Plandai Biotechnology, Inc.
Form 10-Q
May 20, 2015

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

**FORM 10-Q**

(MARK ONE)

**[X] QUARTERLY REPORT UNDER SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934**

**FOR THE QUARTERLY PERIOD ENDED: March 31, 2015**

**[ ] TRANSITION REPORT UNDER SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from ______ to_______

*Commission file number 000-51206*

**PLANDAÍ BIOTECHNOLOGY, INC.**
(Name of small business issuer in its charter)

| | |
|---|---|
| **Nevada** | **45-3642179** |
| (State or other jurisdiction of incorporation or organization) | (I.R.S. Employer Identification No.) |
| **1451 North 200 East Suite #130C, Logan UT** | **84341** |
| (Address of principal executive offices) | (Zip Code) |

Registrant’s telephone number, including area code: (801) 209-1227

| | |
|---|---|
| Securities registered under Section 12(b) of the Exchange Act: | **None** |
| Securities registered under Section 12(g) of the Exchange Act: | **None**<br>(Title of Class) |

**N/A**

(Former name, former address and former fiscal year, if changed since last report)

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Indicate by check mark whether the registrant (1) filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act during the past 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ¨ No x

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes x No ¨

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ¨ No x

State the number of shares outstanding of each of the issuer's classes of common equity, as of the latest practicable date: As of May 20, 2015, the issuer had 160,519,936 shares of its common stock issued and outstanding.

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**PART 1 – FINANCIAL INFORMATION**

**Item 1. Financial Statements**

**PLANDAI BIOTECHNOLOGY, INC.**

**CONSOLIDATED BALANCE SHEETS**

| | March 31, **2015** (Unaudited) | June 30, **2014** (Audited) |
|---|---|---|
| ASSETS | | |
| Current Assets: | | |
| Cash | $127,986 | $156,570 |
| Inventory | 3,505 | 2,521 |
| Accounts Receivable | 7,034 | 8,125 |
| Related Party Receivable | — | 426,444 |
| Other Current Assets | 134,920 | — |
| Total Current Assets | 273,445 | 593,660 |
| | | |
| Deposits | 75,241 | 83,366 |
| Other Assets | 79,300 | 150,630 |
| Fixed Assets – Net | 9,468,325 | 8,855,759 |
| Total Assets | $9,896,311 | $9,683,415 |
| | | |
| LIABILITIES & STOCKHOLDERS' DEFICIT | | |
| Current Liabilities: | | |
| Accounts Payable and Accrued Expenses | $216,487 | $142,623 |
| Accrued Interest | 197,758 | 39,505 |
| Current Portion of Long Term Debt | 7,950,000 | — |
| Convertible Notes Payable | — | 18,112 |
| Derivative Liability | — | 23,710 |
| Related Party Payables | — | 2,949 |
| Total Current Liabilities | 8,364,245 | 226,900 |
| | | |
| Other Liabilities | 178,363 | — |
| Capitalized Lease Obligation | 1,495,103 | 1,358,982 |
| Long Term Debt, Net of Discount | 5,668,700 | 11,636,867 |
| TOTAL LIABILITIES | 15,706,411 | 13,222,748 |
| | | |
| STOCKHOLDERS' DEFICIT | | |
| Common Stock, authorized 500,000,000 shares, $0.0001 par value, 160,519,936 and 131,008,628 shares issued and outstanding as of March 31, 2015 and June 30, 2014 | 16,053 | 13,101 |
| Additional Paid-In Capital | 29,730,409 | 21,946,732 |
| Stock Subscription Payable | — | 1,480,007 |
| Retained Deficit | (33,909,323) | (25,957,163) |
| Cumulative Foreign Currency Translation Adjustment | (117,712) | 314,649 |
| Total Stockholders’ Deficit | (4,280,573) | (2,202,674) |
| Non-controlling Interest | (1,529,527) | (1,336,660) |
| Equity Allocated to Plandaí Biotechnology | (5,810,100) | (3,539,334) |
| Total Liabilities and Stockholders' Deficit | $9,896,311 | $9,683,415 |

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

**PLANDAI BIOTECHNOLOGY, INC.**

**CONSOLIDATED STATEMENTS OF OPERATIONS**

**(Unaudited)**

| | Three Months Ended | | Nine Months Ended | |
|---|---|---|---|---|
| | **March 31, 2015** | **March 31, 2014** | **March 31, 2015** | **March 31, 2014** |
| Revenues | $21,744 | $12,554 | $64,024 | $250,859 |
| Cost of Sales | 181,214 | 141,046 | 583,506 | 483,675 |
| Gross Profit | (159,470) | (128,492) | (519,482) | (232,816) |
| Expenses: | | | | |
| Payroll | 5,079,803 | 1,133,741 | 6,128,980 | 2,204,284 |
| Professional Services | 80,597 | 29,073 | 455,161 | 108,643 |
| Rent | 107.859 | 175,025 | 325,121 | 431,862 |
| Utilities | 17,319 | 13,034 | 50,957 | 42,812 |
| Consulting | 382,048 | 800,000 | 402,154 | 800,000 |
| Finance Cost | — | 459,000 | — | 459,000 |
| Research | — | — | — | 83,230 |
| Depreciation | 46,695 | 43,774 | 139,517 | 142,808 |
| General & Administrative | 115,466 | 121,980 | 349,036 | 130,067 |
| Total Expenses | 5,829,787 | 2,775,627 | 7,850,926 | 4,402,706 |
| Operating Income (Loss) | (5,989,257) | (2,904,119) | (8,370,408) | (4,635,522) |
| Other Income (Expense) | | | | |
| Proceeds from Settlement | 12,765 | — | 777,724 | — |
| Derivative Interest | — | (16,004) | — | (2,086,436) |
| Interest Expense | (296,292) | (134,754) | (552,344) | (374,654) |
| Net Income (Loss) | $(6,272,784) | $(3,054,877) | (8,145,028) | (7,096,612) |
| Loss Allocated to Non-controlling Interest | 120,962 | 87,803 | 192,867 | 436,751 |
| Net Loss, Adjusted | $(6,151,822) | $(2,967,074) | $(7,952,161) | $(6,659,861) |
| Other Comprehensive Income (loss): | | | | |
| Foreign Currency Translation Adjustment | 145,449 | 143,404 | (432,361) | 141,678 |
| Comprehensive (Loss) | $(6,006,373) | $(2,823,670) | $(8,384,522) | $(6,518,183) |
| Basic & diluted loss per share | $(0.04) | $(0.02) | $(0.06) | $(0.06) |
| Weighted Avg. Shares Outstanding | 140,845,731 | 119,547,278 | 135,224,529 | 117,147,278 |

