

**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

## Quarterly Report

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

### **Outstanding Shares**

The number of shares outstanding of our Common Stock was:

8,889,034,371 as of December 31, 2023 *(Current Reporting Period Date or More Recent Date)*

8,199,034,371 as of June 30, 2023 *(Most Recent Completed Fiscal Year End)*

### **Shell Status**

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

Yes: ☐ No: ☒

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

Yes: ☐ No: ☒

### **Change in Control**

Indicate by check mark whether a Change in Control<sup>4</sup> of the company has occurred during this reporting period:

Yes: ☐ No: ☒

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<sup>4</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.

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

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

Jerry's, Inc. from 1942 to 2004

Diamond Ranch Foods, Inc. from 2004 to 2012

Plandai Biotechnology, Inc. from 2012 to present

Current State and Date of Incorporation or Registration: The Company was incorporated in the State of Nevada on February 24, 2004

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

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

N/A

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

None

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

A Supplemental Information Report was filed as of March 9, 2023, and discloses a change in the Shell Status of Plandai Biotechnology, Inc. ("Plandai"). Previously, Plandai disclosed that it was a shell company in its Alternative Reporting Disclosures with OTC Markets. As of the effective date of March 9, 2023, Plandai was no longer a shell company (see discussion below).

By virtue of a Binding Memorandum of Understanding with Good Salt, LLC, a Florida limited liability company ("Good Salt") (included herewith as an exhibit), Plandai and Good Salt agreed to formalize a share exchange agreement whereby (i) Plandai would exchange restricted unregistered common shares, and separately, (ii) Plandai's majority shareholder would exchange Series "A" Preferred Common Stock with Good Salt, in exchange for (iii) all of the authorized and issued limited liability company interests of Good Salt.

On August 1, 2023, there was a rescission of the material definitive agreement with ByoPlant: The material definitive agreement, which was initially entered into on May 16, 2023, outlined the terms and conditions for the acquisition of the Company by Good Salt. However, despite diligent efforts and ongoing communications, conditions subsequent to the closing were unmet, and essential considerations were not settled. As a result, Plandai had no choice but to initiate the rescission process. The rescission will render the material definitive agreement null and void, and both parties will revert to their pre-agreement status.

Per a Settlement Agreement drafted as of November 20, 2023, the Company has agreed to settle its debt with Dr. Giles Edward Duffield which the Company had entered into on December 31, 2015, at which time 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 September 30, 2023, there was \$43,500 of principal, and \$54,049.75 of interest remains outstanding. The settlement calls for the Company to provide Dr. Duffield with a cash payment of \$35,000 upon the subsequent closing of the anticipated sale of the Plandai corporate shell to a qualified buyer, the closing expected to occur within 30 days. The settlement also calls for Company to issue Dr. Duffield 500,000 shares of common stock. The Settlement Payment will be made within ten (10) days of the closing of the sale of Plandai, and the funds will be delivered to counsel for Duffield. The settlement agreement is pending signatures, but the terms have been orally confirmed and agreed to per the Company's management.

Per a Settlement Agreement drafted as of November 20, 2023, the Company has agreed to settle its convertible debt with Adar Bays, LLC, which the Company had entered into On October 31, 2020, at which time 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. Adar Bays, LLC later split this not in two halves, retaining half to itself, and assigned the other half to Pe'er Bais Yaakov, a qualified charitable entity. As of September 30, 2023, the note is in default and there was \$6,675 of principal, and \$2,450.57 of interest remaining outstanding for the whole, including both halves previously referenced. The settlement calls for the Company to provide Adar Bays, LLC with a cash payment of \$25,000 within 60 days of the execution of the corresponding settlement agreement to settle the half assigned to Adar Bays, LLC. The settlement also calls for PLPL to make a charitable contribution of 690,000,000 shares of common stock to Pe'er Bais Yaakov, a qualified charitable entity after execution of this Agreement in order to satisfy the half of the note assigned to that charitable entity. ADAR shall provide this information not later than ten days from the effective date of this Agreement. The settlement agreement is pending signatures, but the terms have been orally confirmed and agreed to per the Company's management.

