

Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines

Plandai Biotechnology, Inc.

4811 49th Street
San Diego, CA 92115

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

Quarterly Report

For the period ending December 31, 2022 (the "Reporting Period")

Outstanding Shares

The number of shares outstanding of our Common Stock was:

7,343,911,205 as of December 31, 2022

7,006,411,205 as of June 30, 2022

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 Control¹ of the company has occurred over this reporting period:

Yes: ☐ No: ☒

¹ "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 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 49th Street
San Diego, CA 92115

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

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>PLPL</u>
Exact title and class of securities outstanding:	<u>Common</u>
CUSIP:	<u>72703D100</u>
Par or stated value:	<u>\$0.0001</u>
Total shares authorized:	<u>11,000,000,000 as of date: December 31, 2022</u>
Total shares outstanding:	<u>7,343,911,205 as of date: December 31, 2022</u>
Total number of shareholders of record:	<u>121 as of date: December 31, 2022</u>

All additional class(es) of publicly quoted or 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: _____
Total number of shareholders of record:	_____ as of date: _____

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: _____
Total number of shareholders of record:	_____ as of date: _____

Other classes of authorized or outstanding equity securities:

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). 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>Class A Preferred Stock</u>
CUSIP (if applicable):	<u>N/A</u>
Par or stated value:	<u>\$0.0001</u>
Total shares authorized:	<u>100,000 as of date: December 31, 2022</u>
Total shares outstanding (if applicable):	<u>100,000 as of date: December 31, 2022</u>
Total number of shareholders of record (if applicable):	<u>1 as of date: December 31, 2022</u>

Exact title and class of the security:	_____
CUSIP (if applicable):	_____
Par or stated value:	_____
Total shares authorized:	_____ as of date: _____
Total shares outstanding (if applicable):	_____ as of date: _____
Total number of shareholders of record (if applicable):	_____ as of date: _____

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.

All shares of Common Stock shall be of junior rank to all Series A Preferred Shares.

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

These Series A Preferred Shares shall not bear dividends.

These Series A Preferred Shares are convertible to six hundred shares of the Company's common stock for each one share of preferred stock. These conversions can happen at any time on or after the earlier of (i) 30 days after the Issuance Date or (ii) the date that a registration statement covering the resale of Common Stock issued upon conversion of the Series A Preferred Share is declared effective by the Securities Exchange Commission (the SEC).

At every meeting of stockholders of the Company, the Series A Preferred Stock shall be entitled to voting rights equal, in aggregate, to the total number of then issued and outstanding shares eligible to vote on any manner, plus one additional vote.

In the event of any voluntary or involuntary liquidation, dissolution, or winding up of the Company, the holders of the Series A Preferred Shares shall be entitled to receive in cash out of the assets of the Company, whether from capital or from earnings available for distribution to its stockholders (the "Preferred Funds"), before any amount shall be paid to the holders of any of the capital stock of the Company of any class junior in rank to the Series A Preferred Shares in respect of the preferences as to the distributions and payments on the liquidation, dissolution, or winding up of the Company, an amount per Series A Preferred Shares equal to the Stated Value.

All shares of Common Stock shall be of junior rank to all Series A Preferred Shares.

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

N/A

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

None

3) Issuance History

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

Disclosure under this item shall include, in chronological order, all offerings and issuances of securities, including debt convertible into equity securities, whether private or public, and all shares, or any other securities or options to acquire such securities, issued for services. Using the tabular format below, please describe these events.