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

**PLANDAI BIOTECHNOLOGY, INC.**

**CONSOLIDATED STATEMENTS OF CASH FLOWS**

**(Unaudited)**

| | For the nine months ended March 31, 2015 | For the nine months ended March 31, 2014 |
|---|---|---|
| CASH FLOWS FROM OPERATING ACTIVITIES: | | |
| Net Loss | $(8,145,028) | $(7,096,612) |
| Adjustments to reconcile net loss to net cash provided by operating activities: | | |
| Depreciation | 139,517 | 142,808 |
| Stock Issued or Payable for Services | 5,971,536 | 2,595,000 |
| Stock Issued for Financing Costs | — | 459,000 |
| Derivative Liability | — | 2,086,351 |
| Capitalized Lease Obligation | 136,121 | 301,960 |
| Foreign Currency Translation Adjustment | (432,361) | 141,678 |
| Decrease in Related Party Receivable | 426,444 | — |
| Increase in Accounts Receivable | 1,092 | 7,281 |
| (Increase) Decrease in Deposits & Prepaid Expense | 8,125 | (71,971) |
| (Increase) Decrease in Inventory | (985) | 3,167 |
| Increase in Other Current Assets | (134,920) | — |
| Decrease in Other Assets | 71,330 | 221,348 |
| Increase (Decrease) in Accounts Payable and Accrued Expenses | 73,865 | (418,470) |
| Increase in Other Liabilities | 178,363 | — |
| Decrease in Related Party Payables | (2,949) | (133,636) |
| Increase (Decrease) in Accrued Interest | 158,253 | (70,614) |
| Net Cash From (Used in) Operating Activities | (1,551,597) | (1,832,710) |
| | | |
| CASH FLOWS FROM INVESTING ACTIVITIES: | | |
| Purchase of Fixed Assets | (752,083) | (1,111,584) |
| Net Cash Used in Investing Activities | (752,083) | (1,111,584) |
| | | |
| CASH FLOWS FROM FINANCING ACTIVITIES: | | |
| Increase in Debt, Net of Discount | 1,988,396 | 2,182,942 |
| Net Borrowings under Convertible Debt | — | 248,517 |
| Proceeds from the Sale of Common Stock | 286,700 | 615,000 |
| Net Borrowings under Credit Line | — | 25,000 |
| Net Cash Provided by Financing Activities | 2,275,096 | 3,071,459 |
| | | |
| Net Increase (Decrease) in Cash and Cash Equivalents | (28,584) | 127,165 |
| Cash and Cash Equivalents at Beginning of Period | 156,570 | 498,917 |
| Cash and Cash Equivalents at End of Period | 127,986 | 626,082 |

NON-CASH ACTIVITIES

| | | |
|---|---|---|
| Shares issued to retire debt | $24,674 | $1,557,504 |
| SUPPLEMENTAL CASH FLOW INFORMATION: | | |
| Cash paid during the year for: | | |
| Interest | $220,643 | $— |
| Income taxes | $— | $— |

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

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**PLANDAI BIOTECHNOLOGY, INC.**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**
**FOR THE NINE MONTHS ENDED MARCH 31, 2015**

**(Unaudited)**

**NOTE 1 - NATURE OF OPERATIONS AND GOING CONCERN**

Plandaí Biotechnology, Inc.'s (the "Company" or "Plandaí") consolidated financial statements have been prepared on a going concern basis, which contemplates the realization of assets and satisfaction of liabilities in the normal course of business. The financial statements do not include any adjustment relating to recoverability and classification of recorded amounts of assets and liabilities that might be necessary should the Company be unable to continue as a going concern.

The Company's continued existence is dependent upon its ability to continue to execute its operating plan and to obtain additional debt or equity financing. There can be no assurance the necessary debt or equity financing will be available, or will be available on terms acceptable to the Company.

Plandaí and its subsidiaries focus on the production of proprietary botanical extracts for the nutriceutical and pharmaceutical industries. The company grows much of the live plant material used in its products on a 3,000 hectare estate it operates under a 49-year notarial lease in the Mpumalanga region of South Africa. Plandaí uses a proprietary extraction process that is designed to yield highly bioavailable products of pharmaceutical-grade purity. The first product to be brought to market is Phytofare® Catechin Complex, a green-tea derived extract that has multiple potential wellness applications. The company's principle holdings consist of land, farms and infrastructure in South Africa.

The Company's production facility in South Africa received its certificate of occupancy and operations on December 31, 2014. Notwithstanding this, production for the first three months of operations has been limited due to various technical issues incidental to opening a new facility that is the first of its kind. Accordingly, there were no sales during the first quarter of operations and most of the production was used for clinical trials, batch testing, and customer samples. Sales are expected to commence May 2015 and continue uninterrupted thereafter.

The Company is actively pursuing additional financing and has had discussions with various third parties, although no firm commitments have been obtained. Management believes these efforts will generate sufficient cash flows from future operations to pay the Company's obligations and realize positive cash flow. There is no assurance any of these transactions will occur.

These financial statements should be read in conjunction with the Company’s annual report for the year ended June 30, 2014 previously filed on Form 10-K. In management’s opinion, all adjustments necessary for a fair statement of the results for the interim periods have been made. All adjustments made were of a normal recurring nature.

**Organization**

On November 17, 2011, the Company, through its wholly-owned subsidiary, Plandaí Biotechnologies, Inc., consummated a share exchange with Global Energy Solutions, Inc. (“GES”), an Irish corporation. Under the terms of the share exchange, GES received 76,000,000 shares of the Company’s common stock that had been previously issued to Plandaí in exchange for 100% of the issued and outstanding capital of GES. Concurrent with the share exchange, the Company sold its subsidiary, Diamond Ranch, Ltd., together with its wholly-owned subsidiary, Executive Seafood, Inc., to a former officer and director of the Company. Under the terms of the sale, the purchasers assumed all associated debt as consideration. During the three months ended September 30, 2011 and through the date of the share exchange, Diamond Ranch, Ltd. and Executive Seafood, Inc. generated a net loss of $126,000, and as of September 30, 2011, liabilities exceeded assets by over $5,000,000. The Company subsequently changed its name to Plandaí Biotechnology, Inc. and dissolved GES.

For accounting purposes, the share exchange has been treated as a reverse merger since the acquired entity now forms the basis for operations and the transaction resulted in a change in control, with the acquired company electing to become the successor issuer for reporting purposes. The accompanying financial statements have been prepared to reflect the assets, liabilities and operations of Plandaí Biotechnology, Inc. exclusive of Diamond Ranch Foods since the acquisition and sale were executed simultaneously. For equity purposes, the shares issued to acquire GES (76,000,000 shares) have been shown to be issued and outstanding since inception, with the previous balance outstanding (25,415,300 shares Common) treated as a new issuance as of the date of the share exchange. The additional paid-in capital and retained deficit shown are those of Plandaí and its subsidiary operations.

In management’s opinion, all adjustments necessary for a fair statement of the results for the presented periods have been made.  All adjustments made were of a normal recurring nature.

**Basis of Presentation**

The Company’s financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America (“U.S. GAAP”). The accompanying financial statements represent the results of operations for the three and nine months ended March 31, 2015.

The accompanying unaudited financial statements have been prepared on a basis consistent with generally accepted accounting principles in the United States (“GAAP”) for interim financial information and pursuant to the rules of the Securities and Exchange Commission (“SEC”). In the opinion of management, the accompanying unaudited financial statements reflect all adjustments, consisting of only normal and recurring adjustments, necessary for a fair presentation of the results of operations, financial position and cash flows for the periods presented. The results of operations for the periods are not necessarily indicative of the results expected for the full year or any future period. These statements should be read in conjunction with the Company’s Annual Report on Form 10-K for the year ended June 30, 2014 as filed with the SEC on October 14, 2014.

Fiscal Year End

The Company has adopted a June 30 fiscal year end.

**NOTE 2 – SUMMARY OF ACCOUNTING POLICIES**

This summary of accounting policies for Plandaí Biotechnology, Inc. and its wholly-owned subsidiaries, is presented to assist in understanding the Company's financial statements. The accounting policies conform to generally accepted accounting principles and have been consistently applied in the preparation of the financial statements.

**Use of Estimates**

The financial statements are prepared in conformity with accounting principles generally accepted in the United States of America. In preparing the financial statements, management is required to make estimates and assumptions that effect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities as of the date of the balance sheet and statement of operations for the year then ended. Actual results may differ from these estimates. Estimates are used when accounting for allowance for bad debts, collect ability of accounts receivable, amounts due to service providers, depreciation and litigation contingencies, among others.

**Cash and Cash Equivalents**

For purposes of the statement of cash flows, the Company considers all highly liquid debt instruments purchased with a maturity of three months or less to be cash equivalents to the extent the funds are not being held for investment purposes.

**Revenue recognition**

During the nine months ended March 31, 2015, the Company presently derived its revenue from the sale of timber and agricultural products produced on its farm and tea estate holdings in South Africa. Revenue is recognized when the product is delivered to the customer. Once sales of the Company’s Phytofare™ botanical extracts commence in Q2 2015, revenues will be recognized when product is shipped.

**Concentration of Credit Risk**

The Company has no significant off-balance sheet concentrations of credit risk such as foreign exchange contracts, options contracts or other foreign hedging arrangements.

