shall not be entitled to receive any dividends. Voting- Shall vote together with the common stock as a single class on a one hundred (100) votes per share of Series C Preferred basis. No Preemption rights. Redemption rights: The corporation shall have the right to redeem the shares of Series C Preferred at any time after the date of issuance at a per share price equal to the per share price paid for such shares. In addition, the holder of Series C Preferred may also require the corporation to redeem shares of Series C Preferred at any time after the date of issuance at per share price equal to the price paid by the holder for such shares. Any such redemption shall occur ten days after written notice of the redemption is provided. There are no liquidated rights.

Series D Convertible Preferred Stock- Voting- Shall be entitled to the number of votes as shall be equal to the aggregate number of shares of Common Stock into which the Series D shall be convertible. Liquidation- Upon Liquidation, the Holders shall be entitled to receive an amount equal to the Holder's pro rata share of the assets and funds of the corporation to be distributed. Conversion- The number of shares of common stock to which a Holder of Preferred Stock shall, in aggregate, equal 75% of the post conversion number of shares of Common Stock issued and outstanding. Individual shares of Series D preferred stock shall be convertible into that pro-rata number of common shares equal to .00001 x the aggregate number of shares issuable. There are no redemption rights.

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

NA

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.**

NA

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 as of Second Most Recent Fiscal Year End:			*Right-click the rows below and select "Insert" to add rows as needed.						
<p>Opening Balance</p> <p>Date <u>12/31/2020</u> Common: 4,874,316,008 Preferred: <u>3,355,126</u></p>									
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> <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> <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> <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> <u>Aryeh 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> <u>Aryeh 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> <u>Aryeh 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> <u>Aryeh 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	Unrestricted	<u>4(a)1</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 Cancellation	391,093,524 (24,500)	Common Pref A	<u>.002</u> <u>N/A</u>	Yes N/A	<u>David Lewis</u>	Conversion of Pref A	unrestricted	<u>4(a)1</u>
6/3/2022	Issuance Issuance	66,666 33,335	Pref D Pref A	<u>.002</u> <u>.002</u>	No No	<u>Dr. Jamalooddeen</u>	Share exchange	Restricted Restricted	<u>4(a)2</u>
6/3/2022	Issuance Issuance	33,333 16,666	Pref D Pref A	<u>.002</u> <u>.002</u>	No No	<u>Dylon DuPlooy</u>	Share exchange	Restricted Restricted	<u>4(a)(2)</u>
7/2/2023	Issuance Returned to treasury	418,629,601 (25,000)	Common Pref A	<u>.002</u> <u>NA</u>	NA NA	<u>Walter Deal</u>	Conversion of Pref A	unrestricted	<u>4(a)1</u>

Shares Outstanding on Date of This Report:

Ending Balance

Ending Balance:

Date 12/31/2023

Common: 8,791,221,631

Preferred: 3,387,423

Example: A company with a fiscal year end of December 31st 2023, 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, 2022 through December 31, 2023 pursuant to the tabular format above.

*****Control persons for any entities in the table above must be disclosed in the table or in a footnote here.**

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

B. Promissory and Convertible Notes

Indicate by check mark whether there are any outstanding promissory, convertible notes, convertible debentures, or any other debt instruments that may be converted into a class of the issuer's equity securities:

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

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. *** You must disclose the control person(s) for any entities listed.	Reason for Issuance (e.g. Loan, Services, etc.)
_____	_____	_____	_____	_____	_____	_____	_____

_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____

*****Control persons for any entities in the table above must be disclosed in the table or in a footnote here.**

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

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")

Protext is a Biotech Company developing a Hemp/CBD – Cannabis medicines platform for the legal cannabis industry, using proprietary live plant extraction processes & technologies.

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 cannabinoids. Dr. J manages a 5000-hectare farm in New Castle, South Africa. Dr. J manages a hemp pilot/ MOU issued by the Government of South Africa. Together the RSAMMDA founders have been at the forefront of 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. List any subsidiaries, parent company, or affiliated companies.