A. Changes to the Number of Outstanding Shares

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: <u>Opening Balance</u> Date <u>June 30, 2021</u> Common: <u>4,962,623,280</u> Preferred: <u>100,000</u>			*Right-click the rows below and select "Insert" to add rows as needed.						
Date of Transaction	Transaction type (e.g., new issuance, cancellation, shares returned to treasury)	Number of Shares Issued (or cancelled)	Class of Securities	Value of shares issued (\$/per share) at Issuance	Were the shares issued at a discount to market price at the time of issuance? (Yes/No)	Individual/ Entity Shares were issued to. *You must disclose the control person(s) for any entities listed.	Reason for share issuance (e.g. for cash or debt conversion) - OR- Nature of Services Provided	Restricted or Unrestricted as of this filing.	Exemption or Registration Type.
<u>7-7-21</u>	<u>Issuance</u>	<u>188,787,925</u>	<u>Common</u>	<u>0.00035</u>	<u>Yes</u>	<u>EMA Financial, LLC</u> <u>Felicia Preston</u>	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>4(a)(1)</u>
<u>8-2-21</u>	<u>Issuance</u>	<u>200,000,000</u>	<u>Common</u>	<u>0.0003</u>	<u>Yes</u>	<u>EMA Financial, LLC</u> <u>Felicia Preston</u>	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>4(a)(1)</u>
<u>8-30-21</u>	<u>Issuance</u>	<u>265,000,000</u>	<u>Common</u>	<u>0.00015</u>	<u>Yes</u>	<u>EMA Financial, LLC</u> <u>Felicia Preston</u>	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>4(a)(1)</u>
<u>10-04-21</u>	<u>Issuance</u>	<u>280,000,000</u>	<u>Common</u>	<u>0.00004</u>	<u>Yes</u>	<u>EMA Financial, LLC</u> <u>Felicia Preston</u>	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>4(a)(1)</u>
<u>10-18-21</u>	<u>Issuance</u>	<u>290,000,000</u>	<u>Common</u>	<u>0.00006</u>	<u>Yes</u>	<u>EMA Financial, LLC</u> <u>Felicia Preston</u>	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>4(a)(1)</u>
<u>10-28-21</u>	<u>Issuance</u>	<u>300,000,000</u>	<u>Common</u>	<u>0.00004</u>	<u>Yes</u>	<u>EMA Financial, LLC</u>	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>4(a)(1)</u>

						<u>Felicia Preston</u>			
<u>12-10-21</u>	<u>Issuance</u>	<u>320,000,000</u>	<u>Common</u>	<u>0.00004</u>	<u>Yes</u>	<u>EMA Financial, LLC</u> <u>Felicia Preston</u>	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>4(a)(1)</u>
<u>5-10-22</u>	<u>Issuance</u>	<u>200,000,000</u>	<u>Common</u>	<u>\$0.00015</u>	<u>Yes</u>	<u>Pinnacle Consulting Services Inc (Robert Hymers III)</u>	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>4(a)(1)</u>
<u>7-18-22</u>	<u>Issuance</u>	<u>337,500,000</u>	<u>Common</u>	<u>\$0.00008</u>	<u>Yes</u>	<u>Pinnacle Consulting Services Inc (Robert Hymers III)</u>	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>4(a)(1)</u>
Shares Outstanding on Date of This Report:									
<u>Ending Balance:</u>									
Date <u>December 31, 2022</u>									
Common: <u>7,343,911,205</u>									
Preferred: <u>100,000</u>									

Example: A company with a fiscal year end of December 31st, 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, 2021 through December 31, 2022 pursuant to the tabular format above.

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.)
<u>9-21-16</u>	<u>19,996.70</u>	<u>57,500</u>	<u>19,996.70</u>	<u>9/21/17</u>	<u>50% of lowest traded price during 25 consecutive trading days prior to the conversion date.</u>	<u>Pinnacle Consulting Services, Inc. (Robert Hymers)</u>	<u>Loan</u>
<u>11-3-20</u>	<u>91,105.28</u>	<u>75,000</u>	<u>16,105.28</u>	<u>11-3-22</u>	<u>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.</u>	<u>Pinnacle Tax Services, Inc. (Robert Hymers)</u>	<u>Consulting</u>

<u>10-31-20</u>	<u>8,533.04</u>	<u>6,675</u>	<u>1,858.04</u>	<u>10-31-21</u>	<u>Fair market value at time of conversion.</u>	<u>Adar Bays, LLC (Ari Goldstein)</u>	<u>Securities Purchase Agreement</u>
<u>12-31-15</u>	<u>91,643.50</u>	<u>52,500</u>	<u>48,143.50</u>	<u>3-31-17</u>	<u>_____</u>	<u>Dr. Giles Edward Duffield</u>	<u>Loan</u>

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.
(Please 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")

No operations.

B. List any subsidiaries, parent company, 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.

5) 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.

6) Officers, Directors, and Control Persons

Using the table below, please provide information, as of the period end date of this report, regarding any officers, or directors of the company, individuals or entities controlling more than 5% of any class of the issuer's securities, 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.**

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 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.

