

## **Alternative Reporting Standard: Pink® Basic Disclosure Guidelines**

Federal securities laws, such as Rules 10b-5 and 15c2-11 of the Securities Exchange Act of 1934 (“Exchange Act”) as well as Rule 144 of the Securities Act of 1933 (“Securities Act”), and state Blue Sky laws, require issuers to provide *current information* to the public markets. With a view to facilitating compliance with these laws, OTC Markets Group has created these Pink Basic Disclosure Guidelines (“Guidelines”).<sup>1</sup> These Guidelines set forth the disclosure obligations that make up the “Alternative Reporting Standard” for Pink companies. These Guidelines have been designed to encompass the “Catch All” information required in Rule 15c2-11,<sup>2</sup> however they have not been reviewed by the U.S. Securities and Exchange Commission or any state securities regulator. We use information provided by companies under these Guidelines to designate the appropriate tier in the Pink Market: Current Information or Limited Information.<sup>3</sup>

These Guidelines may be amended from time to time, in the sole and absolute discretion of OTC Markets Group, with or without notice. The information provided by companies under these Guidelines is subject to our [Privacy Policy](#).

### **Pink Current Information Tier**

Companies that make the information described below publicly available on a timely basis (90 days after fiscal year end for Annual Reports; 45 days after each fiscal quarter end for Quarterly Reports) may qualify for the Current Information Tier.

Qualification Process:

1. Subscribe to the OTC Disclosure & News Service by submitting an [OTCIQ Order Form](#) (available on [www.otciq.com](http://www.otciq.com)).
2. Upload the following documents through OTCIQ:
  - **Quarterly Reports** for Current Fiscal Year– must include Disclosure Statement and Financial Reports listed below
  - **Annual Report** for Most Recently Completed Fiscal Year– must include Disclosure Statement and Financial Reports listed below
  - **Annual Report** for Prior Completed Fiscal Year – must include Financial Reports listed below
    - **Disclosure Statements:** Disclosure information pursuant to these Guidelines for the applicable period. (see the fillable form starting on Page 4).
    - **Financial Statements:** Financial reports must be prepared according to U.S. GAAP or International Financial Reporting Standards (IFRS) but are not required to be audited. Required financial statements include:
      - Balance Sheet
      - Statement of Income
      - Statement of Cash Flows

<sup>1</sup> This is not legal advice, and OTC Markets Group makes no assurance that compliance with our disclosure requirements will satisfy any legal requirements.

<sup>2</sup> Publication of information pursuant to these Guidelines does not guarantee or ensure that the Company will be designated as having “current information” or eligible for public quotations pursuant to Rule 15c2-11 or any other applicable regulation.

<sup>3</sup> OTC Markets Group may require companies with securities designated as Caveat Emptor to make additional disclosures in order to qualify for the Pink Current Information tier.

- Statement of Retained Earnings (Statement of Changes in Stockholders' Equity)
  - Notes to Financial Statements
  - Audit Letter, if audited
3. If financial statements are not audited by a PCAOB registered firm, provide the following:
- **Attorney Letter Agreement:** Submit a signed Attorney Letter Agreement according to the [instructions](http://www.otcmarkets.com) on [www.otcmarkets.com](http://www.otcmarkets.com).
  - **Attorney Letter:** After following the appropriate procedures with a qualified attorney, upload an "Attorney Letter With Respect to Current Information" in accordance with the [Attorney Letter Guidelines](#) through OTCIQ. Attorney Letters must reference all required reports as set forth in Section 2 above.
4. **Verified Profile:** Verify the Company Profile through OTCIQ. Profile information includes, but is not limited to, a complete list of officers, directors and service providers, outstanding shares, a business description and contact information.
5. Allow OTC Markets Group to process the posted documents (typically three to five business days) and provide any comments.
6. Companies will only be evaluated for Current Information once all required documentation has been submitted. A new Attorney Letter is required upon amendment of any referenced report.
7. To qualify for Current Information on an ongoing basis, companies must:
- Upload reports through OTCIQ on the following schedule:
    - Quarterly Report within **45 days** of the quarter end
    - Annual Report within **90 days** of the fiscal year end
    - Attorney Letter within **120 days** of the fiscal year end.
  - Maintain a Verified Profile. At least once every six months, review and verify the Company's profile information through OTCIQ.

### **Pink Limited Information Tier**

Companies that make the information described below publicly available through OTCIQ may qualify for the Limited Information Tier.

8. **Annual Financial Statements:** Companies must upload the below financial statements for a completed Fiscal Year within the past 16 months. Financial reports must be prepared according to U.S. GAAP or International Financial Reporting Standards (IFRS) but are not required to be audited.
- Balance Sheet
  - Statement of Income
  - Statement of Cash Flows
  - Statement of Retained Earnings (Statement of Changes in Stockholders' Equity)
  - Notes to Financial Statements
  - Audit Letter, if audited
9. **Verified Profile:** The Company must verify the Company Profile through OTCIQ, including, but not limited to, a complete list of officers, directors and service providers; outstanding shares; a business description and contact information.

10. To Qualify for Limited Information on an ongoing basis, companies must:

- Upload reports through OTCIQ on the following schedule:
  - **Annual Report** (including the required financial statements outlined in Item 8) within 120 days of the fiscal year end
- Maintain a Verified Profile. At least once every six months, review and verify their the Company's profile information through OTCIQ.