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.

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

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.

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/name of control person(s) if a corporate entity
McCallum Trust/ Baylis Duffied	CEO of Plandai Biotechnology	17 Hanover Square, London, England	0	Series D Preferred	0	Control person: Baylis Duffied. 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	Holder of more than 5% of a class of securities	New York, NY	2,675,000	Series C Preferred	100%	Voting stock only, converts to 535 million votes equal to approx. 6% Preferred holder is not a control person or affiliate and has no conversion rights
Dr. A Jamalooddeen	Chairman/President	Newcastle, South Africa	66,667 33,333	Pref D Pref A	67.7% 44.5%	
Dylon Du Plooy	CEO/Director	Newcastle, South Africa	33,333 16,667	Pref D Pref A	33.3% 22.2%	

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);

No

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;

No

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;

No

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

No

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.

No

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.

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 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 (must include Counsel preparing Attorney Letters).

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: Michael Ussery, CPA
Firm: Kral Ussery, LLC
Address 1: 556 Silicon Drive, Suite 103
Address 2: Southlake, TX, 76092
Phone: 817-416-6842 ext.101
Email: MUssery@KralUssery.com

Investor Relations

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

All other means of Investor Communication:

X (Twitter): @ProtexP
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: Marchello Beriy
Title: Attorney
Relationship to Issuer: Attorney

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: Michael Ussery
Title: CPA
Relationship to Issuer: Accountant

Describe the qualifications of the person or persons who prepared the financial statements:⁵ Mr. Ussery is a certified public accountant.

Provide the following qualifying financial statements:

- Audit letter, if audited;
- 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.

⁵ 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.

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 Disclosure Statement for 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.

3/27/2024 [Date]

/S/ Dylon 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 Disclosure Statement for 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.

3/27/2024 [Date]

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

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

Protext Mobility, Inc.
(aka Protext Pharma, Inc.)
OTCPK: TXTM
Financial Statements
December 31, 2023

Management Review and Approval

I have reviewed and approved the financial statements of Protext Mobility, Inc. for issuance for the year ended 31 December 2023.

A handwritten signature in black ink, appearing to read 'A. Jamalodeen' followed by 'MD.'.

Dr. Ahmed Jamalodeen
President

Report of Independent Auditors

To the Board of Directors on Protext Mobility Inc.

Opinion

We have audited the financial statements of Protext Mobility, Inc which comprise the balance sheet as at 31 December 2023, and the statement of operations, statement of equity and statement of cash flows for the year then ended, and notes to the financial statements, including material accounting policy information. In our opinion, except for the effects of the matter described in the Basis for the Unmodified Opinion section of our report, the accompanying financial statements present fairly, in all material respects, the financial position of the Company as at 31 December 2023, and of its financial performance and its cash flows for the year then ended in accordance with accounting principles generally accepted in the United States of America.

Basis for Opinion

We conducted our audit in accordance with auditing standards generally accepted in the United States of America (US GAAS). Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the Financial Statements section of our report. We are required to be independent of the Company and to meet our other ethical responsibilities, in accordance with the relevant ethical requirements relating to our audit. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Responsibilities of Management for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with accounting principles generally accepted in the United States of America, and for the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is required to evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about the company's ability to continue as a going concern for one year after the date the financial statements are available to be issued.

Auditors' Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance but is not absolute assurance and therefore is not a guarantee that an audit conducted in accordance with US GAAS will always detect a material misstatement when it exists. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may

involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control. Misstatements are considered material if there is a substantial likelihood that, individually or in aggregate, they would influence the judgment made by a reasonable user based on the financial statements.

A handwritten signature in black ink, appearing to read 'Tshisikhawe' followed by a stylized surname and a period.