**Property and equipment**

Property and equipment are stated at cost less accumulated depreciation and amortization.  The Company provides for depreciation and amortization using the straight-line method over the estimated useful lives of the related assets, which range from three to five years. Maintenance and repair costs are expensed as they are incurred while renewals and improvements which extend the useful life of an asset are capitalized.  At the time of retirement or disposal of property and equipment, the cost and related accumulated depreciation and amortization are removed from the accounts and any resulting gain or loss is reflected in the results of operations.

**Impairment of Long-Lived Assets**

In accordance with ASC Topic 360, formerly SFAS No. 144, *Accounting for the Impairment or Disposal of Long-Lived Assets,* the Company reviews its long-lived assets for impairment whenever events or changes in circumstances indicate that the carrying amount of these assets may not be fully recoverable. The assessment of possible impairment is based on the Company’s ability to recover the carrying value of its asset based on estimates of its undiscounted future cash flows. If these estimated future cash flows are less than the carrying value of the asset, an impairment charge is recognized for the difference between the asset's estimated fair value and its carrying value. As of the date of these financial statements, the Company is not aware of any items or events that would cause it to adjust the recorded value of its long-lived assets for impairment.

**Net Loss per common share**

The Company adopted FASB ASC Topic 260, *Earnings Per Share*. Basic earnings per share is based on the weighted effect of all common shares issued and outstanding and is calculated by dividing net income (loss) available to common stockholders by the weighted average shares outstanding during the period. Diluted earnings per share is calculated by dividing net income available to common stockholders by the weighted average number of common shares used in the basic earnings per share calculation plus the number of common shares, if any, that would be issued assuming conversion of all potentially dilutive securities outstanding. For all periods diluted earnings per share is not presented, as potentially issuable securities are anti-dilutive.

The Company issued warrants to purchase 5,000,000 shares of the Company's common stock which have a strike price of $0.01/share; however, since the Company incurred a loss for all periods presented, the warrants are considered anti-dilutive. During the nine months ended March 31, 2015, a total of 1,666,666 warrants were exercised resulting in the issuance of 1,629,212 shares of restricted common stock, leaving 3,333,334 outstanding exercisable warrants.

**Foreign Currency Transaction Gains and Losses**

The Company's principle operations are located in South Africa and the primary currency used is the South African Rand. Accordingly, the financial statements are first prepared in Rand and then converted to US Dollars for reporting purposes. We use the average conversion rate for the period for income statement purposes and the closing exchange rate as of the balance sheet date. Cumulative differences resulting from the fluctuation in the exchange rate are recorded as an offset to equity in the balance sheet and recorded as a component of comprehensive loss on the income statement.

**Income Taxes**

The Company accounts for income taxes under ASC Topic 740, formerly SFAS No. 109, *Accounting for Income Taxes,* as clarified by ASC Topic 740, formerly FASB Interpretation No. 48, *Accounting for Uncertainty in Income Taxes,* ("FIN No. 48"). Deferred tax assets and liabilities are determined based upon differences between financial reporting and tax bases of assets and liabilities and are measured using the enacted tax rates and laws that will be in effect when the differences are expected to reverse. A valuation allowance is provided when it is more likely than not that some portion or all of a deferred tax asset will not be realized.

The Company adopted the provisions of ASC Topic 740, formerly FIN No. 48 on January 1, 2007. Previously, the Company had accounted for tax contingencies in accordance with Statement of Financial Accounting Standards No. 5, *Accounting for Contingencies.* As required by ASC Topic 450, formerly FIN No. 48, the Company recognizes the financial statement benefit of a tax position only after determining that the relevant tax authority would more likely than not sustain the position following an audit. For tax positions meeting the more-likely-than-not threshold, the amount recognized in the financial statements is the largest benefit that has a greater than 50 percent likelihood of being realized upon ultimate settlement with the relevant tax authority. At the adoption date, the Company applied ASC Topic 740, formerly FIN No. 48 to all tax positions for which the statute of limitations remained open. As a result of the implementation of ASC Topic 740, formerly FIN No. 48, the Company did not recognize any change in the liability for unrecognized tax benefits.

The Company is subject to income taxes in the U.S. federal jurisdiction and that of South Africa. Tax regulations within each jurisdiction are subject to the interpretation of the related tax laws and regulations and require significant judgment to apply. With few exceptions, the Company is no longer subject to U.S. federal, state and local income tax examinations by tax authorities for the years before April 1, 2007.

The Company is not currently under examination by any federal or state jurisdiction.

The Company’s policy is to record tax-related interest and penalties as a component of operating expenses.

**Off-Balance Sheet Arrangements**

We have no off-balance sheet arrangements.

**Emerging Growth Company**

We qualify as an “emerging growth company” under the 2012 JOBS Act. Section 107 of the JOBS Act provides that an emerging growth company can take advantage of the extended transition period provided in Section 7(a)(2)(B) of the Securities Act for complying with new or revised accounting standards. As an emerging growth company, we can delay the adoption of certain accounting standards until those standards would otherwise apply to private companies. We have elected to take advantage of the benefits of this extended transition period.

**Fair Value of Financial Instruments**

Fair value of certain of the Company’s financial instruments including cash and cash equivalents, accounts receivable, account payable, accrued expenses, notes payables, and other accrued liabilities approximate cost because of their short maturities. The Company measures and reports fair value in accordance with ASC 820, “Fair Value Measurements and Disclosure” defines fair value, establishes a framework for measuring fair value in accordance with generally accepted accounting principles and expands disclosures about fair value investments.

Fair value, as defined in ASC 820, is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value of an asset should reflect its highest and best use by market participants, principal (or most advantageous) markets, and an in-use or an in-exchange valuation premise. The fair value of a liability should reflect the risk of nonperformance, which includes, among other things, the Company’s credit risk.

Valuation techniques are generally classified into three categories: the market approach; the income approach; and the cost approach. The selection and application of one or more of the techniques may require significant judgment and are primarily dependent upon the characteristics of the asset or liability, and the quality and availability of inputs. Valuation techniques used to measure fair value under ASC 820 must maximize the use of observable inputs and minimize the use of unobservable inputs. ASC 820 also provides fair value hierarchy for inputs and resulting measurement as follows:

Level 1

Quoted prices (unadjusted) in active markets that are accessible at the measurement date for identical assets or liabilities; The Company values it’s available for sale securities using Level 1.

Level 2

Quoted prices for similar assets or liabilities in active markets; quoted prices for identical or similar assets or liabilities in markets that are not active; inputs other than quoted prices that are observable for the asset or liability; and inputs that are derived principally from or corroborated by observable market data for substantially the full term of the assets or liabilities; and

Level 3

Unobservable inputs for the asset or liability that are supported by little or no market activity and that are significant to the fair values.

Fair value measurements are required to be disclosed by the Level within the fair value hierarchy in which the fair value measurements in their entirety fall. Fair value measurements using significant unobservable inputs (in Level 3 measurements) are subject to expanded disclosure requirements including a reconciliation of the beginning and ending balances, separately presenting changes during the period attributable to the following: (i) total gains or losses for the period (realized and unrealized), segregating those gains or losses included in earnings, and a description of where those gains or losses included in earning are reported in the statement of income.

**Advertising**

Advertising costs are expensed as incurred.

**Principles of Consolidation**

Plandaí Biotechnology, Inc. and its subsidiaries, are encompassed in the following entities, which have been consolidated in the accompanying financial statements:

| | |
|---|---|
| Plandaí Biotechnologies, Inc. | 100% owned by Plandaí Biotechnology, Inc. |
| Plandaí Biotechnology - Uruguay, SA (Fka: Riversoul, SA) | 100% owned by Plandaí Biotechnology, Inc. |

| | |
|---|---|
| Phyto Pharmacare, Inc. | 100% owned by Plandaí Biotechnology, Inc. |
| Dunn Roman Holdings—Africa Ltd | 100% owned by Plandaí Biotechnology, Inc. |
| Red Gold Biotechnologies (Pty) Ltd. | 100% owned by Dunn Roman Holdings-Africa |
| Breakwood Trading 22 (Pty) Ltd. | 74% owned by Dunn Roman Holdings-Africa |
| Green Gold Biotechnologies (Pty) Ltd. | 84% owned by Dunn Roman Holdings-Africa |

All intercompany balances have been eliminated in consolidation.