### **Current Reporting of Material Corporate Events**

Companies are expected to release quickly to the public any news or information regarding corporate events that may be material to the issuer and its securities (including adverse information). Persons with knowledge of such events would be considered to be in possession of material nonpublic information and may not buy or sell the issuer's securities until or unless such information is made public. If not included in the issuer's previous public disclosure documents or if any of the following events occur after the publication of such disclosure documents, the issuer shall publicly disclose such events by disseminating a news release within 4 business days following their occurrence and posting such news release through an Integrated Newswire or OTCIQ.<sup>4</sup>

Material corporate events include:

- Entry into or termination of a material definitive agreement
- Completion of an acquisition or disposition of assets, including but not limited to merger transactions
- Creation of a direct financial obligation or an obligation under an off-balance sheet arrangement of an issuer
- Triggering events that accelerate or increase a direct financial obligation or an obligation under an off-balance sheet arrangement
- Costs associated with exit or disposal activities
- Material impairments
- Sales of equity securities
- Material modification to rights of security holders
- Changes in issuer's certifying accountant
- Non-reliance on previously issued financial statements or a related audit report or completed interim review
- Changes in control of issuer
- Departure of directors or principal officers; election of directors; appointment of principal officers
- Amendments to articles of incorporation or bylaws; change in fiscal year
- Amendments to the issuer's code of ethics, or waiver of a provision of the code of ethics
- Any changes to litigation the issuer may be involved in, or any new litigation surrounding the issuer
- Officer, director, or insider transactions in the issuer's securities
- Disclosure regarding stock promotion campaigns deemed material by the issuer
- Changes to the company's shell status
- Other events the issuer considers to be of importance

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<sup>4</sup> "Integrated Newswire" shall mean a newswire service that is integrated with the OTC Disclosure & News Service and is included on OTC Markets Group's list of Integrated Newswires, as published on <https://www.otcm Markets.com/corporate-services/products/disclosure-and-news-service>

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

## **Plandai Biotechnology, Inc.**

4811 49<sup>th</sup> Street  
San Diego, CA 92115

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619-239-9034  
No Current Website  
plandai@protonmail.com  
2833

**Annual Report**  
**For the Period Ending: June 30, 2021**  
(the "Reporting Period")

As of June 30, 2021, the number of shares outstanding of our Common Stock was:

4,962,872,558

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

3,937,908,168

As of the most recent fiscal year ended June 30, 2021, the number of shares outstanding of our Common Stock was:

4,962,872,558

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>5</sup> of the company has occurred over this reporting period:

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<sup>5</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.

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.

Jerry's, Inc. from 1942 to 2004

Diamond Ranch Foods, Inc. from 2004 to 2012

Plandai Biotechnology, Inc. from 2012 to present

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):

Nevada; the issuer is active and in good standing

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:

None

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

4811 49<sup>th</sup> Street

San Diego, CA 92115

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:* ☒

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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:

\_\_\_\_\_

**2) Security Information**

Trading symbol:

PLPL

Exact title and class of securities outstanding:

Common

CUSIP:

72703D100

Par or stated value:

\$0.0001

Total shares authorized: 11,000,000,000 as of date: June 30, 2021  
Total shares outstanding: 4,962,872,558 as of date: June 30, 2021  
Number of shares in the Public Float<sup>6</sup>: 4,787,469,876 as of date: June 30, 2021  
Total number of shareholders of record: 121 as of date: June 30, 2021

*All additional class(es) of publicly traded securities (if any):*

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

#### Transfer Agent

Name: Signature Stock Transfer  
Phone: 972-612-4120  
Email: jason@signaturestocktransfer.com  
Address: 14673 Midway Road Ste. 220, Addison TX 75001

Is the Transfer Agent registered under the Exchange Act?<sup>7</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: ☐

Shares Outstanding as of Second Most Recent Fiscal Year End:  <u>Opening Balance</u>  Date <u>June 30, 2019</u> Common: <u>943,928,137</u> Preferred: <u>100,000</u>	*Right-click the rows below and select "Insert" to add rows as needed.
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<sup>6</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.

<sup>7</sup> To be included in the Pink Current Information tier, the transfer agent must be registered under the Exchange Act.