Names of All Officers, Directors and Control Persons	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	Names of control person(s) if a corporate entity
<u>Tad Mailander</u>	<u>Director, CEO, CFO</u>	<u>4811 49th 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>
_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____

7) Legal/Disciplinary History

A. 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;

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.

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.

Securities Counsel (must include Counsel preparing Attorney Letters).

Name: Priscilla Bazan - 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: William Hudgens
Firm: Hudgens CPA, PLLC
Address 1: 1220 Blalock Rd, STE 300
Address 2: Houston, TX 77055
Phone: 713-570-9028
Email: whudgens@hudgenscpas.com

Investor Relations

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

All other means of Investor Communication:

Twitter: _____
Discord: _____
LinkedIn: _____
Facebook: _____
[Other]: _____

Other Service Providers

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

Name: Robert Hymers
Firm: Pinnacle Tax Services
Nature of Services: Accounting Consultant
Address 1: 520 S. Grand Ave, Unit 320
Address 2: Los Angeles, CA 90071
Phone: (310) 926-3980
Email: roberthymers@yahoo.com

9) Financial Statements

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

- ☐ IFRS
☒ U.S. GAAP

B. The following financial statements were prepared by (name of individual)²:

Name: Robert Hymers
Title: Accountant
Relationship to Issuer: Consultant

Describe the qualifications of the person or persons who prepared the financial statements: CPA

Provide the following financial statements 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.

- a. Audit letter, if audited;
- b. Balance Sheet;
- c. Statement of Income;
- d. Statement of Cash Flows;
- e. Statement of Retained Earnings (Statement of Changes in Stockholders' Equity)
- f. Financial Notes

² 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, Tad Mailander certify that:

1. I have reviewed this Disclosure Statement for 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.

February 13, 2023 [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 Disclosure Statement for 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.

February 13, 2023 [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)

	December 31	June 30
	2022	2022
ASSETS		
Current Assets:		
Cash	\$ 455	\$ -
Total Current Assets	<u>455</u>	<u>-</u>
TOTAL ASSETS	<u><u>\$ 455</u></u>	<u><u>\$ -</u></u>
LIABILITIES & STOCKHOLDERS' EQUITY		
Current Liabilities:		
Accounts Payable and Accrued Liabilities	\$ 315,508	\$ 295,753
Accrued Interest	86,104	111,873
Convertible Notes Payable, net	81,675	71,463
Note Payable to Related Party	43,500	43,500
Derivative Liability	256,926	1,003,802
Total Current Liabilities	<u>783,713</u>	<u>1,526,391</u>
Total Liabilities	<u><u>783,713</u></u>	<u><u>1,526,391</u></u>
Stockholders' Equity (Deficit):		
Common Stock, Par Value \$0.0001, 11,000,000,000 shares authorized; of which 7,343,911,205 and 7,006,411,205 shares issued and outstanding as of December 31, 2022 and June 30, 2022, respectively	734,390	700,640
Preferred Stock	10	10
Additional Paid-In capital	38,193,947	38,019,018
Accumulated Deficit	<u>(39,711,605)</u>	<u>(40,246,059)</u>
Total Stockholder's Equity (Deficit)	<u>(783,258)</u>	<u>(1,526,391)</u>
TOTAL LIABILITIES AND STOCKHOLDER'S DEFICIT	<u><u>\$ 455</u></u>	<u><u>\$ (0)</u></u>