**Straight-lining of Lease Obligation**

Plandaí's subsidiaries have two long-term, material leases which either have escalating terms or included several months of "free" rent, including the 49-year notarial lease for the Senteeko Tea Estate. In accordance with US Generally Accepted Accounting Principles, the Company has calculated a straight-line monthly cost on the leases and recorded the corresponding difference between the amount actually paid and the amount calculated as a Capitalized Lease Obligation. As of March 31, 2015, the amount of this deferred liability was $1,495,103.

Plandaí's subsidiary, Dunn Roman Holdings – Africa (Pty) Ltd., executed a sublease on the Bonokado Farm in South Africa to a third party. Bonokado currently farms avocado and macadamia nuts, neither of which factor into the company's future business model. The lease is for 20 years and includes 24 months of deferred rent while the farm is rehabilitated by the sub-lessor. In accordance with US Generally Accepted Accounting Principles, the Company has calculated a straight-line monthly value attributable to the lease and recorded the corresponding difference between the amount actually paid and the amount calculated as a Lease Receivable in Other Assets. As of March 31, 2015, the amount of this receivable was $79,228 (R 957,335).

**Stock-Based Compensation**

The Company accounts for equity instruments issued to parties other than employees for acquiring goods or services under guidance of Sub-topic 505-50 of the FASB Accounting Standards Codification (“Sub-topic 505-50”).

Pursuant to ASC Section 505-50-30, all transactions in which goods or services are the consideration received for the issuance of equity instruments are accounted for based on the fair value of the consideration received or the fair value of the equity instrument issued, whichever is more reliably measurable. The measurement date used to determine the fair value of the equity instrument issued is the earlier of the date on which the performance is complete or the date on which the security is issued if the completion date is not readily determined.

The fair value of share options and similar instruments is estimated on the date of grant using a Black-Scholes option-pricing valuation model.

Pursuant to ASC paragraph 505-50-25-7, if fully vested, non-forfeitable equity instruments are issued at the date we enter into an agreement for goods or services, then, because of the elimination of any obligation on the part of the counterparty to earn the equity instruments, we recognize the equity instruments when they are issued.

Pursuant to Paragraphs 505-50-25-8 and 505-50-25-9, we may grant fully vested, non-forfeitable equity instruments that are exercisable by the grantee only after a specified period of time if the terms of the agreement provide for earlier exercisability if the grantee achieves specified performance conditions. Any measured cost of the transaction is recognized in the same period(s) and in the same manner as if we had paid cash for the goods or services or used cash rebates as a sales discount instead of paying with, or using, the equity instruments.

Pursuant to ASC paragraph 505-50-30-S99-1, if the Company receives a right to receive future services in exchange for unvested, forfeitable equity instruments, those equity instruments are treated as unissued for accounting purposes until the future services are received (that is, the instruments are not considered issued until they vest). Consequently, there would be no recognition at the measurement date and no entry should be recorded.

**Related Parties**

The registrant follows subtopic 850-10 of the FASB Accounting Standards Codification for the identification of related parties and disclosure of related party transactions.

Pursuant to Section 850-10-20 related parties include (a) affiliates of the Company; (b) Entities for which investments in their equity securities would be required, absent the election of the fair value option under the Fair Value Option Subsection of Section 825–10–15, to be accounted for by the equity method by the investing entity; (c) trusts for the benefit of employees, such as pension and profit-sharing trusts that are managed by or under the trusteeship of management; (d) principal owners of the Company; (e) management of the Company; (f) other parties with which the Company may deal if that party controls or can significantly influence our management or operating policies to an extent that we might be prevented from fully pursuing our own separate interests.

Material related party transactions, other than compensation arrangements, expense allowances, and other similar items in the ordinary course of business, are disclosed in our financial statements. However, disclosure of transactions that are eliminated in the preparation of consolidated or combined financial statements are not reported in our statements.

**Embedded Conversion Features**

The Company evaluates embedded conversion features within convertible debt under ASC 815 "Derivatives and Hedging" to determine whether the embedded conversion feature(s) should be bifurcated from the host instrument and accounted for as a derivative at fair value with changes in fair value recorded in earnings. If the conversion feature does not require derivative treatment under ASC 815, the instrument is evaluated under ASC 470-20 "Debt with Conversion and Other Options" for consideration of any beneficial conversion features.

**Derivative Financial Instruments**

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

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

**Recent Accounting Pronouncements**

Recent accounting pronouncements that the Company has adopted or that will be required to adopt in the future are summarized below.

Financial Accounting Statement No. 52, Foreign Currency Translation (FAS 52), sets forth the appropriate accounting treatment under U.S. GAAP for companies that consolidate the results of foreign operations denominated in local currencies. FAS 52 requires that all assets and liabilities be translated at the current spot rate at the date of translation. Equity items, other than retained earnings, are translated at the spot rates in effect on each related transaction date. Retained earnings are translated at the weighted-average rate for the relevant year and income statement items are translated at the average rate for the period, except where specific identification is practicable. The resulting adjustment is not recognized in current earnings, but rather as a component of other comprehensive income. The Company adopted FAS 52 in the year ended June 30, 2012 and has chosen US dollars as the local currency. The effect of adopting FAS 52 have been reflected in the accompanying consolidated financial statements.

Statement of Financial Accounting Standards No. 35, *Capitalization of Interest Costs*, establishes standards for capitalizing interest cost as part of the historical cost of acquiring certain assets. To qualify for interest capitalization, assets must require a period of time to get them ready for their intended use. In the years ended June 30, 2014 and 2013, the Company used debt financing to commence the construction of a manufacturing facility which became operational in December 2014. The company accordingly adopted FAS 35 and capitalized interest associated with the borrowing.

Statement of Financial Accounting Standards No. 160, *Non-controlling Interests in Consolidated Financial Statements,* establishes standards for accounting for non-controlling interest, sometimes called a minority interest, which is that portion of equity in a subsidiary not attributable, directly or indirectly, to a parent. FAS 160 requires that the minority portion of equity and net income/loss from operations of consolidated entities be reflected in the financial statements. The Company previously adopted FAS 160 and has reflected the impact in the accompanying consolidated financial statements.

In August 2014, the FASB issued Accounting Standards Update “ASU” 2014-15 on “Presentation of Financial Statements Going Concern (Subtopic 205-40) – Disclosure of Uncertainties about an Entity’s Ability to Continue as a

Going Concern”. Currently, there is no guidance in U.S. GAAP about management’s responsibility to evaluate whether there is substantial doubt about an entity’s ability to continue as a going concern or to provide related footnote disclosures. The amendments in this Update provide that guidance. In doing so, the amendments are intended to reduce diversity in the timing and content of footnote disclosures. The amendments require management to assess an entity’s ability to continue as a going concern by incorporating and expanding upon certain principles that are currently in U.S. auditing standards. Specifically, the amendments (1) provide a definition of the term substantial doubt, (2) require an evaluation every reporting period including interim periods, (3) provide principles for considering the mitigating effect of management’s plans, (4) require certain disclosures when substantial doubt is alleviated as a result of consideration of management’s plans, (5) require an express statement and other disclosures when substantial doubt is not alleviated, and (6) require an assessment for a period of one year after the date that the financial statements are issued (or available to be issued). We are currently reviewing the provisions of this ASU to determine if there will be any impact on our results of operations, cash flows or financial condition, effective for annual periods ending after December 31, 2016.

Other recent accounting pronouncements issued by the FASB (including its Emerging Issues Task Force), the AICPA, and the SEC did not or are not believed by management to have a material impact on the Company's present or future financial statements.