Address of the issuer's principal executive office:

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

Address of the issuer's principal place of business:

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

\_\_\_\_\_

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

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

\_\_\_\_\_

## 2) Security Information

### Transfer Agent

Name: Signature Stock Transfer  
Phone: 972-612-4120  
Email: jason@signaturestocktransfer.com  
Address: 16801 ADDISON ROAD – SUITE 247, ADDISON, TEXAS 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, 2023</u>
Total shares outstanding:	<u>8,889,034,371 as of date: December 31, 2023</u>
Total number of shareholders of record:	<u>111 as of date: December 31, 2023</u>

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

None

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

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

Exact title and class of the security:	<u>Class A Preferred Stock</u>
Par or stated value:	<u>\$0.0001</u>
Total shares authorized:	<u>100,000 as of date: December 31, 2023</u>
Total shares outstanding:	<u>100,000 as of date: December 31, 2023</u>
Total number of shareholders of record:	<u>1 as of date: December 31, 2023</u>

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

None

**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 for the two most recently completed fiscal years and any subsequent period.**

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

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

Shares Outstanding <u>Opening Balance:</u> Date <u>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>Felicia Preston</u>	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>4(a)(1)</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>
<u>2-6-23</u>	<u>Issuance</u>	<u>510,882,920</u>	<u>Common</u>	<u>0.00004</u>	<u>Yes</u>	<u>Pinnacle Consulting Services Inc</u>	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>4(a)(1)</u>

						(Robert Hymers III)			
<u>2-15-23</u>	<u>Cancellation</u>	<u>(1,035,000)</u>	<u>Common</u>	<u>0.0001</u>	<u>N/A</u>	<u>COTTRELL BAYLIS DUFFIELD</u>	<u>Cancellation</u>	<u>N/A</u>	<u>N/A</u>
<u>2-22-23</u>	<u>Cancellation</u>	<u>(5,690,000)</u>	<u>Common</u>	<u>0.0001</u>	<u>N/A</u>	<u>DARON BAYLIS-DUFFIELD</u>	<u>Cancellation</u>	<u>N/A</u>	<u>N/A</u>
<u>2-22-23</u>	<u>Cancellation</u>	<u>(26,283,200)</u>	<u>Common</u>	<u>0.0001</u>	<u>N/A</u>	<u>ROGER BAYLIS DUFFIELD</u>	<u>Cancellation</u>	<u>N/A</u>	<u>N/A</u>
<u>2-23-23</u>	<u>Cancellation</u>	<u>(30,000)</u>	<u>Common</u>	<u>0.0001</u>	<u>N/A</u>	<u>EAT AT JOE'S LTD, known now as SPYR, Inc. (Timothy Matula)</u>	<u>Cancellation</u>	<u>N/A</u>	<u>N/A</u>
<u>2-23-23</u>	<u>Cancellation</u>	<u>(19,290,000)</u>	<u>Common</u>	<u>0.0001</u>	<u>N/A</u>	<u>MOOR HOLDINGS LIMITED (Roger Duffield)</u>	<u>Cancellation</u>	<u>N/A</u>	<u>N/A</u>
<u>2-23-23</u>	<u>Cancellation</u>	<u>(25,550,000)</u>	<u>Common</u>	<u>0.0001</u>	<u>N/A</u>	<u>CALLUM</u>	<u>Cancellation</u>	<u>N/A</u>	<u>N/A</u>
<u>2-23-23</u>	<u>Cancellation</u>	<u>(1,232,000)</u>	<u>Common</u>	<u>0.0001</u>	<u>N/A</u>	<u>CALLUM BAYLIS-DUFFIELD</u>	<u>Cancellation</u>	<u>N/A</u>	<u>N/A</u>
<u>2-23-23</u>	<u>Cancellation</u>	<u>(7,375,000)</u>	<u>Common</u>	<u>0.0001</u>	<u>N/A</u>	<u>KALIMAH LIMITED (Unknown)</u>	<u>Cancellation</u>	<u>N/A</u>	<u>N/A</u>
<u>2-23-23</u>	<u>Cancellation</u>	<u>(16,996,700)</u>	<u>Common</u>	<u>0.0001</u>	<u>N/A</u>	<u>TAMARA TRAVELLER</u>	<u>Cancellation</u>	<u>N/A</u>	<u>N/A</u>
<u>2-27-23</u>	<u>Cancellation</u>	<u>(1,650,000)</u>	<u>Common</u>	<u>0.0001</u>	<u>N/A</u>	<u>JAMES MYLOCK JR</u>	<u>Cancellation</u>	<u>N/A</u>	<u>N/A</u>
<u>5-16-23</u>	<u>Issuance</u>	<u>449,372,146</u>	<u>Common</u>	<u>0.00018</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>11-29-23</u>	<u>Issuance</u>	<u>690,000,000</u>	<u>Common</u>	<u>0.0003</u>	<u>No</u>	<u>Congregation Pe'er Bais Yaakov</u>	<u>Settlement</u>	<u>Unrestricted</u>	<u>4(a)(1)</u>
Shares Outstanding on Date of This Report:									
Ending Balance:									
Date <u>December 31, 2023</u>									
Common: <u>8,889,034,371</u>									
Preferred: <u>100,000</u>									