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.
<u>7-10-20</u>	<u>Issuance</u>	<u>47,100,000</u>	<u>Common</u>	<u>0.00018</u>	<u>Yes</u>	<u>Adar Bays, LLC</u> <u>Aryeh Goldstein</u>	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>4(a)(1)</u>
<u>8-13-20</u>	<u>Issuance</u>	<u>48,431,417</u>	<u>Common</u>	<u>0.00018</u>	<u>Yes</u>	<u>Adar Bays, LLC</u> <u>Aryeh Goldstein</u>	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>4(a)(1)</u>
<u>8-25-20</u>	<u>Issuance</u>	<u>51,168,042</u>	<u>Common</u>	<u>0.00016</u>	<u>Yes</u>	<u>Adar Bays, LLC</u> <u>Aryeh Goldstein</u>	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>4(a)(1)</u>
<u>9-4-20</u>	<u>Issuance</u>	<u>22,763,292</u>	<u>Common</u>	<u>0.00015</u>	<u>Yes</u>	<u>Adar Bays, LLC</u> <u>Aryeh Goldstein</u>	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>4(a)(1)</u>
<u>9-11-20</u>	<u>Issuance</u>	<u>55,554,167</u>	<u>Common</u>	<u>0.00016</u>	<u>Yes</u>	<u>Adar Bays, LLC</u> <u>Aryeh Goldstein</u>	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>4(a)(1)</u>
<u>9-18-20</u>	<u>Issuance</u>	<u>58,327,778</u>	<u>Common</u>	<u>0.00017</u>	<u>Yes</u>	<u>Adar Bays, LLC</u> <u>Aryeh Goldstein</u>	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>4(a)(1)</u>
<u>9-18-20</u>	<u>Issuance</u>	<u>55,555,556</u>	<u>Common</u>	<u>0.00017</u>	<u>Yes</u>	<u>Adar Bays, LLC</u> <u>Aryeh Goldstein</u>	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>4(a)(1)</u>
<u>9-24-20</u>	<u>Issuance</u>	<u>30,842,611</u>	<u>Common</u>	<u>0.00018</u>	<u>Yes</u>	<u>Adar Bays, LLC</u> <u>Aryeh Goldstein</u>	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>4(a)(1)</u>
<u>11-18-20</u>	<u>Issuance</u>	<u>65,500,000</u>	<u>Common</u>	<u>0.00018</u>	<u>Yes</u>	<u>Adar Bays, LLC</u> <u>Aryeh Goldstein</u>	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>4(a)(1)</u>
<u>11-19-20</u>	<u>Issuance</u>	<u>68,882,222</u>	<u>Common</u>	<u>0.00018</u>	<u>Yes</u>	<u>Adar Bays, LLC</u> <u>Aryeh Goldstein</u>	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>4(a)(1)</u>
<u>11-24-20</u>	<u>Issuance</u>	<u>72,255,556</u>	<u>Common</u>	<u>0.00018</u>	<u>Yes</u>	<u>Adar Bays, LLC</u> <u>Aryeh Goldstein</u>	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>4(a)(1)</u>
<u>11-30-20</u>	<u>Issuance</u>	<u>79,446,667</u>	<u>Common</u>	<u>0.00018</u>	<u>Yes</u>	<u>Adar Bays, LLC</u> <u>Aryeh Goldstein</u>	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>4(a)(1)</u>

<u>11-30-20</u>	<u>Issuance</u>	<u>79,811,111</u>	<u>Common</u>	<u>0.00018</u>	<u>Yes</u>	<u>Adar Bays, LLC</u> <u>Aryeh Goldstein</u>	<u>Debt</u> <u>Conversion</u>	<u>Unrestricted</u>	<u>4(a)(1)</u>
<u>12-2-20</u>	<u>Issuance</u>	<u>83,805,556</u>	<u>Common</u>	<u>0.00018</u>	<u>Yes</u>	<u>Adar Bays, LLC</u> <u>Aryeh Goldstein</u>	<u>Debt</u> <u>Conversion</u>	<u>Unrestricted</u>	<u>4(a)(1)</u>
<u>12-7-20</u>	<u>Issuance</u>	<u>83,333,333</u>	<u>Common</u>	<u>0.00018</u>	<u>Yes</u>	<u>Adar Bays, LLC</u> <u>Aryeh Goldstein</u>	<u>Debt</u> <u>Conversion</u>	<u>Unrestricted</u>	<u>4(a)(1)</u>
<u>12-9-20</u>	<u>Issuance</u>	<u>87,988,889</u>	<u>Common</u>	<u>0.00018</u>	<u>Yes</u>	<u>Adar Bays, LLC</u> <u>Aryeh Goldstein</u>	<u>Debt</u> <u>Conversion</u>	<u>Unrestricted</u>	<u>4(a)(1)</u>
<u>12-11-20</u>	<u>Issuance</u>	<u>96,538,889</u>	<u>Common</u>	<u>0.00018</u>	<u>Yes</u>	<u>Adar Bays, LLC</u> <u>Aryeh Goldstein</u>	<u>Debt</u> <u>Conversion</u>	<u>Unrestricted</u>	<u>4(a)(1)</u>
<u>12-17-20</u>	<u>Issuance</u>	<u>101,355,556</u>	<u>Common</u>	<u>0.00018</u>	<u>Yes</u>	<u>Adar Bays, LLC</u> <u>Aryeh Goldstein</u>	<u>Debt</u> <u>Conversion</u>	<u>Unrestricted</u>	<u>4(a)(1)</u>
<u>12-21-20</u>	<u>Issuance</u>	<u>106,416,667</u>	<u>Common</u>	<u>0.00018</u>	<u>Yes</u>	<u>Adar Bays, LLC</u> <u>Aryeh Goldstein</u>	<u>Debt</u> <u>Conversion</u>	<u>Unrestricted</u>	<u>4(a)(1)</u>
<u>12-28-20</u>	<u>Issuance</u>	<u>25,000,000</u>	<u>Common</u>	<u>0.00017</u>	<u>Yes</u>	<u>Adar Bays, LLC</u> <u>Aryeh Goldstein</u>	<u>Debt</u> <u>Conversion</u>	<u>Unrestricted</u>	<u>4(a)(1)</u>
<u>12-28-20</u>	<u>Issuance</u>	<u>25,000,000</u>	<u>Common</u>	<u>0.00018</u>	<u>Yes</u>	<u>Adar Bays, LLC</u> <u>Aryeh Goldstein</u>	<u>Debt</u> <u>Conversion</u>	<u>Unrestricted</u>	<u>4(a)(1)</u>
<u>12-28-20</u>	<u>Issuance</u>	<u>25,000,000</u>	<u>Common</u>	<u>0.00018</u>	<u>Yes</u>	<u>Adar Bays, LLC</u> <u>Aryeh Goldstein</u>	<u>Debt</u> <u>Conversion</u>	<u>Unrestricted</u>	<u>4(a)(1)</u>
<u>12-28-20</u>	<u>Issuance</u>	<u>25,000,000</u>	<u>Common</u>	<u>0.00018</u>	<u>Yes</u>	<u>Adar Bays, LLC</u> <u>Aryeh Goldstein</u>	<u>Debt</u> <u>Conversion</u>	<u>Unrestricted</u>	<u>4(a)(1)</u>
<u>12-28-20</u>	<u>Issuance</u>	<u>11,685,389</u>	<u>Common</u>	<u>0.00018</u>	<u>Yes</u>	<u>Adar Bays, LLC</u> <u>Aryeh Goldstein</u>	<u>Debt</u> <u>Conversion</u>	<u>Unrestricted</u>	<u>4(a)(1)</u>
<u>12-31-20</u>	<u>Issuance</u>	<u>116,579,611</u>	<u>Common</u>	<u>0.00018</u>	<u>Yes</u>	<u>Adar Bays, LLC</u> <u>Aryeh Goldstein</u>	<u>Debt</u> <u>Conversion</u>	<u>Unrestricted</u>	<u>4(a)(1)</u>
<u>1-8-21</u>	<u>Issuance</u>	<u>69,466,944</u>	<u>Common</u>	<u>0.00018</u>	<u>Yes</u>	<u>Adar Bays, LLC</u> <u>Aryeh Goldstein</u>	<u>Debt</u> <u>Conversion</u>	<u>Unrestricted</u>	<u>4(a)(1)</u>
<u>1-12-21</u>	<u>Issuance</u>	<u>122,264,389</u>	<u>Common</u>	<u>0.00016</u>	<u>Yes</u>	<u>Adar Bays, LLC</u>	<u>Debt</u> <u>Conversion</u>	<u>Unrestricted</u>	<u>4(a)(1)</u>