Tshisikhawe Khangale CA(SA), RA
22 March 2024

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

	as of December 31,	
	2022	
	2023	As Restated
ASSETS		
Cash	\$ -	\$ -
Inventory-Genus Cannabis Sativa Seeds	15,000,000	15,000,000
Prepaid expenses	1,830	2,333
Total Current Assets	<u>15,001,830</u>	<u>15,002,333</u>
TOTAL ASSETS	<u><u>\$ 15,001,830</u></u>	<u><u>\$ 15,002,333</u></u>
LIABILITIES & EQUITY		
Current Liabilities		
Accrued Expenses	\$ 563,396	\$ 563,396
Accrued Interest	-	-
Derivative Liability	-	-
Accrued Consultant fees	-	-
Related Party Line of Credit	62,413	8,644
Convertible Notes Payable	-	-
Other Notes Payable	-	-
Total Current Liabilities	<u>625,809</u>	<u>572,040</u>
Total Liabilities	<u>625,809</u>	<u>572,040</u>
Equity		
Common Stock, 10,000,000,000 shares par value \$0.00001 authorized, 8,791,221,631 and 8,372,592,030 issued and outstanding, respectively	87,912	83,726
Common Stock Issuable	-	-
Additional Paid-in Capital	17,767,451	17,771,612
Preferred Stock-Series A 100,000 par value \$0.001 shares authorized, 50,000 and 75,000 shares issued and outstanding, respectively	50	75
Preferred Stock-Series B 1,000,000 par value \$0.0001 shares authorized, 0 and 0 shares issued and outstanding	-	-
Preferred Stock - Series C 3,900,000 par value \$0.001 shares authorized, 2,675,000 issued and outstanding	2,675	2,675
Preferred Stock - Series D 100,000 par value \$0.001 shares authorized, 100,000 shares issued and outstanding, respectively	100	100
Retained Deficit	(3,482,167)	(3,427,895)
Total Equity	<u>14,376,021</u>	<u>14,430,293</u>
TOTAL LIABILITIES & EQUITY	<u><u>\$ 15,001,830</u></u>	<u><u>\$ 15,002,333</u></u>

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

PROTEXT MOBILITY, INC.
(aka Protext Pharma, Inc.)
Statements of Operations

	For the Year Ended December 31,	
	2023	2022
Expenses		
Payroll	\$ -	\$ 40,000
Consulting	-	-
Professional Services	-	-
General and Admin	52,642	20,127
Total Expense	<u>52,642</u>	<u>60,127</u>
Net Operating Loss	<u>(52,642)</u>	<u>(60,127)</u>
Loss on write down of assets	-	-
Cancellation of common stock issuable	-	-
Deravative expense		(109,327)
Loss on judgement	-	-
Gain on forgiveness of debt		708,677
Interest Expense	(1,630)	(14,072)
Net Income (Loss)	<u><u>\$ (54,272)</u></u>	<u><u>\$ 525,151</u></u>

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

PROTEXT MOBILITY, INC.
Statements of Equity (Restated)

	Shares Outstanding	Common Stock	Series A Preferred	Series B Preferred	Series C Preferred	Series D Preferred	Paid In Capital	Stock Issuable	Retained Earnings	Total
Balance at December, 2021 (Restated)	7,831,463,506	\$ 78,315	\$ 50	\$ -	\$ 2,675	\$ -	\$ 2,480,636	\$ 60,750	\$(3,953,045)	\$ (1,330,619)
Common share issued on conversion of stock	391,093,524	3,911	(25)				(3,886)			(0)
Elimination of Common Stock issuable							60,750	(60,750)		
Capital Contribution by shareholders Contribution of Seeds							3,208			3,208
Shares issued on conversion of debt and interest							15,000,000			15,000,000
Shares Issued on acquisition	150,035,000	1,500					231,054			232,554
			50			100	(150)			-
Net income for the Period									525,151	525,151
Balance at December, 2022	8,372,592,030	\$ 83,726	\$ 75	\$ -	\$ 2,675	\$ 100	\$ 17,771,612	\$ -	\$(3,427,895)	\$ 14,430,293
Conversion of 25 shares Series A to Common	418,629,601	4,186	(25)				(4,161)			-
Net loss for the period									(54,272)	(54,272)
Balance December 31, 2023	8,791,221,631	\$ 87,912	\$ 50	\$ -	\$ 2,675	\$ 100	\$ 17,767,451	\$ -	\$(3,482,167)	\$ 14,376,021