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

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

	For The Three Months Ended December 31,		For The Six Months Ended December 31,	
	2022	2021	2022	2021
Revenues	\$ -	\$ -	\$ -	\$ -
Cost of Goods	-	-	-	-
Gross Profit	-	-	-	-
<u>Expenses:</u>				
General and Administrative Expenses	820	-	7,080	1,000
Legal and Professional Expenses	2,942	-	2,942	-
Total Operating Expenses	3,762	-	10,022	1,000
Operating Income (Loss)	(3,762)	-	(10,022)	(1,000)
Other Income (Expense)				
Interest Expense	(5,106)	(8,708)	(10,509)	(8,708)
Gain on Extinguishment of Debt	-	6,900,000	-	6,900,000
Amortization of Debt Discount	-	-	(10,212)	-
Change in Derivative Liability	89,449	(312)	565,197	(186)
Total Other Income (Expense)	84,343	6,890,980	544,476	6,891,106
Net Income (Loss)	<u>\$ 80,581</u>	<u>\$ 6,890,980</u>	<u>\$ 534,454</u>	<u>\$ 6,890,106</u>
Income (Loss) Allocated to Non-controlling Interest	\$ -	\$ -	\$ -	\$ -
Net Income (Loss), Adjusted	<u>\$ 80,581</u>	<u>\$ 6,890,980</u>	<u>\$ 534,454</u>	<u>\$ 6,890,106</u>
Other Comprehensive Income (Loss):				
Foreign Currency Translation Adjustment	\$ -	\$ -	\$ -	\$ -
Comprehensive Income (Loss)	<u>\$ 80,581</u>	<u>\$ 6,890,980</u>	<u>\$ 534,454</u>	<u>\$ 6,890,106</u>
Basic and diluted loss per common share	<u>\$ 0.000</u>	<u>\$ 0.001</u>	<u>\$ 0.000</u>	<u>\$ 0.001</u>
Weighted average common shares outstanding	<u>7,343,911,205</u>	<u>6,399,237,292</u>	<u>7,310,894,901</u>	<u>5,876,919,273</u>

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

PLANDAI BIOTECHNOLOGY, INC.
Consolidated Statements of Stockholders' Equity
For the Six Months Ended December 31, 2022, and The Years Ended June 30, 2022, and 2021
(Unaudited)

	Class A Preferred Stock		Common Stock		Additional Paid In Capital	Accumulated Deficit	Total
	<u>Shares</u>	<u>Amount</u>	<u>Shares</u>	<u>Amount</u>	<u>Amount</u>	<u>Amount</u>	<u>Amount</u>
Balance, June 30, 2020	100,000	\$ 10	943,928,137	\$ 94,392	\$ 36,157,138	\$ (46,673,308)	\$ (10,421,768)
Issuance of Stock for Debt Conversions	-	-	4,018,695,143	401,870	260,178	-	662,048
Settlement of Derivative	-	-	-	-	982,013	-	982,013
Net Loss	-	-	-	-	-	(396,755)	(396,755)
Balance, June 30, 2021	100,000	\$ 10	4,962,623,280	\$ 496,262	\$ 37,399,329	\$ (47,070,063)	\$ (9,174,462)
Balance, June 30, 2021	100,000	\$ 10	4,962,623,280	\$ 496,262	\$ 37,399,329	\$ (47,070,063)	\$ (9,174,462)
Issuance of Stock for Debt Conversions	-	-	2,043,787,925	204,379	(46,514)	-	157,865
Settlement of Derivative	-	-	-	-	666,202	-	666,202
Net Income	-	-	-	-	-	6,824,004	6,824,004
Balance, June 30, 2022	100,000	\$ 10	7,006,411,205	\$ 700,640	\$ 38,019,018	\$ (40,246,059)	\$ (1,526,391)
Balance, June 30, 2022	100,000	\$ 10	7,006,411,205	\$ 700,640	\$ 38,019,018	\$ (40,246,059)	\$ (1,526,391)
Issuance of Stock for Debt Conversions	-	-	337,500,000	33,750	(6,750)	-	27,000
Settlement of Derivative	-	-	-	-	181,679	-	181,679
Net Loss	-	-	-	-	-	534,454	534,454
Balance, December 31, 2022	100,000	\$ 10	7,343,911,205	\$ 734,390	\$ 38,193,947	\$ (39,711,605)	\$ (783,257)

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

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

	For The Six Months Ended December 31,	
	2022	2021
Cash Flow From Operating Activities		
Net Income (Loss)	\$ 534,454	\$ 6,890,106
Adjustments to reconcile net loss to net cash used in operating activities:		
Change in Derivative Liability	(565,197)	186
Gain on Extinguishment of Debt	-	(6,900,000)
Amortization of Debt Discount	10,212	-
Changes in working capital		
Increase in Accounts Payable and Accrued Liabilities (Less Adjustments for Reclassified Liabilities)	10,477	1,000
Increase in Accrued Interest (Less Cancelled Portion)	10,509	8,708
Net Cash Provided by Operating Activities	<u>455</u>	<u>-</u>
Cash Flow From Investing Activities		
Net Cash Provided by Investing Activities	<u>-</u>	<u>-</u>
Cash Flow From Financing Activities		
Net Cash Provided by Financing Activities	<u>-</u>	<u>-</u>
Net Change in Cash	<u>455</u>	<u>-</u>
Cash at Beginning of Period	<u>-</u>	<u>-</u>
Cash at End of Period	<u><u>\$ 455</u></u>	<u><u>\$ -</u></u>
Net cash paid for:		
Interest	<u>\$ -</u>	<u>\$ -</u>
Income Taxes	<u><u>\$ -</u></u>	<u><u>\$ -</u></u>
Supplemental Disclosure of Non-Cash Financing Activities:		
Settlement of Derivative	<u>\$ 181,679</u>	<u>\$ -</u>
Shares Issued for Conversion of Debt	<u><u>\$ 27,000</u></u>	<u><u>\$ 219,226</u></u>