**Example:** A company with a fiscal year end of December 31<sup>st</sup> 2023, in addressing this item for its Annual Report, would include any events that resulted in changes to any class of its outstanding shares from the period beginning on January 1, 2022 through December 31, 2023 pursuant to the tabular format above.

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

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

## B. Promissory and Convertible Notes

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

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

Date of Note Issuance	Outstanding Balance (\$)	Principal Amount at Issuance (\$)	Interest Accrued (\$)	Maturity Date	Conversion Terms (e.g. pricing mechanism for determining conversion of instrument to shares)	Name of Noteholder. *** You must disclose the control person(s) for any entities listed.	Reason for Issuance (e.g. Loan, Services, etc.)
<u>10-31-20</u>	<u>9,323.08</u>	<u>6,675</u>	<u>2,648.08</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>108,518.50</u>	<u>52,500</u>	<u>56,018.50</u>	<u>3-31-17</u>	<u>_____</u>	<u>Dr. Giles Edward Duffield</u>	<u>Loan</u>

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

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

## 4) Issuer's Business, Products and Services

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

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

A Supplemental Information Report was filed as of March 9, 2023, and discloses a change in the Shell Status of Plandai Biotechnology, Inc. ("Plandai"). Previously, Plandai disclosed that it was a shell company in its Alternative Reporting Disclosures with OTC Markets. As of the effective date of March 9, 2023, Plandai was no longer a shell company (see discussion below).

By virtue of a Binding Memorandum of Understanding with Good Salt, LLC, a Florida limited liability company ("Good Salt") (included herewith as an exhibit), Plandai and Good Salt agreed to formalize a share exchange agreement whereby (i) Plandai would exchange restricted unregistered common shares, and separately, (ii) Plandai's majority shareholder would exchange Series "A" Preferred Common Stock with Good Salt, in exchange for (iii) all of the authorized and issued limited liability company interests of Good Salt.

On August 1, 2023, there was a rescission of the material definitive agreement with ByoPlant: The material definitive agreement, which was initially entered into on May 16, 2023, outlined the terms and conditions for the acquisition of



the Company by Good Salt. However, despite diligent efforts and ongoing communications, conditions subsequent to the closing were unmet, and essential considerations were not settled. As a result, Plandai had no choice but to initiate the rescission process. The rescission will render the material definitive agreement null and void, and both parties will revert to their pre-agreement status.

Gaelic for “plant food,” Plandaí historically engaged in the research and development of all-natural nutraceutical ingredients and unlocking their pharmaceutical potential. The Company invested in research and development and developed valuable intellectual property in delivery mechanisms for the delivery of therapeutic level of essential plant-based nutrients to human cells. The IP developed and owned by the Company includes targeted products that contain plant-curative properties. The Company's proprietary trade secret extraction methods allow plant nutrients to be properly absorbed and remain in the system long enough for a therapeutic effect. The Company's technology restructures plant nutrients into a highly purified form that the body can more easily process while also increasing their absorption into the blood plasma and the length of time those nutrients remain present and active in your system. The Company produced and trademarked products associated with its extraction and delivery systems, including “Phytofare,” a product with all of the phytonutrients in a stable, highly bioavailable active extract.

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

No current subsidiaries, parents, or affiliated companies.

C. Describe the issuers' principal products or services.

A Supplemental Information Report was filed as of March 9, 2023, and discloses a change in the Shell Status of Plandai Biotechnology, Inc. (“Plandai”). Previously, Plandai disclosed that it was a shell company in its Alternative Reporting Disclosures with OTC Markets. As of the effective date of March 9, 2023, Plandai was no longer a shell company (see discussion below).