**NOTE 3 – ACQUISITION OF RED GOLD BIOTECHNOLOGIES, A RELATED PARTY ENITITY**

In July of 2014, the Company through its wholly owned subsidiary Dunn Roman Holdings acquired 100% of the issued and outstanding stock of Red Gold Biotechnologies (PTY) Ltd. ("Red Gold"), a related party to the Company. Red Gold was a related party to the Company through our chief executive officer Roger Duffield who is the sole shareholder of Red Gold. As of June 30, 2014, the Company had advanced $426,444 to Red Gold. This loan which was recorded as a Related Party Receivable as of June 30, 2014 and was eliminated in consolidation in the March 31, 2015 consolidated balance sheets. There was no economic benefit to Roger Duffield as a result of this acquisition as the entity acquired was established solely for tax reporting purposes in South Africa.

The Company has accounted for the acquisition of Red Gold as a reorganization of entities under common control. In reorganizations of entities under common control, the balances of the acquired entity are carried over at historical costs with no goodwill or excess consideration recorded. Pursuant to FASB 141, the financial activity of the acquiree (Red Gold) in a reorganization of entities under common control is presented as if the acquiree was consolidated at the beginning of the period.

**NOTE 4 – FIXED ASSETS**

Fixed assets, stated at cost, less accumulated depreciation at March 31, 2015 and June 30, 2014 consisted of the following:

| | March 31, 2015 | June 30, 2014 |
|---|---|---|
| Equipment | $236,094 | $286,387 |
| Furniture | 83,349 | 89,082 |
| Vehicles | 91,638 | 104,675 |
| Factory & Leasehold Improvements | 7,584,216 | 7,071,330 |
| Capitalized Interest | 1,853,500 | 1,590,753 |
| Less: Accumulated Depreciation | (380,472 ) | (286,468 ) |
| Fixed Assets, net | $9,468,325 | $8,855,759 |

*Depreciation expense*

Depreciation expense for the three months ended March 31, 2015 and 2014 was $46,695 and $43,744. Depreciation expense for the nine months ended March 31, 2015 and 2014 was $139,517 and $142,808.

The Company has used proceeds from its loan with the Land and Agriculture Bank of South Africa (“Land Bank”) to purchase fixed assets to be employed in South Africa to produce the Company’s botanical extracts, fund the rehabilitation of the Senteeko Tea Estate, repair roads, bridges, and onsite worker housing as well as prune, weed and fertilizing the plantation. The Company has followed the guidance of FAS 35 and has capitalized the interest associated with the debt financing to purchase the fixed assets. With the facility becoming operational on December 31, 2014, we have not yet begun production operations, so therefore we have not yet begun depreciation of our fixed assets associated with production operations. As of March 31, 2015 and June 30, 2014, the Company has capitalized $1,853,500 and $1,590,753 in accrued interest pertaining to the debt financing from the Land Bank.

**NOTE 5 –NOTES PAYABLE**

On November 25, 2013, the company executed a promissory note in the amount of $250,000 with an unaffiliated third party. The note bears interest at 6% per annum and was originally due June 30, 2015. On February 11, 2014, the company executed another promissory note with the same entity in the amount of $950,000. This note bears interest at 6% per annum and was originally due June 30, 2015. On June 26, 2014, the company executed another promissory note in the amount of $500,000. This note bears interest at 6% per annum and was originally due June 30, 2015. On August 26, 2014, the company executed another promissory note in the amount of $800,000. This note bears interest at 6% per annum and was originally due June 30, 2015. On September 11, 2014, the company executed another promissory note in the amount of $1,000,000. This note bears interest at 6% per annum and was originally due June 30, 2015. On November 25, 2014, the company executed another promissory note in the amount of $500,000. This note bears interest at 6% per annum and was originally due June 30, 2015. On December 18, 2014, the company executed another promissory note in the amount of $500,000. This note bears interest at 6% per annum and was originally due June 30, 2015. On December 30, 2014, the company executed another promissory note in the amount of $500,000. This note bears interest at 6% per annum and was originally due June 30, 2015. On February 25, 2015, the Company executed another promissory note in the amount of $150,000. This note bears interest at 6% per annum and was originally due June 30, 2015. On March 19, 2015, the Company executed another promissory note in the amount of $400,000. This note bears interest at 6% per annum and was originally due June 30, 2015. Collectively, these notes total $5,550,000 and were due and payable June 30, 2015. Subsequent to March 31, 2015, the Company renegotiated the due date on each of these notes to October 31, 2015.

As of March 31, 2015 and June 30, 2014, the Company has a notes payable balance due of $5,500,000 and $1,200,000, respectively. As of March 31, 2015 and June 30, 2014, the Company recorded accrued interest pertaining to the outstanding notes payable in the amounts of $197,758 and $39,505, respectively.

**NOTE 6 – CONVERTIBLE NOTES PAYABLE & DERIVATIVE LIABILITY**

On August 20, 2013, the Company executed two convertible promissory notes totaling $550,000. The notes bore interest at the rate of 8% per annum and became due and payable six months from the date of issuance. During the first 90 days from issuance, the notes were repayable without incurring any interest charges. The Company was advanced $210,000 against the two notes. As of June 30, 2014, a total of $205,368 of the unpaid principal plus accrued interest had been converted into 2,997,035 shares of restricted common stock, leaving a balance of $18,112. During the nine months ended March 31, 2015, the principle balance of $18,112 plus $6,562 of accrued interest was converted into 144,296 shares of restricted common stock.

As of March 31, 2015 and June 30, 2014, the Company had a convertible notes payable balance of $-0- and $18,112.

*Derivative Liability*

The Company recorded a derivative liability of $23,710 as of June 30, 2014 representing the estimate value of the shares over and above the amount of debentures that would be issued on conversion. During the year ended June 30, 2014, the Company recorded $1,758,026 as derivative interest expense which was then offset against additional paid in capital when the debentures were converted. As of March 31, 2015, the Company had no outstanding convertible instruments and all remaining derivative liability has been eliminated.

**NOTE 7 – SHORT-TERM & LONG-TERM DEBT**

Land and Agriculture Bank of South Africa

In June 2012, the Company, through the majority-owned subsidiaries of Dunn Roman Holdings, Inc., executed final loan documents on a 100 million Rand (approx. $8.3 million USD) financing with the Land and Agriculture Bank of South Africa (“Land Bank”). The total loan is comprised of multiple agreements totaling, between Green Gold Biotechnologies (Pty) Ltd. and Breakwood Trading 22(Pty) Ltd., 100 million rand. The loans all bear interest at the rate of prime plus 0.5% per annum and are all due in seven years. In addition, the loans have a 25-month “holiday” in which no payments or interest are due until 25 months after the first drawn down of funds. The loans are collateralized by the assets and operations, including the Senteeko lease, agriculture production and receivables of Dunn Roman Holdings, which is the African operating arm of Plandaí. In addition, Dunn Roman Holdings was required to grant a 15% profit share agreement to the Land Bank which extends through the duration of the loan agreements (7 years unless pre-paid). The profit share agreement extends only to profits generated by Dunn Roman Holdings exclusive of operations of Plandaí and outside of South Africa. By way of loan covenants, the borrowing entities are required to maintain a debt to equity ratio of 1.5:1, interest coverage ratio of 1.5:1, and security coverage ratio of 1:1, neither of which are currently in compliance. However, the Company consistently notified the Bank of this situation and has requested written documentation as to the Bank’s intention. The Bank has not provided documentation in writing, however they have given verbal approval that the covenants will not be enforced. In addition, they have not started any action against the Company.

During the year ended June 30, 2012, the Company issued 1,500,000 shares of restricted common stock to three individuals in exchange for shares of Dunn Roman Holdings stock which had been previously issued. The acquired Dunn Roman shares were then provided to third parties in order to comply with the BEE provisions associated with the loan from the Land Bank of South Africa, which required that 15% of Dunn Roman be black owned. The Company has therefore determined to treat the value of the shares issued to acquire the Dunn Roman stock ($585,000) as a cost of securing the financing and recorded as a loan discount which will be amortized over the life of the loan (7 years) commencing June 1, 2015.