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

Plandai Biotechnology, Inc
Notes to the Financial Statements
For the six months ended December 31, 2022

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 had previously owned 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.

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 Cash, and holds no other assets, as of December 31, 2022, and June 30, 2022. 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.

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 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.

Financial Instruments

Pursuant to ASC Topic 820, Fair Value Measurements, an entity is required to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. ASC 820 establishes a fair value hierarchy based on the level of independent, objective evidence surrounding the inputs used to measure fair value. A financial instrument's categorization within the fair value hierarchy is based upon the lowest level of input that is significant to the fair value measurement. ASC 820 prioritizes the inputs into three levels that may be used to measure fair value:

- Level 1 applies to assets or liabilities for which there are quoted prices in active markets for identical assets or liabilities.
- Level 2 applies to assets or liabilities for which there are inputs other than quoted prices that are observable for the asset or liability such as quoted prices for similar assets or liabilities in active markets; quoted prices for identical assets or liabilities in markets with insufficient volume or infrequent transactions (less active markets); or model-derived valuations in which significant inputs are observable or can be derived principally from, or corroborated by, observable market data.
- Level 3 applies to assets or liabilities for which there are unobservable inputs to the valuation methodology that are significant to the measurement of the fair value of the assets or liabilities.

The Company's fair value measurements are as follows:

Description	Fair Value As of December 31, 2022	Fair Value Measurements at December 31, 2022 Using Fair Value Hierarchy		
		Level 1	Level 2	Level 3
Conversion feature on convertible notes	\$ 256,926	\$ -	\$ 256,926	\$ -

Description	Fair Value As of September 30, 2022	Fair Value Measurements at September 30, 2022 Using Fair Value Hierarchy		
		Level 1	Level 2	Level 3
Conversion feature on convertible notes	\$ 346,375	\$ -	\$ 346,375	\$ -

Description	Fair Value As of June 30, 2022	Fair Value Measurements at June 30, 2022 Using Fair Value Hierarchy		
		Level 1	Level 2	Level 3
Conversion feature on convertible notes	\$ 1,003,802	\$ -	\$ 1,003,802	\$ -

Cash and Cash Equivalents

The Company considers all highly liquid investments purchased with an original maturity of three months or less to be cash equivalents. As of December 31, 2022, and June 30, 2022, the Company's held \$455 and \$0 in cash, respectively.

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.

Beneficial Conversion Feature

The Company measures its convertible debt using a nondetachable conversion feature known as a beneficial conversion feature, or BCF. A convertible instrument contains a BCF when the conversion price is less than the fair value of the shares into which the instrument is convertible at the commitment date. From time to time, the Company may issue convertible notes that may contain a beneficial conversion feature. A beneficial conversion feature exists on the date a convertible note is issued when the fair value of the underlying common stock to which the note is convertible into is in excess of the remaining unallocated proceeds of the note after first considering the allocation of a portion of the note proceeds to the fair value of the warrants, if related warrants have been granted. The intrinsic value of the beneficial conversion feature is recorded as a debt discount with a corresponding amount to additional paid-in capital. The debt discount is amortized to interest expense over the life of the note using the effective interest method.

Derivative Financial Instruments

The fair value of derivative instruments is recorded and shown separately under liabilities. Changes in the fair value of derivatives liability are recorded in the consolidated statement of operations under other (income) expense.