						<u>Aryeh Goldstein</u>			
<u>1-15-21</u>	<u>Issuance</u>	<u>89,194,444</u>	<u>Common</u>	<u>0.00014</u>	<u>Yes</u>	<u>Adar Bays, LLC</u> <u>Aryeh Goldstein</u>	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>4(a)(1)</u>
<u>1-21-21</u>	<u>Issuance</u>	<u>52,450,444</u>	<u>Common</u>	<u>0.00018</u>	<u>Yes</u>	<u>Adar Bays, LLC</u> <u>Aryeh Goldstein</u>	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>4(a)(1)</u>
<u>1-22-21</u>	<u>Issuance</u>	<u>239,053,333</u>	<u>Common</u>	<u>0.00018</u>	<u>Yes</u>	<u>Adar Bays, LLC</u> <u>Aryeh Goldstein</u>	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>4(a)(1)</u>
<u>1-28-21</u>	<u>Issuance</u>	<u>240,208,889</u>	<u>Common</u>	<u>0.00017</u>	<u>Yes</u>	<u>Adar Bays, LLC</u> <u>Aryeh Goldstein</u>	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>4(a)(1)</u>
<u>2-9-21</u>	<u>Issuance</u>	<u>239,285,167</u>	<u>Common</u>	<u>0.00018</u>	<u>Yes</u>	<u>Adar Bays, LLC</u> <u>Aryeh Goldstein</u>	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>4(a)(1)</u>
<u>2-19-21</u>	<u>Issuance</u>	<u>111,606,000</u>	<u>Common</u>	<u>0.00018</u>	<u>Yes</u>	<u>Adar Bays, LLC</u> <u>Aryeh Goldstein</u>	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>4(a)(1)</u>
<u>3-5-21</u>	<u>Issuance</u>	<u>60,281,445</u>	<u>Common</u>	<u>0.00015</u>	<u>Yes</u>	<u>Adar Bays, LLC</u> <u>Aryeh Goldstein</u>	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>4(a)(1)</u>
<u>3-22-21</u>	<u>Issuance</u>	<u>246,816,667</u>	<u>Common</u>	<u>0.00017</u>	<u>Yes</u>	<u>Adar Bays, LLC</u> <u>Aryeh Goldstein</u>	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>4(a)(1)</u>
<u>4-23-21</u>	<u>Issuance</u>	<u>354,252,111</u>	<u>Common</u>	<u>0.00018</u>	<u>Yes</u>	<u>Adar Bays, LLC</u> <u>Aryeh Goldstein</u>	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>4(a)(1)</u>
<u>5-4-21</u>	<u>Issuance</u>	<u>223,808,667</u>	<u>Common</u>	<u>0.00018</u>	<u>Yes</u>	<u>Adar Bays, LLC</u> <u>Aryeh Goldstein</u>	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>4(a)(1)</u>
<u>5-12-21</u>	<u>Issuance</u>	<u>222,808,667</u>	<u>Common</u>	<u>0.00018</u>	<u>Yes</u>	<u>Adar Bays, LLC</u> <u>Aryeh Goldstein</u>	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>4(a)(1)</u>
<u>5-26-21</u>	<u>Issuance</u>	<u>224,104,945</u>	<u>Common</u>	<u>0.00018</u>	<u>Yes</u>	<u>Adar Bays, LLC</u> <u>Aryeh Goldstein</u>	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>4(a)(1)</u>
<u>7-9-21</u>	<u>Issuance</u>	<u>188,787,925</u>	<u>Common</u>	<u>0.00006</u>	<u>Yes</u>	<u>EMA Financial, LLC</u> <u>Felica Preston</u>	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>4(a)(1)</u>
<u>8-3-21</u>	<u>Issuance</u>	<u>200,000,000</u>	<u>Common</u>	<u>0.00006</u>	<u>Yes</u>	<u>EMA Financial, LLC</u>	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>4(a)(1)</u>