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

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

	For the Years Ended December 31,	
	2023	2022
Cash Used in Operations:		
Net Income (loss)	\$ (54,272)	\$ 525,151
Gain on debt forgiveness		(708,677)
Derivative expense		109,327
Non-cash Adjustments to operating accounts		
Change in accrued expenses and prepaids	503	(10,044)
Change in accrued interest		
Change in accrued salaries		40,000
Net cash used in operating activities	(53,769)	(44,243)
Cash Provided from Financing Activities		
Capital contributions		3,208
Related Party Line of Credit	53,769	8,644
Working capital loan		32,391
Net Cash Provided by Financing Activities	53,769	44,243
Net Change in Cash Flow	-	-
Cash at beginning of period	-	-
Cash at end of period	\$ -	\$ -
Supplemental Cash Flow Information:		
Cash Paid for -		
Interest	\$ -	\$ -
Taxes	\$ -	\$ -
Conversion of Series A to Common	\$ 4,186	\$ -
Shares issued on conversion of debt and interest		\$ 231,054
Stock issued on acquisition	\$ -	\$ 150
Contribution of Seeds	\$ -	\$ 15,000,000

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

PROTEXT MOBILITY, INC.
(aka Protext Pharma, Inc.)
Notes to Consolidated Financial Statements
December 31, 2023

NOTE 1 - DESCRIPTION OF BUSINESS AND GOING CONCERN

Description of Business

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, the Company 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 Plandai Biotechnology South Africa (Pty) Ltd. (Plandai), 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. Plandai 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 Plandai. 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, 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.

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

On March 14, 2017, the Company acquired 100% of the capital stock of Cannabis Biosciences, 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 June 3, 2022, the Company acquired 100% of the capital stock of RSAMMD Acquisition LLC, a Delaware corporation (“RSAMMDA”), in exchange for 100,000 shares of Series D Preferred Stock and 50,000 shares of Series A Preferred Stock (the “Acquisition Agreement”). 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 RSAMMDA controlling over 85% of the total voting stock of the Company.

The sole shareholders of RSAMMDA were Mr. Dylon Du Plooy and Dr. Ahmed Jamalooden who also served as the chief financial officer and chief executive officers, respectively, of RSAMMDA. Both assumed similar roles at the Company. RSAMMDA had no operations or assets prior to the acquisition. The acquisition of RSAMMDA was accounted for as a capital transaction. The Company recorded the issuance of the Series D Preferred Stock and the Series A Preferred Stock at the par value of the with an equal amount recorded in APIC.

As a condition of the Acquisition Agreement, all accrued and unpaid expenses and loans, which primarily consisted of accrued and unpaid consulting fees to the Company's prior chief executive officer, were cancelled and forgiven. The cancelled obligations were approximately \$708,677.

RSAMMDA was formed on January 14 2022 to facilitate a working relationship to commercialize the Company's proprietary live plant extraction system. Management is developing a sustainable business to leverage the same, including distribution.

Going Concern

The Company's consolidated financial statements have been prepared on a going concern basis, which contemplates the realization of assets and the satisfaction of liabilities in the normal course of business.

The Company generated a net loss of \$54,272 for the year ended December 31, 2023 (the "2023 Loss") as compared to a net income of \$525,151 for the year ended December 31, 2022. The 2022 Income included non-cash items comprising a gain on debt forgiveness of obligations of \$706,677 partially offset by a derivative expense of \$109,327.