Our Company evaluates all of its financial instruments to determine if such instruments are derivatives or contain features that qualify as embedded derivatives. For derivative financial instruments that are accounted for as liabilities, the derivative instrument is initially recorded at its fair value and is then re-valued at each reporting date, with changes in the fair value reported in the consolidated statements of operations. For stock-based derivative financial instruments, the Company uses Black-Scholes Option Pricing model to value the derivative instruments at inception and on subsequent valuation dates. The classification of derivative instruments, including whether such instruments should be recorded as liabilities or as equity, is evaluated at the end of each reporting period. Derivative instrument liabilities are classified in the balance sheet as current or non-current based on whether or not net-cash settlement of the derivative instrument could be required within 12 months of the balance sheet date.

On August 5, 2020, the FASB issued ASU 2020-06 which simplifies the accounting for certain financial instruments with characteristics of liabilities and equity, including convertible instruments and contracts on an entity's own equity. The ASU is part of the FASB's simplification initiative, which aims to reduce unnecessary complexity in U.S. GAAP.

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 718.

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.

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 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. However, there can be no assurance that the Company will be successful in its efforts.

NOTE 4 – CONVERTIBLE NOTES

On September 21, 2016, the Company entered into a convertible note payable with an EMA Financial, LLC for \$57,500 that matured on September 21, 2017. The note is subject to 10% interest annually and is convertible to common shares at 50% of lowest traded price during 25 consecutive trading days prior to the conversion date. As of June 30, 2022 all principal has been converted, and \$38,397.30 of interest remains outstanding. The Company is currently in default on this note.

On February 16, 2018, the Company entered into a convertible note payable with Adar Bays, LLC for \$148,753 that matured on February 16, 2019. The note is subject to 8% interest annually and is convertible to common shares at a conversion price equal to the lower of \$0.05 per share or 60% of the lowest trading price for the twenty prior trading days including the day upon which a Notice of Conversion is received by the Company.

On March 1, 2018, the Company entered into a convertible note payable with Adar Bays, LLC for \$25,000 that matured on March 1, 2019. The note is subject to 8% interest annually and is converted to common shares at a conversion price equal to the lower of \$0.05 per share or 60% of the lowest trading price for the twenty prior trading days including the day upon which a Notice of Conversion is received by the Company.

On March 1, 2018, the Company entered into a convertible note payable with Adar Bays, LLC for \$25,000 that matured on March 1, 2019. The note is subject to 8% interest annually and is converted to common shares at a conversion price equal to the lower of \$0.05 per share or 60% of the lowest trading price for the twenty prior trading days including the day upon which a Notice of Conversion is received by the Company.

On March 1, 2018, the Company entered into a convertible note payable with Adar Bays, LLC for \$25,000 that matured on March 1, 2019. The note is subject to 8% interest annually and is converted to common shares at a conversion price equal to the lower of \$0.05 per share or 60% of the lowest trading price for the twenty prior trading days including the day upon which a Notice of Conversion is received by the Company.

On October 31, 2020, the Company entered into a convertible note payable with Adar Bays, LLC for \$6,675 that matured on October 31, 2021. The note is subject to 12% interest annually and is convertible to common shares at fair market value at the time of conversion. 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 that matures on November 3, 2022. 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.

Adar Bays, LLC, holder of multiple convertible notes, executed 60 debt conversions between July 10, 2020 and May 26, 2021, resulting in issuances of an aggregate amounts of 4,018,695,143 shares of common stock to Adar Bays, LLC. These debt conversions resulted in a net reduction of \$706,469.68 of the Company's outstanding debt owed to Adar Bays, LLC.

EMA Financial, LLC, holder of a convertible note, executed debt conversions on July 7, August 2, August 30, October 4, October 18, October 28, and December 10, 2021, resulting in issuances of 188,787,925, 200,000,000, 265,000,000 280,000,000, 290,000,000, 300,000,000 and 320,000,000 shares of common stock, respectively, to EMA Financial, LLC.

On January 27, 2022, EMA Financial, LLC sold its remaining \$68,397.30 of accrued interest of its convertible debt to Pinnacle Consulting Services, Inc., in exchange for \$60,000 per a Purchase and Assignment Agreement dated January 26, 2022. On May 10, 2022, Pinnacle Consulting Services, Inc. executed a debt conversion resulting in the issuance of 200,000,000 shares of common stock. On July 18, 2022, Pinnacle Consulting Services, Inc. executed a debt conversion resulting in the issuances of 337,500,000 shares of common stock. These debt conversions reduced the principal and interest balances of their convertible note payable to \$0 and \$19,996.70, respectively, as of December 31, 2022.