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On August 1, 2023, there was a rescission of the material definitive agreement with ByoPlant: The material definitive agreement, which was initially entered into on May 16, 2023, outlined the terms and conditions for the acquisition of the Company by Good Salt. However, despite diligent efforts and ongoing communications, conditions subsequent to the closing were unmet, and essential considerations were not settled. As a result, Plandai had no choice but to initiate the rescission process. The rescission will render the material definitive agreement null and void, and both parties will revert to their pre-agreement status.

Gaelic for “plant food,” Plandaí historically engaged in the research and development of all-natural nutraceutical ingredients and unlocking their pharmaceutical potential. The Company invested in research and development and developed valuable intellectual property in delivery mechanisms for the delivery of therapeutic level of essential plant-based nutrients to human cells. The IP developed and owned by the Company includes targeted products that contain plant-curative properties. The Company's proprietary trade secret extraction methods allow plant nutrients to be properly absorbed and remain in the system long enough for a therapeutic effect. The Company's technology restructures plant nutrients into a highly purified form that the body can more easily process while also increasing their absorption into the blood plasma and the length of time those nutrients remain present and active in your system. The Company produced and trademarked products associated with its extraction and delivery systems, including “Phytofare,” a product with all of the phytonutrients in a stable, highly bioavailable active extract.

## 5) Issuer's Facilities

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

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

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

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

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

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

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

*The goal of this section is to provide investors with a clear understanding of the identity of all the persons or entities that are involved in managing, controlling or advising the operations, business development and disclosure of the issuer, as well as the identity of any significant or beneficial owners.*

Names of All Officers, Directors, and Control Persons	Affiliation with Company (e.g. Officer Title /Director/Owner of 5% or more)	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
Tad Mailander	Director, CEO, CFO	4811 49th Street San Diego, CA 92115	100,000	Series A Preferred	100%	Voting preference equal to the number is shares eligible to vote plus one.

Confirm that the information in this table matches your public company profile on [www.OTCMarkets.com](http://www.OTCMarkets.com). If any updates are needed to your public company profile, log in to [www.OTCIQ.com](http://www.OTCIQ.com) to update your company profile.

## 7) Legal/Disciplinary History

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

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

None

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

None

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

None

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

None

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

None

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

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 to or of which any of their property is the subject. Include the name of the court or agency in which the proceedings are pending, the date instituted, the principal parties thereto, a description of the factual basis alleged to underlie the proceeding and the relief sought. Include similar information as to any such proceedings known to be contemplated by governmental authorities.

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.

Confirm that the information in this table matches your public company profile on [www.OTCMarkets.com](http://www.OTCMarkets.com). If any updates are needed to your public company profile, update your company profile.

Securities Counsel (must include Counsel preparing Attorney Letters).

Name: 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:*

X (Twitter): \_\_\_\_\_  
Discord: \_\_\_\_\_  
LinkedIn: \_\_\_\_\_  
Facebook: \_\_\_\_\_  
[Other ] \_\_\_\_\_

### Other Service Providers

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

Name: 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) Disclosure & Financial Information

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

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

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

- ☐ IFRS  
☒ U.S. GAAP

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

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

Describe the qualifications of the person or persons who prepared the financial statements:<sup>5</sup> \_\_\_\_\_

Provide the following qualifying financial statements:

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

### **Financial Statement Requirements:**

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

## 10) Issuer Certification

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<sup>5</sup> 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.