As of December 31, 2023, the Company had stockholders' deficit of \$14,376,021 and total debt of \$625,809. The Company had working capital of \$14,376,021. The Company's primary asset is comprised of Genus Cannabis Sativa seeds donated by the Company's major shareholder.

These conditions raise substantial doubt regarding the Company's ability to continue as a going concern for the twelve months following the issuance of its financial statements for the year ended December 31, 2023. The Company's ability to continue as a going concern is dependent upon its ability to utilize the resources in place to generate future profitable operations and to obtain the necessary financing to meet its debt obligations and repay its liabilities arising from business operations when they come due. Management believes that with the recent acquisition of RSAMMDA and the change in management, the Company will be able to leverage the expertise and relationships of Management to develop its proprietary live plant extraction technology as well as its distribution network.

Although the Company believes that it will be successful, these conditions continue to raise substantial doubt regarding the Company's ability to continue as a going concern.

NOTE 2 - RESTATEMENT AND SIGNIFICANT ACCOUNTING POLICIES:

Basis of Presentation

The accompanying consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States.

Restatement

In 2019, the Company acquired a license from Plandai Biotechnology to market and sell pharmaceutical products incorporating Plandai's proprietary Phytofare™ extract as it related to the extraction of live cannabinoids. The Company capitalized the value of intellectual property associated with the extraction of live cannabinoids based on the consideration paid on the date the license to the technology was obtained, such consideration being in the form of common and preferred stock issued. However, in late 2019 Plandai breached the contract and failed to maintain a sufficient supply of Phytofare™ to enable the Company to conduct the necessary clinical trials and commercialize the product. As consideration for Plandai's breach of contract, the Company was entitled to, and received, detailed

schematics, technology and know-how enabling the Company to continue the development of products involving the hydrodynamic shearing process of phytonutrient extraction. In addition, a majority of the stock issued was subsequently returned to the Company and cancelled. As a result, the Company reduced the carrying value of the license by \$2,000,000, representing the value of the stock returned, which left an asset balance of \$170,000. Management believes that, the value of the intellectual property acquired should have been fully impaired as of December 31, 2019.

As a result, the company has restated its 2019 financial statements to recognize an additional impairment of \$170,000 as of December 31, 2019. The impact on the previously issued financial statements for the year ended December 31, 2022 is as follows:

Balance Sheet Account	As previously issued	Correction	As Restated
License agreement	\$170,000	(\$170,000)	Not presented
Retained deficit	(\$3,257,895)	(\$170,000)	(\$3,427,167)

Use of Estimates

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

Cash and Cash Equivalents

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

Income Taxes

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

Fair Value of Financial Instruments

Pursuant to ASC No. 820, "Fair Value Measurements and Disclosures", the Company is required to estimate the fair value of all financial instruments included on its balance sheet as of December 30, 2022 and December 31, 2021. The Company's financial instruments consist of cash and derivative liabilities. The Company considers the carrying value of such amounts in the financial statements to approximate their fair value due to the short-term nature of these financial instruments.

The Company adopted ASC No. 820-10 (ASC 820-10), Fair Value Measurements. ASC 820-10 relates to financial assets and financial liabilities. ASC 820-10 defines fair value, establishes a framework for measuring fair value in accounting principles generally accepted in the United States of America (GAAP), and expands disclosures about

fair value measurements. The provisions of this standard apply to other accounting pronouncements that require or permit fair value measurements and are to be applied prospectively with limited exceptions.

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

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

The following presents the Company's fair value hierarchy for those assets and liabilities measured at fair value on a non-recurring basis as of December 30, 2023 and December 31, 2022:

December 31, 2023:

	Level 1	Level 2	Level 3	Total
	\$ -	\$ -	\$ -	\$ -
Total	\$ -	\$ -	\$ -	\$ -

December 31, 2022:

	Level 1	Level 2	Level 3	Total
	\$ -	\$ -	\$ -	\$ -
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.