As of March 31, 2015, a total of $8,653,700, which includes approximately $1,853,500 of capitalized accrued interest, was owed to the Land Bank. The proceeds were used to purchase fixed assets that will be employed in South Africa to produce the company's botanical extracts, fund the rehabilitation of the Senteeko Tea Estate, including the repair of roads, bridges, and onsite worker housing, and the pruning, weeding and fertilizing of the plantation. As the 25-month holiday in which no payments or interest are due expired in July of 2014, the Company is required to make monthly payments of approximately 2,300,000R South African Rand (approximately $200,000 US Dollars). During the nine months ended March 31, 2015, a total of R20,191,725 South African Rand (approximately $1,671,044 US) was repaid to Land Bank. As of the dates presented, the long-term loan balances were as follows:

| | March 31, 2015 | June 30, 2014 |
|---|---|---|
| Loan Principle and Interest - Land Bank | 8,653,700 | 12,221,867 |
| Less: Discount | (585,000) | (585,000) |
| | 8,068,700 | 11,636,867 |
| Less: Current Portion or Short-Term Debt | (2,400,000) | — |
| Long Term Debt, Net of Discount | $5,668,700 | $11,636,867 |

**NOTE 8 – CAPITALIZED LEASE OBLIGATIONS**

Plandaí's subsidiaries have two long-term, material leases which either have escalating terms or included several months of "free" rent, including the 49-year notarial lease for the Senteeko Tea Estate. In accordance with US Generally Accepted Accounting Principles, the Company has calculated a straight-line monthly cost on the leases and recorded the corresponding difference between the amount actually paid and the amount calculated as a Capitalized Lease Obligation. As of March 31, 2015, the amount of this deferred liability was $1,495,103.

Plandaí's subsidiary, Dunn Roman Holdings – Africa (Pty) Ltd., executed a sublease on the Bonokado Farm in South Africa to a third party. Bonokado currently farms avocado and macadamia nuts, neither of which factor into the company's future business model. The lease is for 20 years and includes 24 months of deferred rent while the farm is rehabilitated by the sub-lessor. In accordance with US Generally Accepted Accounting Principles, the Company has calculated a straight-line monthly value attributable to the lease and recorded the corresponding difference between the amount actually paid and the amount calculated as a Lease Receivable in Other Assets. As of March 31, 2015, the amount of this receivable was $79,228 (R 957,335).

**NOTE 9 – CONTINGENT LIABILITY**

On August 30, 2013, the Company executed a license with North-West University, South Africa, under which the company received an exclusive license to develop and market products using the Pheroid™ system of nano-entrapment, the patents and associated intellectual property to which is owned by North-West University. The license is limited to entrapping polyenes for animal and human use. Under the terms of the license, Plandaí will pay a royalty of 2% of net sales of all product that incorporates the Pheroid technology, with a minimum of R20,000 (approx. US $1,700) due annually. The license expires in ten years and contains requirements that the company achieve certain development milestones with respect to brining products to market. As of March 31, 2015, the Company had not commenced sales of the Pheroid® product and, accordingly, no royalties were generated.

**NOTE 10 – OTHER INCOME**

Other income consists of monies paid from CRS Technologies as part of a settlement agreement resulting from delays in completing the Senteeko factory in South Africa. The Company, through its subsidiary Dunn Roman Holdings – Africa, contracted CRS to construct the tea and citrus extraction facility. Due to several delays, CRS agreed to pay a penalty of $2,000,000, which is being treated as Other Income as received. In the nine months ended March 31, 2015, the Company received $764,386 from CRS under the settlement. Also included in Other Income is $13,338 received from the Company's insurance due to a claim on damaged equipment.

**NOTE 11 – FOREIGN CURRENCY TRANSLATION ADJUSTMENT**

The Company's principle operations are located in South Africa and the primary currency used is the South African Rand. Accordingly, the financial statements are first prepared in using Rand and then converted to US Dollars for reporting purposes, with the average conversion rate being used for income statement purposes and the closing exchange rate as of March 31, 2015 applied to the balance sheet. Differences resulting from the fluctuation in the exchange rate are recorded as an offset to equity in the balance sheet. In the nine months ended March 31, 2015, the Company recorded a foreign currency translation adjustment loss of $432,361. In the nine months ended March 31, 2014, the Company recorded a foreign currency translation adjustment gain of $141,678. As of March 31, 2015 and June 30, 2014, the cumulative currency translation adjustments were $(117,712) and $314,649, respectively.

**NOTE 12 – COMMON STOCK**

During the nine months ended March 31, 2015, the Company issued a total of 29,511,308 shares of restricted common stock as follows:

1. The Company issued 1,298,400 restricted common shares for $286,700 cash.
2. The Company issued 26,369,400 restricted common shares for services valued at $7,451,536.
3. The Company issued 144,296 restricted common shares for the conversion of convertible debt and interest in the amount of $24,674.
4. The Company issued 1,629,212 restricted common shares pursuant to the execution of 1,666,666 warrants with a strike price of $0.01.
5. The Company issued 70,000 restricted common shares pursuant to the acquisition of the remaining 2% interest in Dunn Roman.

*Common Stock Issuable*

Pursuant to three agreements executed on March 1, 2013 by the Company with two of its officers and one consultant, the Company is obligated to issue 4,000,000 common shares at the end of each completed year for services rendered to the Company. As of March 31, 2015 and June 30, 2014, the common shares issuable pursuant to the employment agreements were $0 and $1,480,007, respectively.

**NOTE 13 – WARRANTS**

On January 28, 2014, the Company signed an agreement with Diego Pellicer, Inc. under which the Company received a license to use the Diego Pellicer name and likeness on a future cannabis-based extract which is under development. As consideration for the license, warrants to purchase 5,000,000 shares of the Company's common stock were issued at a purchase price of $0.01 per share. Based on the closing bid price of the common stock of $1.15 on the date the warrants were issued, the Company recorded a value of $5,705,022 as an asset; however, as the cannabis extract is still in development, the intangible licenses asset balance was fully impaired leaving a zero asset balance. Accordingly, the Company recorded an impairment expense of $5,705,022. Should the cannabis extract come to market, the value of the license will be reevaluated.

In the nine months ended March 31, 2015, a total of 1,666,666 warrants were exercised resulting in the issuance of 1,629,212 common shares.

| | | | Warrants Outstanding | | |
|---|---|---|---|---|---|
| **Warrants Exercisable June 30, 2014** | **Exercise Price ($) per Share** | | **Weighted Average Remaining Contractual Life** | **Exercised Warrants** | **Warrants Exercisable March 31, 2015** |
| 5,000,000 | $ | 0.01 | 9.0 years | 1,666,666 | 3,333,334 |

**NOTE 14 – NON-CONTROLLING INTEREST**

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Plandaí owns 100% of Dunn Roman Holdings—Africa, which in turn owns 74% of Breakwood Trading 22 (Pty), Ltd. and 84% of Green Gold Biotechnologies (Pty), Ltd., in order to be compliant with the Black Economic Empowerment rules imposed by the South African Land Bank. While the Company, under the Equity Method of Accounting, is required to consolidate 100% of the operations of its majority-owned subsidiaries, that portion of subsidiary net equity attributable to the minority ownership, together with an allocated portion of net income or net loss incurred by the subsidiaries, must be reflected on the consolidated financial statements. On the balance sheet, minority interest has been shown in the Equity Section, separated from the equity of Plandaí, while on the income statement, the minority shareholder allocation of net loss has been shown in the Consolidated Statement of Operations.

**NOTE 15 – RELATED PARTY TRANSACTION**

In addition to the loans payable and receivables as discussed above, the Company had the following related party transactions during the nine months ended March 31, 2015.