*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 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 6, 2024 [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 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 6, 2024 [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>December 31 2023</b>	<b>June 30 2023</b>
<b>ASSETS</b>		
Current Assets:		
Cash	\$ -	\$ -
Total Current Assets	<u>-</u>	<u>-</u>
<b>TOTAL ASSETS</b>	<u><u>\$ -</u></u>	<u><u>\$ -</u></u>
<b>LIABILITIES &amp; STOCKHOLDERS' EQUITY</b>		
Current Liabilities:		
Accounts Payable and Accrued Liabilities	\$ 339,045	\$ 334,985
Accrued Interest	58,667	54,334
Convertible Notes Payable, net	6,675	6,675
Note Payable to Related Party	43,500	43,500
Derivative Liability	8,496	7,890
Total Current Liabilities	<u>456,383</u>	<u>447,384</u>
<b>Total Liabilities</b>	<u><u>456,383</u></u>	<u><u>447,384</u></u>
Stockholders' Equity (Deficit):		
Common Stock, Par Value \$0.0001, 11,000,000,000 shares authorized; of which 8,889,034,371 and 8,199,034,371 shares issued and outstanding as of December 31, 2023 and June 30, 2023, respectively	888,903	819,903
Common Stock to be Issued	170,174	4,095,208
Preferred Stock	10	10
Additional Paid-In capital	39,127,329	54,689,464
Accumulated Deficit	<u>(40,642,799)</u>	<u>(60,051,969)</u>
<b>Total Stockholder's Deficit</b>	<u>(456,383)</u>	<u>(447,384)</u>
<b>TOTAL LIABILITIES AND STOCKHOLDER'S DEFICIT</b>	<u><u>\$ -</u></u>	<u><u>\$ -</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,	
	2023	2022	2023	2022
Revenues	\$ -	\$ -	\$ -	\$ -
Cost of Goods	-	-	-	-
Gross Profit	-	-	-	-
<b>Expenses:</b>				
General and Administrative Expenses	100	820	4,060	7,080
Legal and Professional Expenses	-	2,942	-	2,942
Total Operating Expenses	100	3,762	4,060	10,022
Operating Loss	(100)	(3,762)	(4,060)	(10,022)
Other Income (Expense)				
Interest Expense	(2,166)	(5,106)	(4,333)	(10,509)
Amortization of Debt Discount	-	-	-	(10,212)
Settlement Expense	(207,000)	-	(207,000)	-
Change in Derivative Liability	(287)	89,449	(606)	565,197
Gain on Recission of Reverse Acquisition	-	-	19,625,169	-
Total Other Income	(209,453)	84,343	19,413,230	544,476
Net Income	<u>\$ (209,553)</u>	<u>\$ 80,581</u>	<u>\$ 19,409,170</u>	<u>\$ 534,454</u>
Income Allocated to Non-controlling Interest	\$ -	\$ -	\$ -	\$ -
Net Income, Adjusted	<u>\$ (209,553)</u>	<u>\$ 80,581</u>	<u>\$ 19,409,170</u>	<u>\$ 534,454</u>
Other Comprehensive Income (Loss):				
Foreign Currency Translation Adjustment	\$ -	\$ -	\$ -	\$ -
Comprehensive Income	<u>\$ (209,553)</u>	<u>\$ 80,581</u>	<u>\$ 19,409,170</u>	<u>\$ 534,454</u>
Basic income per common share	<u>\$ (0.00)</u>	<u>\$ 0.00</u>	<u>\$ 0.00</u>	<u>\$ 0.00</u>
Diluted income per common share	<u>\$ (0.00)</u>	<u>\$ 0.00</u>	<u>\$ 0.00</u>	<u>\$ 0.00</u>
Weighted average common shares outstanding - Basic	<u>8,439,034,371</u>	<u>7,343,911,205</u>	<u>8,319,034,371</u>	<u>7,310,894,901</u>
Weighted average common shares outstanding - Diluted	<u>8,485,649,695</u>	<u>8,264,876,662</u>	<u>8,365,649,695</u>	<u>8,231,860,358</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, 2023, and The Years Ended June 30, 2023, 2022, and 2021**