						<u>Felica Preston</u>			
<u>8-30-21</u>	<u>Issuance</u>	<u>265,000,000</u>	<u>Common</u>	<u>0.00006</u>	<u>Yes</u>	<u>EMA Financial, LLC</u>  <u>Felica Preston</u>	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>4(a)(1)</u>
Shares Outstanding on Date of This Report:									
	<u>Ending</u>	<u>Balance</u>							
<u>Ending Balance:</u>									
Date June 30, 2021:	Common:	<u>4,962,872,558</u>							
	Preferred:	<u>100,000</u>							
<u>September 13, 2021</u>									
	Common:	<u>5,616,660,483</u>							
	Preferred:	<u>100,000</u>							

**Example:** A company with a fiscal year end of December 31<sup>st</sup>, in addressing this item for its quarter ended June 30, 2021, would include any events that resulted in changes to any class of its outstanding shares from the period beginning on January 1, 2019 through June 30, 2021 pursuant to the tabular format above.

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

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

_____	_____	_____	_____	_____	_____	_____	_____
-------	-------	-------	-------	-------	-------	-------	-------

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>8</sup>:

Name: Stacey Johnigarn  
Title: Accountant, Pinnacle Tax Services  
Relationship to Issuer: Independent Contractor

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.

- 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.

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:

<sup>8</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.

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

No operations.

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

No current subsidiaries, parents or affiliated companies.

C. Describe the issuers' principal products or services.

The Company is a publicly quoted shell company seeking to create value for its shareholders by merging with another entity with experienced management and opportunities for growth. No potential merger candidate has been identified at this time.

## 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 Company has no current leases for any assets, properties or facilities.

## 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>Tad Mailander</u>	<u>Director, CEO, CFO</u>	<u>4811 49<sup>th</sup> Street</u> <u>San Diego, CA</u> <u>92115</u>	<u>100,000</u>	Series A Preferred	<u>100%</u>	<u>Voting preference equal to the number is shares eligible to vote plus one.</u>

<u>Thomas Richard Stevens</u>	<u>5% Holder</u>	<u>15168 Macarthur Redford, MI 48239</u>	<u>285,620,868</u>	<u>Common</u>	<u>5.33%</u>	<u>      </u>
<u>      </u>	<u>      </u>	<u>      </u>	<u>      </u>	<u>      </u>	<u>      </u>	<u>      </u>
<u>      </u>	<u>      </u>	<u>      </u>	<u>      </u>	<u>      </u>	<u>      </u>	<u>      </u>
<u>      </u>	<u>      </u>	<u>      </u>	<u>      </u>	<u>      </u>	<u>      </u>	<u>      </u>

## 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);

None

2. The entry of an order, judgment, or decree, not subsequently reversed, suspended or vacated, by a court of competent jurisdiction that permanently or temporarily enjoined, barred, suspended or otherwise limited such person's involvement in any type of business, securities, commodities, or banking activities;

None

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

None

4. The entry of an order by a self-regulatory organization that permanently or temporarily barred, suspended, or otherwise limited such person's involvement in any type of business or securities activities.

None

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.

No pending legal proceedings.

## 9) Third Party Providers

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

### Securities Counsel

Name: Priscilla Bazan  
Firm: Law Office of Priscilla Bazan  
Address 1: 744 South Street #869  
Address 2: Philadelphia, PA 19147  
Phone: 267-939-7000  
Email: corcounsel@gmail.com

### Accountant or Auditor

Name: Stacey Johnigarn  
Firm: Pinnacle Tax Services  
Address 1: 520 South Grand Avenue, #320  
Address 2: Los Angeles, CA 90071  
Phone: \_\_\_\_\_  
Email: Stacey@pinnacletaxandaccounting.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, Tad Mailander, Chief Executive Officer certify that:

1. I have reviewed this annual report for the year ended June 30, 2021 of Plandai Biotechnology, 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.

September 13, 2021 [Date]

/s/ Tad Mailander, Acting Chief Executive Officer [CEO's Signature]

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

*Principal Financial Officer:*

I, Tad Mailander certify that:

1. I have reviewed this annual report for the year ended June 30, 2021 of Plandai Biotechnology, 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.