*Related Party Loan Receivable*

As of June 30, 2014, the Company was owed a total of $426,444 from a company, Red Gold Biotechnologies (Pty) Ltd., of which Roger Duffield, our Chief Executive Officer, was the sole director. Red Gold Biotechnologies was established to process and invoice payments to third party vendors associated with construction of the Senteeko production facility in order to maximize the refund of VAT (Value Added Tax) from South Africa. Accordingly, construction costs paid directly by Dunn Roman were recorded as a receivable from Red Gold. Subsequent to June 30, 2014, the company was merged with Dunn Roman Holdings-Africa, Plandaí' wholly-owned subsidiary, and the receivable balance was transferred to fixed assets. There were no revenues or expenses associated with Red Gold and Mr. Duffield derived no economic benefit from the transaction. All VAT refunds were deposited with Dunn Roman. The loan was recorded as a related party receivable as of June 30, 2014 in the amount of $426,444 but was eliminated in the consolidated balance sheets as of March 31, 2015 because Red Gold was acquired as a wholly-owned subsidiary as of July of 2014, See Note 3.

**NOTE 16 – 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:

In April 2015, the Company terminated a 5-year consulting contract with an individual who performed various operational and financial functions. As a result of this transaction, the Company was obligated to issue 3,500,000 shares of common stock pursuant to the early termination clause of the contract.

In April 2015, the Company borrowed $500,000 from an unrelated third party for working capital purposes. The loan is due October 31, 2015 and bears interest at 6% per annum.

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**ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

This statement includes projections of future results and "forward looking statements" as that term is defined in Section 27A of the Securities Act of 1933 as amended (the "Securities Act"), and Section 21E of the Securities Exchange Act of 1934 as amended (the "Exchange Act"). All statements that are included in this Quarterly Report, other than statements of historical fact, are forward looking statements. Although management believes that the expectations reflected in these forward looking statements are reasonable, it can give no assurance that such expectations will prove to have been correct.

**BUSINESS**

Plandaí Biotechnology, Inc., (the “Company”) through its acquisition of Global Energy Solutions, Ltd. and its subsidiaries, focuses on the farming of whole fruits, vegetables and live plant material and the production of proprietary functional foods and botanical extracts for the health and wellness industry. Its principle holdings consist of land, farms and infrastructure in South Africa.

The Company was incorporated, as Jerry's Inc., in the State of Florida on November 30, 1942. The company catered airline flights and operated coffee shops, lounges and gift shops at airports and other facilities located in Florida, Alabama and Georgia. The company's airline catering services included the preparation of meals in kitchens located at, or adjacent to, airports and the distribution of meals and beverages for service on commercial airline flights. The company also provided certain ancillary services, including, among others, the preparation of beverage service carts, the unloading and cleaning of plates, utensils and other accessories arriving on incoming aircraft, and the inventory management and storage of airline-owned dining service equipment. In March of 2004 we moved our domicile to Nevada and changed our name to Diamond Ranch Foods, Ltd. Diamond Ranch Foods, Ltd. was engaged in the meat processing and distribution industry. Operations consisted of packing, processing, custom meat cutting, portion controlled meats, private labeling, and distribution of our products to a diversified customer base, including, but not limited to; in-home food service businesses, retailers, hotels, restaurants and institutions, deli and catering operators, and industry suppliers. On November 17, 2011, the Company, through its wholly-owned subsidiary, Plandaí Biotechnologies, Inc. consummated a share exchange with Global Energy Solutions Corporation Limited, an Irish corporation. Under the terms of the Share Exchange, GES received 76,000,000 shares of Diamond Ranch that had been previously issued to Plandaí Biotechnologies, Inc. in exchange for 100% of the issued and outstanding capital of GES.  On November 21, 2011, the Company filed an amendment to the articles of incorporation to change the name of the company to Plandaí Biotechnology, Inc.

Plandaí and its subsidiaries focus on the production of proprietary botanical extracts for the nutriceutical and pharmaceutical industries. The company grows much of the live plant material used in its products on a 3,000 hectare estate it operates under a 49-year notarial lease in the Mpumalanga region of South Africa. Plandaí uses a proprietary extraction process that is designed to yield highly bioavailable products of pharmaceutical-grade purity. The first product to be brought to market is Phytofare® Catechin Complex, a green-tea derived extract that has multiple potential wellness applications. The company’s principle holdings consist of land, farms and infrastructure in South Africa.

The Company’s production facility in South Africa received its certificate of occupancy and operations on December 31, 2014. Notwithstanding this, production for the first three months of operations has been limited due to various technical issues incidental to opening a new facility that is the first of its kind. Accordingly, there were no sales during the first quarter of operations and most of the production was used for clinical trials, batch testing, and customer samples. Sales are expected to commence May 2015 and continue uninterrupted thereafter.

The Company is actively pursuing additional financing and has had discussions with various third parties, although no firm commitments have been obtained. Management believes these efforts will generate sufficient cash flows from future operations to pay the Company's obligations and realize positive cash flow. There is no assurance any of these transactions will occur.

We will continue to seek to raise additional capital through the sale of common stock to fund the expansion of our company. There can be no assurance that we will be successful in raising the capital required and without additional funds we would be unable to expand our plant, acquire other companies, or further implement our business plan. In April 2012, through our subsidiary companies, we secured a 100 million Rand (approximately $8.3 million at current rate of exchange) financing with the Land and Agriculture Bank of South Africa which will be used to build infrastructure and further operations. During the previous nine months, we have borrowed $5,550,000 from an unaffiliated third party under a twelve month promissory note due and payable December 31, 2015 and earning interest at 6% per annum.

**PRODUCTS AND SERVICES**

Plandaí has a proprietary technology that extracts a high level of bio-available compounds and phytonutrients from organic matter, including green tea leaves, citrus and many other plants. Various tests have been conducted over the past ten years using this technology to generate functional chemical compounds possessing nutritive properties that act effectively as preventive agents in the healthcare field. Polyphenols from green tea are an excellent source antioxidant and anti-carcinogenic substances. The Company leases 3,000 hectares of agriculture land in Mpumalanga, South Africa, under a 49-year notarial lease, which includes over a thousand acres of cultivated green tea. In addition, the Company has recently completed a 30,000 sq. ft. state-of-the-art extraction facility on site which came online in December 2014. Plandaí intends to use its plantation leases to focus on the farming of whole fruits, vegetables and live plant material and the production of proprietary botanical extracts for the health and wellness industry using its proprietary extraction technology and the extraction facility.

Many botanical extracts have demonstrated varying degrees of health benefit, and many pharmaceutical drugs are either derived directly from plant extracts or are synthetic analogs of phytonutrient molecules. Green tea leaf, for example, has shown promising in-vitro and animal model results as an anti-oxidant, with hundreds of different published studies demonstrating its potential usefulness in weight loss, anti-viral, anti-cancer, and anti-parasitic applications, amongst others.

The company hascommercialized the Phytofare® catechin complex and is currently developing the Phytofare® limonoid glycoside complex. The catechin complex is derived from green tea harvested locally on the Senteeko Tea Estate in Mpumalanga, South Africa, and then processed on a state-of-the-art extraction facility constructed onsite using funds obtained from the Land and Agriculture Bank of South Africa. The facility became operational in December 2014, with initial sales anticipated to commence in May 2015. The limonoid glycoside product is extracted from lemons which are sourced from local orchards in South Africa and then produced in the same factory that makes the green tea product. The Phytofare® Limonoid Glycoside Complex is scheduled be introduced to the market in July 2016.

On August 30, 2013, Plandaí entered into a license agreement with North-West University in Potchefstroom, South Africa, which granted the company the exclusive right to use the University’s Pheroid™ technology to product nano-entrapped botanical extracts for human and animal use. The company believes that this technology will enable it to develop products with much higher absorption coefficients in both topical use and oral consumption.