	Class A Preferred Stock		Common Stock		Common Stock to be Issued		Additional Paid In Capital	Accumulated Deficit	Total
	<u>Shares</u>	<u>Amount</u>	<u>Shares</u>	<u>Amount</u>	<u>Shares</u>	<u>Amount</u>	<u>Amount</u>	<u>Amount</u>	<u>Amount</u>
<b>Balance, June 30, 2020 (Audited)</b>	<b>100,000</b>	<b>\$ 10</b>	<b>943,928,137</b>	<b>\$ 94,392</b>	-	\$ -	<b>\$ 36,157,138</b>	<b>\$ (46,673,308)</b>	<b>\$ (10,421,768)</b>
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)
<b>Balance, June 30, 2021 (Audited)</b>	<b>100,000</b>	<b>\$ 10</b>	<b>4,962,623,280</b>	<b>\$ 496,262</b>	<b>-</b>	<b>\$ -</b>	<b>\$ 37,399,329</b>	<b>\$ (47,070,063)</b>	<b>\$ (9,174,462)</b>
<b>Balance, June 30, 2021 (Audited)</b>	<b>100,000</b>	<b>\$ 10</b>	<b>4,962,623,280</b>	<b>\$ 496,262</b>	-	\$ -	<b>\$ 37,399,329</b>	<b>\$ (47,070,063)</b>	<b>\$ (9,174,462)</b>
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
<b>Balance, June 30, 2022 (Audited)</b>	<b>100,000</b>	<b>\$ 10</b>	<b>7,006,411,205</b>	<b>\$ 700,640</b>	<b>-</b>	<b>\$ -</b>	<b>\$ 38,019,018</b>	<b>\$ (40,246,059)</b>	<b>\$ (1,526,391)</b>
<b>Balance, June 30, 2022 (Audited)</b>	<b>100,000</b>	<b>\$ 10</b>	<b>7,006,411,205</b>	<b>\$ 700,640</b>	-	\$ -	<b>\$ 38,019,018</b>	<b>\$ (40,246,059)</b>	<b>\$ (1,526,391)</b>
Issuance of Stock for Debt Conversions	-	-	1,297,755,066	129,776	-	-	11,477	-	141,253
Commitment of Stock for Corporate Advisory Services	-	-	-	-	701,744,934	70,174	210,523	-	280,697
Commitment of Stock for Legal Services and Stock Purchase	-	-	-	-	1,000,000,000	100,000	300,000	-	400,000
Commitment of Stock for Tentative Share Exchange	-	-	-	-	39,250,337,776	3,925,034	15,700,135	-	19,625,169
Settlement of Derivative	-	-	-	-	-	-	437,798	-	437,798
Cancellation of Previously Issued Common Stock	-	-	(105,131,900)	(10,513)	-	-	10,513	-	-
Current Period Adjustments to Deficit	-	-	-	-	-	-	-	(410)	(410)
Net Loss	-	-	-	-	-	-	-	(19,805,500)	(19,805,500)
<b>Balance, June 30, 2023 (Unaudited)</b>	<b>100,000</b>	<b>\$ 10</b>	<b>8,199,034,371</b>	<b>\$ 819,903</b>	<b>40,952,082,710</b>	<b>\$ 4,095,208</b>	<b>\$ 54,689,464</b>	<b>\$ (60,051,969)</b>	<b>\$ (447,384)</b>
<b>Balance, June 30, 2023 (Unaudited)</b>	<b>100,000</b>	<b>\$ 10</b>	<b>8,199,034,371</b>	<b>\$ 819,903</b>	<b>40,952,082,710</b>	<b>\$ 4,095,208</b>	<b>\$ 54,689,464</b>	<b>\$ (60,051,969)</b>	<b>\$ (447,384)</b>
Cancellation of Commitment of Stock for Tentative Share Exchange	-	-	-	-	(39,250,337,776)	(3,925,034)	(15,700,135)	-	(19,625,169)
Issuance of Stock to Charity for Settlement	-	-	690,000,000	69,000	-	-	138,000	-	207,000
Net Income	-	-	-	-	-	-	-	19,409,170	19,409,170
<b>Balance, December 31, 2023 (Unaudited)</b>	<b>100,000</b>	<b>\$ 10</b>	<b>8,889,034,371</b>	<b>\$ 888,903</b>	<b>1,701,744,934</b>	<b>\$ 170,174</b>	<b>\$ 39,127,329</b>	<b>\$ (40,642,799)</b>	<b>\$ (456,383)</b>

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

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

	<b>For The Six Months Ended December 31,</b>	
	<b>2023</b>	<b>2022</b>
<b>Cash Flow From Operating Activities</b>		
Net Income	\$ 19,409,170	\$ 534,454
<b>Adjustments to reconcile net loss to net cash used in operating activities:</b>		
Change in Derivative Liability	606	(565,197)
Gain on Recission of Reverse Acquisition	(19,625,169)	-
Issuance of Stock to Charity for Settlement	207,000	-
Amortization of Debt Discount	-	10,212
<b>Changes in working capital</b>		
Increase in Accounts Payable and Accrued Liabilities (Less Adjustments for Reclassified Liabilities)	4,060	10,477
Increase in Accrued Interest (Less Cancelled Portion)	4,333	10,509
<b>Net Cash Provided by Operating Activities</b>	<u>0</u>	<u>455</u>
<b>Cash Flow From Investing Activities</b>		
<b>Net Cash Provided by Investing Activities</b>	<u>-</u>	<u>-</u>
<b>Cash Flow From Financing Activities</b>		
<b>Net Cash Provided by Financing Activities</b>	<u>-</u>	<u>-</u>
<b>Net Change in Cash</b>	<u>-</u>	<u>455</u>
<b>Cash at Beginning of Period</b>	<u>-</u>	<u>-</u>
<b>Cash at End of Period</b>	<u><u>\$ -</u></u>	<u><u>\$ 455</u></u>
<b>Net cash paid for:</b>		
Interest	<u><u>\$ -</u></u>	<u><u>\$ -</u></u>
Income Taxes	<u><u>\$ -</u></u>	<u><u>\$ -</u></u>
<b>Supplemental Disclosure of Non-Cash Financing Activities:</b>		
Settlement of Derivative	<u><u>\$ -</u></u>	<u><u>\$ 181,679</u></u>
Shares Issued for Conversion of Debt	<u><u>\$ -</u></u>	<u><u>\$ 27,000</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 year ended December 31, 2023**