September 13, 2021 [Date]

/s/ Tad Mailander, Acting Chief Financial Officer [CFO's Signature]

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

**PLANDAI BIOTECHNOLOGY, INC.**  
**Consolidated Balance Sheets**  
**(Unaudited)**

	<b>June 30 2021</b>	<b>June 30 2020</b>
<b>ASSETS</b>		
Current assets:		
Cash	\$ -	\$ -
Related Party Receivable	573,720	573,720
Total Current Assets	<u>573,720</u>	<u>573,720</u>
Other Assets		
Fixed Assets – Net	6,687,083	6,687,083
<b>TOTAL ASSETS</b>	<u><u>\$ 7,260,803</u></u>	<u><u>\$ 7,260,803</u></u>
<b>LIABILITIES &amp; STOCKHOLDERS' EQUITY</b>		
Current liabilities:		
Accounts Payable and Accrued Expenses	\$ 1,363,347	\$ 1,363,347
Accrued Interest	994,226	1,728,909
Convertible Notes Payable	96,272	423,514
Short-term Portion of Notes Payable	18,613,649	18,613,649
Derivative Liability	1,440,106	1,457,154
Related Party Payables	1,603	1,603
Total current liabilities	<u>22,509,203</u>	<u>23,588,176</u>
Other Liabilities		
Loans from Related Party	2,629,813	2,629,813
Deferred Lease Obligations	20,903	20,903
Total liabilities	<u>25,159,919</u>	<u>26,238,892</u>
Stockholders' Equity		
Common Stock, Par Value \$0.0001, of which 4,962,623,280 and 943,928,137 shares issued and outstanding as of June 30, 2021 and June 30, 2020, respectively	\$ 496,262	\$ 94,392
Preferred Stock	100	100
Additional paid-in capital	36,902,787	36,157,048
Retained Deficit	(51,324,628)	(51,255,993)
Cumulative Foreign Currency Translation Adjustment	<u>(1,923,074)</u>	<u>(1,923,074)</u>
Total stockholder's equity (deficit)	<u>(15,848,553)</u>	<u>(16,927,526)</u>
Non-controlling Interest	(2,050,563)	(2,050,563)
<b>TOTAL LIABILITIES AND STOCKHOLDER'S DEFICIT</b>	<u><u>\$ 7,260,803</u></u>	<u><u>\$ 7,260,803</u></u>

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



**PLANDAI BIOTECHNOLOGY, INC.**  
**Consolidated Statements of Operations**  
**(Unaudited)**

	<b>For the Years Ended</b>	
	<b>June 30, 2021</b>	<b>June 30, 2020</b>
	<u>                    </u>	<u>                    </u>
Revenues	\$ -	\$ -
Cost of Goods	<u>-</u>	<u>-</u>
Gross Profit	<u>-</u>	<u>-</u>
<b><u>Expenses:</u></b>		
General & Administrative	130,000	-
Total operating expenses	<u>130,000</u>	<u>-</u>
Operating loss	(130,000)	-
Other income (expense)		
Other Income	130,000	-
Interest Expense	(68,636)	(83,481)
Change in Derivative Liability	<u>-</u>	<u>-</u>
Total other income (expense)	<u>61,364</u>	<u>(83,481)</u>
Net loss	<u><u>\$ (68,636)</u></u>	<u><u>\$ (83,481)</u></u>
Income (Loss) Allocated to Non-controlling Interest	\$ -	\$ -
Net Loss , Adjusted	<u><u>\$ (68,636)</u></u>	<u><u>\$ (83,481)</u></u>
Other Comprehensive Income (loss):		
Foreign Currency Translation Adjustment	\$ -	\$ -
Comprehensive Income (Loss)	<u><u>\$ (68,636)</u></u>	<u><u>\$ (83,481)</u></u>
Basic and diluted loss per common share	<u><u>\$ (0.000)</u></u>	<u><u>\$ (0.000)</u></u>
Weighted average common shares outstanding	<u><u>4,050,385,210</u></u>	<u><u>3,045,711,424</u></u>

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

**PLANDAI BIOTECHNOLOGY, INC.**  
**Consolidated Statements of Cash Flows**  
(Unaudited)

	<b>For the Years Ended</b>	
	<b>June 30, 2021</b>	<b>June 30, 2020</b>
<b>Cash Flow From Operating Activities</b>		
Net income (loss)	\$ (68,636)	\$ (83,481)
<b>Adjustments to reconcile net loss to net cash used in operating activities:</b>		
<b>Changes in working capital</b>		
Increase in Deposits	(130,000)	-
Increase (Decrease) in Accrued Interest	68,636	83,481
<b>Net Cash Used in Operating Activities</b>	<u>(130,000)</u>	<u>-</u>
<b>Cash Flow From Investing Activities</b>		
<b>Net Cash From Investing Activities</b>	<u>-</u>	<u>-</u>
<b>Cash Flow From Financing Activities</b>		
Proceeds from Issuing Convertible Debt	130,000	-
<b>Net Cash From Financing Activities</b>	<u>130,000</u>	<u>-</u>
<b>Effect of Exchange Rates on Cash Flows</b>	<u>-</u>	<u>-</u>
<b>Net Change in Cash</b>	<u>-</u>	<u>-</u>
<b>Cash at Beginning of Period</b>	<u>-</u>	<u>-</u>
<b>Cash at End of Period</b>	<u>\$ -</u>	<u>\$ -</u>
<b>Net cash paid for:</b>		
Interest	<u>\$ -</u>	<u>\$ -</u>
Income Taxes	<u>\$ -</u>	<u>\$ -</u>

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

**PLANDAI BIOTECHNOLOGY, INC.**  
**Consolidated Statements of Stockholders' Equity**  
**For The Years Ended June 30, 2021, June 30, 2020, and June 30, 2019**