The company recognized a derivative expense of \$109,327 associated with the convertible notes for the year ended December 31, 2022 as notes were converted.

NOTE 3 - CONVERTIBLE NOTES PAYABLE

In prior years, the Company issued convertible notes payable to various individuals and funds that contained an embedded derivative.

During the year ended December 31, 2022, a total of \$15,035, in convertible notes payable, 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 year ended December 31, 2022, a total of \$99,493 in convertible debt, working capital loans, and associated interest was forgiven.

As of December 31, 2022, all convertible notes and accrued interest had been converted into common shares.

NOTE 4 - EQUITY TRANSACTIONS

Common Stock

The Company has authorized 10 billion shares of common stock, par value \$0.00001, of which 8,791,221,631 shares were issued and outstanding as of December 31, 2023.

During the year ended December 31, 2023, the Company issued the following:

- 418,629,601 common shares were issued to Walter Deal on conversion of 25,000 shares of Series A preferred shares

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

During the year ended December 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.
- 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.
- 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.
- 307,258,460 shares issued to Richard Grossfeld on the conversion of 22,151 shares of Series A Preferred Stock.

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

Series A Preferred

The Company has 100,000 shares of Series A Preferred stock, par value \$0.001, authorized of which 50,000 shares were issued and outstanding on December 31, 2023 and 75,000 shares were issued on December 31, 2022. 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.

During the year ended December 31, 2023:

- Walter Deal converted 25,000 shares of Series A preferred shares to 418,629,601 common shares

During the year ended December 31, 2022:

- David Lewis converted 24,500 shares of Series A preferred into 391,093,524 shares of restricted common stock.
- The Company issued 50,000 shares of Series A preferred to the shareholders of RSAMMDA as partial consideration under the Acquisition Agreement dated June 3, 2022.

Series B Preferred

As of December 31, 2023 and 2022, there were no 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 3,900,000 shares of Series C Preferred stock, par value \$0.001. As of December 31, 2023 and 2022 there were 2,675,000 Series C shares outstanding. 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 Agreement. 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 RELATED PARTY TRANSACTIONS

During 2022, Company's President and Chairman of the Board paid certain bills including registration fees and legal fees on behalf of the Company. Such payments aggregated approximately \$8,644. On December 31, 2022, Company's President and Chairman of the Board offered and the board of directors agreed to extend the Company a line of credit in the amount of \$100,000 with interest of 4% per annum. The \$8,644 payable to Company's President and Chairman of the Board was converted into the line of credit. During the year ended December 31, 2023, Company's President and Chairman of the Board made payments on behalf of the Company in the amount of \$52,139. The Balance of the line of credit as of December 31, 2023 and 2022 was \$62,413 and 8,644, respectively. During the year ended December 31, 2023, the Company recognized \$1.630 in interest expense relating to the line of credit.

On December 15, 2022, Dr. Ahmed Jamalooden contributed approximately 15,000,000 Genus Cannabis Sativa Seeds (the "Seeds") to the Company as an equity contribution (the "Contribution"). The Contribution was recorded as Genus Cannabis Sativa Seed inventory at historical cost to Dr. Ahmed Jamalooden of \$15,000,000. The Company estimated the fair value of the Seeds substantially in excess of the recorded value of \$15,000,000.

During 2022, Mr. Dylon Du Plooy and Dr. Ahmed Jamalooden each earned a salary of \$1.00.

NOTE 7 ACCRUED EXPENSES

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. The case against Mr. Canouse and Mr. Berman was dismissed without prejudice on or about October 10, 2023. The Company's estimate of the loss associated with the judgment is \$563,396 and is recorded as accrued expenses.

NOTE 8 - SUBSEQUENT EVENTS

The Company reviewed transactions through to March 2024 and noted no material events.