**NOTE 1 - ORGANIZATION AND OPERATIONS**

**Current Operations**

Plandai Biotechnology, Inc. (“ PLPL ” or the “ Company “), a Nevada corporation, is a publicly quoted 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.

The Company holds no current assets, and holds no other assets, as of December 31, 2023, and June 30, 2023. 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.

A Supplemental Information Report was filed as of March 9, 2023, and discloses a change in the Shell Status of Plandai Biotechnology, Inc. ("Plandai"). Previously, Plandai disclosed that it was a shell company in its Alternative Reporting Disclosures with OTC Markets. As of the effective date of March 9, 2023, Plandai was no longer a shell company (see discussion below).

By virtue of a Binding Memorandum of Understanding with Good Salt, LLC, a Florida limited liability company ("Good Salt") (included herewith as an exhibit), Plandai and Good Salt agreed to formalize a share exchange agreement whereby (i) Plandai would exchange restricted unregistered common shares, and separately, (ii) Plandai's majority shareholder would exchange Series "A" Preferred Common Stock with Good Salt, in exchange for (iii) all of the authorized and issued limited liability company interests of Good Salt.

On August 1, 2023, there was a rescission of the material definitive agreement with ByoPlant: The material definitive agreement, which was initially entered into on May 16, 2023, outlined the terms and conditions for the acquisition of the Company by Good Salt. However, despite diligent efforts and ongoing communications, conditions subsequent to the closing were unmet, and essential considerations were not settled. As a result, Plandai had no choice but to initiate the rescission process. The rescission will render the material definitive agreement null and void, and both parties will revert to their pre-agreement status.

Gaelic for “plant food,” Plandai historically engaged in the research and development of all-natural nutraceutical ingredients and unlocking their pharmaceutical potential. The Company invested in research and development and developed valuable intellectual property in delivery mechanisms for the delivery of therapeutic level of essential plant-based nutrients to human cells. The IP developed and owned by the Company includes targeted products that contain plant-curative properties. The Company's proprietary trade secret extraction methods allow plant nutrients to be properly absorbed and remain in the system long enough for a therapeutic effect. The Company's technology restructures plant

nutrients into a highly purified form that the body can more easily process while also increasing their absorption into the blood plasma and the length of time those nutrients remain present and active in your system. The Company produced and trademarked products associated with its extraction and delivery systems, including “Phytofare,” a product with all of the phytonutrients in a stable, highly bioavailable active extract.

## **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 operated as a shell company up until March 9, 2023, when the Company changed to non-shell status via a pending share exchange agreement. For more details, please see “Current Operations” disclosure above.

## **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, 2023	Fair Value Measurements at December 31, 2023 Using Fair Value Hierarchy		
		Level 1	Level 2	Level 3
Conversion feature on convertible notes	\$ 8,496	\$ -	\$ 8,496	\$ -

  

Description	Fair Value As of June 30, 2023	Fair Value Measurements at June 30, 2023 Using Fair Value Hierarchy		
		Level 1	Level 2	Level 3
Conversion feature on convertible notes	\$ 7,890	\$ -	\$ 7,890	\$ -

### 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, 2023, and June 30, 2023, the Company's held \$0 in cash.

### 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 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 had been converted, and \$38,397.30 of interest remained outstanding.