NOTE 5 – NOTE PAYABLE TO RELATED PARTY

On December 31, 2015, the Company entered into a note payable with Dr. Giles Edward Duffield for \$52,500 that matured fifteen months from the date of payment of Consideration. The note is subject to 15% interest annually. As of December 31, 2022, \$43,500 of principal, and \$48,143.50 of interest remains outstanding. The Company is currently in default on this note.

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 \$0.0001. The Company had 100,000 shares of Class A Preferred Stock issued and outstanding as of December 31, 2022 and June 30, 2022, respectively.

These Series A Preferred Shares shall not bear dividends.

These Series A Preferred Shares are convertible to six hundred shares of the Company's common stock for each one share of preferred stock. These conversions can happen at any time on or after the earlier of (i) 30 days after the Issuance Date or (ii) the date that a registration statement covering the resale of Common Stock issued upon conversion of the Series A Preferred Share is declared effective by the Securities Exchange Commission (the SEC).

At every meeting of stockholders of the Company, the Series A Preferred Stock shall be entitled to voting rights equal, in aggregate, to the total number of then issued and outstanding shares eligible to vote on any manner, plus one additional vote.

In the event of any voluntary or involuntary liquidation, dissolution, or winding up of the Company, the holders of the Series A Preferred Shares shall be entitled to receive in cash out of the assets of the Company, whether from capital or from earnings available for distribution to its stockholders (the "Preferred Funds"), before any amount shall be paid to the holders of any of the capital stock of the Company of any class junior in rank to the Series A Preferred Shares in respect of the

preferences as to the distributions and payments on the liquidation, dissolution, or winding up of the Company, an amount per Series A Preferred Shares equal to the Stated Value.

All shares of Common Stock shall be of junior rank to all Series A Preferred Shares.

NOTE 7 – DERIVATIVE FINANCIAL INSTRUMENTS

The Company evaluates all of its agreements to determine if such instruments have derivatives or contain features that qualify as embedded derivatives. For derivative financial instruments that are accounted for as liabilities, the derivative instrument is initially recorded at its fair value and is then re-valued at each reporting date, with changes in the fair value reported in the statements of operations. For stock-based derivative financial instruments, the Company uses the Black-Scholes Option Pricing model to value the derivative instruments at inception and on subsequent valuation dates. The Black-Scholes model requires five input variables: the strike price of an option, the current stock price, the time to expiration, the risk-free rate, and the volatility. Though usually accurate, the Black-Scholes model makes certain assumptions that can lead to predictions that deviate from the real-world results. The classification of derivative instruments, including whether such instruments should be recorded as liabilities or as equity, is evaluated at the end of each reporting period. Derivative instrument liabilities are classified in the balance sheet as current or non-current based on whether or not net-cash settlement of the derivative instrument could be required within 12 months of the balance sheet date. As of June 30, 2022, the Company's only derivative financial instruments were embedded conversion features associated with long-term convertible notes payable which contain certain provisions that allow for a variable number of shares on conversion.

The following table illustrates the changes in the Company's derivative financial instruments over the six months ended December 31, 2022, and the fiscal years ending June 30, 2022, and June 30, 2021:

Derivative Liability Balance, June 30, 2020	\$ 1,388,218
Issuance of derivative liability during the period	80,833
Derivative liability resolution	(982,013)
Change in derivative liability during the period	<u>179,903</u>
Derivative Liability Balance, June 30, 2021	666,941
Derivative liability resolution	(666,202)
Change in derivative liability during the period	<u>1,003,064</u>
Derivative Liability Balance, June 30, 2022	1,003,802
Derivative liability resolution	(181,679)
Change in derivative liability during the period	<u>(475,748)</u>
Derivative Liability Balance, September 30, 2022	346,375
Derivative liability resolution	-
Change in derivative liability during the period	<u>(89,449)</u>
Derivative Liability Balance, December 31, 2022	<u>\$ 256,926</u>

NOTE 8 – COMMON STOCK

The Company issued 337,500,000 and 2,043,787,925 shares of common stock for conversion of principal and interest during the six months ended December 31, 2022 and the fiscal year ended June 30, 2022, respectively. The Company had 7,343,911,205 and 7,006,411,205 shares of Common Stock issued and outstanding as of December 31, 2022, and June 30, 2022, respectively.

NOTE 9 – 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.