	Class A Preferred Stock		Common Stock		Additional Paid In Capital	Accumulated Deficit	Cumulative Foreign Currency Translation Adjustment	Total
	<u>Shares</u>	<u>Amount</u>	<u>Shares</u>	<u>Amount</u>	<u>Amount</u>			<u>Amount</u>
<b>Balance, June 30, 2018</b>	<b>100</b>	<b>\$ 100</b>	<b>403,122,983</b>	<b>\$ 40,312</b>	<b>\$ 36,152,514</b>	<b>\$ (51,020,877)</b>	<b>\$ (1,923,074)</b>	<b>\$ (16,751,025)</b>
Issuance of Stock for Debt Conversions	-	-	540,805,154	54,081	4,534	-	-	58,614
Prior period adjustment to deficit	-	-	-	-	-	(28,954)	-	(28,954)
Net Income	-	-	-	-	-	(104,518)	-	(104,518)
<b>Balance, June 30, 2019</b>	<b>100</b>	<b>\$ 100</b>	<b>943,928,137</b>	<b>\$ 94,392</b>	<b>\$ 36,157,048</b>	<b>\$ (51,154,349)</b>	<b>\$ (1,923,074)</b>	<b>\$ (16,825,883)</b>
<b>Balance, June 30, 2019</b>	<b>100</b>	<b>\$ 100</b>	<b>943,928,137</b>	<b>\$ 94,392</b>	<b>\$ 36,157,048</b>	<b>\$ (51,154,349)</b>	<b>\$ (1,923,074)</b>	<b>\$ (16,825,883)</b>
Net Loss	-	-	-	-	-	(101,643)	-	(101,643)
<b>Balance, June 30, 2020</b>	<b>100</b>	<b>\$ 100</b>	<b>943,928,137</b>	<b>\$ 94,392</b>	<b>\$ 36,157,048</b>	<b>\$ (51,255,993)</b>	<b>\$ (1,923,074)</b>	<b>\$ (16,927,526)</b>
<b>Balance, June 30, 2020</b>	<b>100</b>	<b>\$ 100</b>	<b>943,928,137</b>	<b>\$ 94,392</b>	<b>\$ 36,157,048</b>	<b>\$ (51,255,993)</b>	<b>\$ (1,923,074)</b>	<b>\$ (16,927,526)</b>
Issuance of Stock for Debt Conversions	-	-	4,018,695,143	401,870	745,739	-	-	1,147,609
Net Loss	-	-	-	-	-	(68,636)	-	(68,636)
<b>Balance, June 30, 2021</b>	<b>100</b>	<b>\$ 100</b>	<b>4,962,623,280</b>	<b>\$ 496,262</b>	<b>\$ 36,902,787</b>	<b>\$ (51,324,628)</b>	<b>\$ (1,923,074)</b>	<b>\$ (15,848,553)</b>

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

## **Plandai Biotechnology, Inc**

### **Notes to the Financial Statements**

**For the years ended June 30, 2021 and June 30, 2020**

#### **NOTE 1 - ORGANIZATION AND OPERATIONS**

##### **Current Operations**

Plandai Biotechnology, Inc. (“ PLPL ” or the “ Company “), a Nevada corporation, is a publicly quoted shell company. The Company's current operations are conducted at offices provided without charge in San Diego, California. PLPL does not have any ownership interest in the offices and there is no lease for the offices. The Company expects to utilize these offices indefinitely, pending the Company's possible merger with another entity. PLPL owns intellectual properties related to its prior research, development and production of botanical extracts including, but not limited to: trademarks, trade secrets, and product formulations for green tea and citrus products from discontinued operations. The Company's intellectual properties were the result of research and development endeavors with North-West University in Potchefstroom, South Africa, and the Company's former Senteeko Tea Estate located in Mpumalanga, South Africa.

##### **Business Plan**

PLPL is seeking to create value for its shareholders by merging with another entity with experienced management and opportunities for growth. No potential merger candidate has been identified at this time

##### **Corporate Management**

The Company is managed by Tal Mailander, who serves as PLPL’s acting CEO and President. Prior to Mr. Mailander’s appointment, Roger Duffield was the sole officer and director of the Company until his resignation on November 10, 2020.

##### **Corporate History**

The Company was incorporated in the State of Nevada on February 24, 2004. PLPL has since remained incorporated in Nevada. The Company currently operates as a shell company.

#### **NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

##### **Basis of Presentation**

The accompanying unaudited financial statements of the Company have been prepared in accordance with accounting principles generally accepted in the United States of America (“U.S. GAAP”) for interim unaudited financial information. Accordingly, they do not include all of the information and footnotes required by generally accepted accounting principles for complete financial statements. The unaudited financial statements include all adjustments (consisting of normal recurring adjustments) which are, in the opinion of management, necessary in order to make the condensed financial statements not misleading. Notes to the financial statements which would substantially duplicate the disclosures contained in the annual financial statements for the most recent fiscal period, as reported in the Annual Report, have been omitted.

### Recently Adopted Accounting Pronouncements

The Company has implemented all new accounting pronouncements that are in effect and that may impact its financial statements and does not believe that there are any other new pronouncements that have been issued that might have a material impact on its financial position or results of operations.