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. Per a Settlement Agreement dated as of November 29, 2023, the Company has agreed to settle its convertible debt with Adar Bays, LLC. Adar Bays, LLC later split this note in two halves, retaining half to itself, and assigned the other half to Pe'er Bais Yaakov, a qualified charitable entity. As of December 31, 2023, the note is in default and there was \$6,675 of principal, and \$2,648.08 of interest remaining outstanding for the whole, including both halves previously referenced. The settlement calls for the Company to provide Adar Bays, LLC with a cash payment of \$25,000 within 60 days of the execution of the corresponding settlement agreement to settle the half assigned to Adar Bays, LLC. The settlement also calls for PLPL to make a charitable contribution of 690,000,000 exempt free trading shares of common stock to Pe'er Bais Yaakov, a qualified charitable entity after execution of this Agreement in order to satisfy the half of the note assigned to that charitable entity. The Company issued these 690,000,000 shares of common stock to the aforementioned charity per Board Resolution dated November 29, 2023. The shares were valued at an aggregate \$207,000, a per share value of \$0.0003 per share, the adjusted close as of November 29, 2023. The Company has not yet made the \$25,000 cash payment to finalize the settlement in full.

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. On May 16, 2023, Pinnacle Tax Services, Inc. executed a debt conversion resulting in the issuance of 449,372,146 shares of common stock in exchange for all of the outstanding interest remaining on the note at the time of conversion. No balance of principal or interest remained on this convertible note as of May 6, 2023.



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 issuance of 337,500,000 shares of common stock. On February 6, 2023, Pinnacle Consulting Services, Inc. executed a debt conversion resulting in the issuance of 510,882,920 shares of common stock in exchange for all of the outstanding interest remaining on the note at the time of conversion. No balance of principal or interest remained on this convertible note as of February 6, 2023.

#### 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, 2023, \$43,500 of principal, and \$56,018.50 of interest remains outstanding. The Company is currently in default on this note. Per a Settlement Agreement drafted as of November 20, 2023, the Company has agreed to settle its debt with Dr. Giles Edward Duffield which the Company had entered into on December 31, 2015, at which time 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. The settlement calls for the Company to provide Dr. Duffield with a cash payment of \$35,000 upon the subsequent closing of the anticipated sale of the Plandai corporate shell to a qualified buyer, the closing expected to occur within 30 days. The settlement also calls for Company to issue Dr. Duffield 500,000 shares of common stock. The Settlement Payment will be made within ten (10) days of the closing of the sale of Plandai, and the funds will be delivered to counsel for Duffield. The settlement agreement is pending signatures, but the terms have been orally confirmed and agreed to per the Company's management.

#### 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, 2023, and June 30, 2023.

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, 2023, 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, 2023, and the three fiscal years ending June 30, 2023, 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	179,903
Derivative Liability Balance, June 30, 2021	666,941
Derivative liability resolution	(666,202)
Change in derivative liability during the period	1,003,064
Derivative Liability Balance, June 30, 2022	1,003,802
Derivative liability resolution	(437,798)
Change in derivative liability during the period	(558,114)
Derivative Liability Balance, June 30, 2023	7,890
Derivative liability resolution	-
Change in derivative liability during the period	606
Derivative Liability Balance, December 31, 2023	\$ 8,496

#### NOTE 8 – COMMON STOCK

The Company issued 690,000,000 and 1,297,755,066 shares of common stock for conversion of principal and interest during the six months ended December 31, 2023, and the fiscal year ended June 30, 2023, respectively.

The Company cancelled 105,131,900 previously outstanding common shares during the three months ended March 31, 2023. The cancellations were confirmed and agreed to by the individuals and entities noted in table 3A of the OTC Markets disclosures accompanying this report, and who were all connected to previous management of the Company and in some manner associated with the events tied to the 2018 SEC litigation and concurrent abandonment of the Company. To properly prepare for the company's FINRA corporate action to change the name and trading symbol of the company, it was determined that the shareholders of the noted individuals and entities were material problems, and upon communication with the Company's CEO, Tad Mailander, all agreed to cancel their respective shares and return them to the treasury.

The Company issued 690,000,000 common shares to Congregation Pe'er Bais Yaakov, a qualified charitable entity as part of a part of a pending settlement with Adar Bays, LLC per Board Resolution dated November 29, 2023. The shares were valued at an aggregate \$207,000, a per share value of \$0.0003 per share, the adjusted close as of November 29, 2023.

The Company had 8,889,034,371 and 8,199,034,371 shares of Common Stock issued and outstanding as of December 31, 2023, and June 30, 2023, 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.