### Income Taxes

The Company accounts for income taxes using the asset and liability approach that requires the recognition of deferred tax assets and liabilities for the expected future tax consequences of events that have been recognized in the Company's financial statements or tax returns. In estimating future tax consequences, the Company generally considers all expected future events other than enactments of changes in the tax law. For deferred tax assets, management evaluates the probability of realizing the future benefits of such assets. The Company establishes valuation allowances for its deferred tax assets when evidence suggests it is unlikely that the assets will be fully realized. The Company recognizes the tax effects of an uncertain tax position only if it is more likely than not to be sustained based solely on its technical merits as of the reporting date and then only in an amount more likely than not to be sustained upon review by the tax authorities. Income tax positions that previously failed to meet the more likely than not threshold are recognized in the first subsequent financial reporting period in which that threshold is met. Previously recognized tax positions that no longer meet the more likely than not threshold are derecognized in the first subsequent financial reporting period in which that threshold is no longer met. The Company classifies potential accrued interest and penalties related to unrecognized tax benefits within the accompanying consolidated statements of operations and comprehensive income (loss) as income tax expense.

### Stock-based Compensation

The Company has share-based compensation plans under which employees, consultants, suppliers and directors may be granted restricted stock, as well as options and warrants to purchase shares of Company common stock at the fair market value at the time of grant. Stock-based compensation cost to employees is measured by the Company at the grant date, based on the fair value of the award, over the requisite service period under ASC 718. For options issued to employees, the Company recognizes stock compensation costs utilizing the fair value methodology over the related period of benefit. Grants of stock to non-employees and other parties are accounted for in accordance with the ASC 505.

### Basic Income (Loss) Per Share

Under the provisions of ASC 260, "Earnings per Share," basic loss per common share is computed by dividing net loss available to common shareholders by the weighted average number of shares of common stock outstanding for the periods presented. Diluted net loss per share reflects the potential dilution that could occur if securities or other contracts to issue common stock were exercised or converted into common stock or resulted in the issuance of common stock that would then share in the income

### NOTE 3 - GOING CONCERN

The accompanying financial statements have been prepared on a going concern basis which contemplates the realization of assets and the satisfaction of liabilities in the normal course of business. As shown in the financial statements, the Company has incurred recurring net losses since its inception and has raised limited capital. These factors raise substantial doubt regarding the Company's ability to continue as a going concern. The financial statements do not include any adjustment relating to the recoverability and classification of liabilities that might be necessary should the Company be unable to continue as a going concern. The Company is taking certain steps to provide the necessary capital to continue its operations. These steps include but are not limited to: 1) focus on our new business model and 2) raising equity or debt financing.

#### NOTE 4 – FIXED ASSETS

Fixed assets are stated at cost, less accumulated depreciation, and consist of plant and equipment, machinery, leasehold improvements, furniture and fixtures, automobiles, and computers. As of June 30, 2021 and June 30, 2020 fixed assets were \$6,687,083 and \$6,687,083, respectively, net of accumulated depreciation. The Company's fixed assets are located in South Africa.

#### NOTE 5 – CONVERTIBLE NOTES

On September 21, 2016, the Company entered into a convertible note payable with an outside party for \$57,500 that matured on September 21, 2017. The note is convertible to common shares at 50% of lowest traded price during 25 consecutive trading days prior to the conversion date. The Company is currently in default on this note.

On November 3, 2020, the Company entered into a convertible note payable with Pinnacle Tax Services Inc. for \$75,000. The note is subject to 10% interest annually and is convertible to common shares at 40% of lowest traded price during 20 consecutive trading days prior to the conversion date with a holdings limit of 4.99% of total outstanding shares.

#### NOTE 6 – PREFERRED STOCK

The Corporation is authorized to issue one class of Shares designated as "Preferred Stock" in the amount of One Hundred Thousand (100,000) Shares with a par value of \$0.001.

#### NOTE 7 – DISCONTINUED OPERATIONS

As previously stated, the Company no longer acts on its initial operations, but instead is currently in the state of being a shell company. The Company holds no current assets other than Related Party Receivables, and holds no other assets other than Fixed Assets, as of June 30, 2018. There was no revenue produced within the period, as entity was acting as a shell for the period. Expenses incurred in period were related to prorated accrued interest on convertible debt.

#### NOTE 8 – RELATED PARTY TRANSACTIONS

Management has evaluated subsequent events pursuant to the requirements of ASC Topic 850 and has determined that no material subsequent events exist through the date of this filing apart from the following:

None noted.

#### NOTE 9– NON-CONTROLLING INTEREST

Plandaí owns 100% of Dunn Roman Holdings—Africa, which in turn owns 74% of Breakwood Trading 22 (Pty), Ltd. And 74% of Green Gold Biotechnologies (Pty), Ltd., in order to be compliant with the Black Economic Empowerment rules imposed by the South African Land Bank. While the Company, under the Equity Method of Accounting, is required to consolidate 100% of the operations of its majority-owned subsidiaries, that portion of subsidiary net equity attributable to the minority ownership, together with an allocated portion of net income or net loss incurred by the subsidiaries, must be reflected on the consolidated financial statements. On the balance sheet, minority interest has been shown in the Equity Section, separated from the equity of Plandaí, while on the income statement, the minority shareholder allocation of net loss has been shown in the Consolidated Statement of Operations.

#### NOTE 10 – SUBSEQUENT EVENTS

Management has evaluated subsequent events pursuant to the requirements of ASC Topic 855 and has determined that no material subsequent events exist through the date of this filing apart from the following:

None noted.