During the previous year, the Company completed two separate human studies designed to test both the efficacy and bioavailability of its Phytofare® catechin complex. The first study was a topical trial designed to evaluate the effectiveness of the extract on treating skin conditions associated with aging. Specifically, the study evaluated changes in skin elasticity, skin roughness and scaliness, and skin hydration and found that Phytofare® demonstrated statistically significant benefits over placebo in all areas except skin elasticity, for which the length of the study was determined to be too short to render statistically reliable data.

The second clinical study, completed by North West University, Potchefstroom, South Africa, tested the oral bioavailability Phytofare® catechin complex in human subjects. The test results indicated that five times more Phytofare® extract was present in the blood with all eight catechins detected compared with just two catechins from the generic green tea extract. In addition, after 24 hours, the blood levels of catechins from the Phytofare® extract were still higher than the highest level attained by the generic, which, after six hours, had disappeared from the blood. This study confirmed that Phytofare® catechin complex delivers more catechins to the blood than generic extract and that those catechins remain present and viable at least four times longer.

The Company is actively pursuing research on additional botanical extracts that have known or suspected pharmaceutical properties. This research includes developing a non-psychoactive cannabinoid extract through the Company’s wholly-owned subsidiary, Plandaí Biotechnology- Uruguay, SA (fka- RiverSoul, SA). This company has concluded its initial investigative research with live cannabis flower and leaf and intends to engineer a pilot scale system for processing and recovering the cannabinoid complex in a highly bioavailable format without psychoactive effects. The company was granted approval by the Minister of Health in September 2014 to legally conduct cannabis research and development. In February 2015, a new decree imposed the further requirement of an additional license from the Institute for Regulation and Control of Cannabis (IRCCA). In May 2015, Plandaí received the license from IRCCA granting the necessary approvals under the new laws and now permitting the research to move forward. The Phytofare® cannabinoid complex will be subjected to chemical profiling, as well as particle sizing and dosage. Independent in vitro and animal modelling will support the projects prime objective by scientifically investigating in animals efficient free-radical scavenging, demonstrating improvements to a variety of human physiological processes including appetite, pain-sensation, mood, and memory.

**COMPETITION**

The Company faces competition from a variety of sources. There are several large producers of farm products including green tea and there are numerous companies that develop and market nutriceutical products that include bio-available compounds including those from green tea and citrus extracts. Many of these competitors benefit from established distribution, market-ready products, and greater levels of financing. Plandaí intends to compete by producing higher quality and higher concentration extracts, producing at lower costs, and controlling a vertically integrated market that includes all stages from farming through production and marketing. The company's unique patent-pending technology, combined with the patented Pheroid™ technology, should provide several unique market advantages in the form of higher absorption, increased bioavailability, and lower dosage requirements.

**CUSTOMERS**

Plandaí markets its products through distribution companies who the sell to various nutriceutical and supplement companies that require high-quality bio-available extracts for their products. In certain countries where it is economically feasible, Plandaí sells direct to nutriceutical and supplement companies. The company presently has distribution agreements with representation in Europe, North America, India and Asia and sells direct to customers in South Africa.

RESULTS OF OPERATIONS FOR THE THREE AND NINE MONTHS ENDED MARCH 31, 2015 AND 2014

**SALES**

For the three months ended March 31, 2015, revenues were $21,744 compared to revenues of $12,554 for the quarter ended March 31, 2014. Sales for both quarters consisted of timber from the company's tea estate in South Africa. Sales of Phytofare™ extracts are not expected to commence until Q2 of 2015.

For the nine months ended March 31, 2015, revenues were $64,024 compared to revenues of $250,859 for the nine months ended December 31, 2014. Sales for both periods consisted of timber from the company's tea estate in South Africa. Sales of Phytofare™ extracts are not expected to commence until Q2 of 2015.

Cost of sales for the quarter ended March 31, 2015 was $181,214 compared with $141,046 in the prior year, which was an increase of $40,168. The increase in cost of sales relates to expenses incurred with running the factory in 2015 in addition to managing and operating the Senteeko Tea Estate.

Cost of sales for the nine months ended March 31, 2015 was $583,506 compared with $483,675 in the prior year, which was an increase of $99,831. The increase in cost of sales relates to expenses incurred with running the factory in 2015 in addition to managing and operating the Senteeko Tea Estate.

**EXPENSES**

Our total expenses for the three months ended March 31, 2015 were $5,829,787 compared to $2,775,627 for the same period of the prior year which was an increase of $3,054,160. The primary increase resulted from Salaries & Wages, which went from $1,133,741 to $5,079,803 owning to the compensation expense attributed to common stock issuable under employment contracts which varies due to fluctuation in stock price, and from a one-time bonus of 20 million shares paid in February for services rendered by our Chief Executive Officer. This increase was offset by decreases in Consulting Expenses which decreased from $800,000 to $382,048, and finance costs of $459,000 incurred in the prior year associated with shares issued to secure an equity line of credit.

Our total expenses for the nine months ended March 31, 2015 were $7,850,926 compared to $4,402,706 for the same period of the prior year which was an increase of $3,448,220. The primary increase resulted from Salaries & Wages, which went from $2,204,284 to $6,128,980 owning to the compensation expense attributed to common stock issuable under employment contracts which varies due to fluctuation in stock price, and from a one-time bonus of 20 million shares paid in February for services rendered by our Chief Executive Officer, and from an increase in Professional Fees, which went from $108,643 to $455,161 owning to increased legal expenses. The increase was offset by decreases in Consulting Expenses which decreased from $800,000 to $402,154, and finance costs of $459,000 incurred in the prior year associated with shares issued to secure an equity line of credit.

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**OTHER INCOME & EXPENSES**

Other Income and Expenses for the three and nine months ended March 31, 2015 were ($283,527) and $225,380, respectively, compared to ($150,758) and ($2,461,090) for the three and nine months ended March 31, 2014, respectively. During the nine months ended March 31, 2015, Other Income included $777,724 received as settlement proceeds, while in 2014, Other Expense included $2,086,436 in Derivative Interest recorded from the conversion potential of debentures issued and outstanding. Derivative Interest is recorded on debt instruments that can be converted into common stock and is determined based on the value of the potential number of shares that could be issued on conversion assuming historical price fluctuations. The balance of Other Income and Expense in all periods presented related to Interest Expense, which was $552,344 and $374,654 for the nine months ended March 31, 2015 and 2014 respectively. The increase in Interest Expense resulted from increased debt.

**LIQUIDITY AND CAPITAL RESOURCES**

For the nine months ended March 31, 2015, the Company used cash in operating activities totaling $1,551,597, which was primarily attributable to a loss from operations of $8,145,028 offset by the value of stock issued for services of $5,971,536 and a decrease in related party receivables of $426,444. Cash used in investing activities was $752,083, which consisted of the purchase of fixed assets to be used in production activities. Cash provided by financing activities was $2,275,096 generated by third party loans of $1,988,396 and the sale of common stock of $286,700. As of March 31, 2015, the Company had current assets of $273,445 compared to current liabilities of $8,364,245.

**PLAN OF OPERATION**

The Company's long-term existence is dependent upon our ability to execute our operating plan and to obtain additional debt or equity financing to fund payment of obligations and provide working capital for operations. In April 2012, the Company through majority-owned subsidiaries of Dunn Roman Holdings Africa (Pty) Limited, executed final loan documents on a 100 million Rand (approx. $8.3 million at current rate of exchange) financing with the Land and Agriculture Bank of South Africa and began rehabilitating the Senteeko Tea Estate so that it can begin producing up to 20 metric tons of tea leaf per day commencing with the September 2015 growing season. The company has also completed construction of the factory and associated equipment necessary to begin the extraction process on live botanical matter, including green tea and citrus, with the factory becoming operational in December 2014. The facility commenced processing green tea material for its Phytofare™ Catechin Complex in January 2015 with sales commencing in May 2015.

**CRITICAL ACCOUNTING POLICIES**

The preparation of our financial statements in conformity with accounting principles generally accepted in the United States requires us to make estimates and judgments that affect our reported assets, liabilities, revenues, and expenses, and the disclosure of contingent assets and liabilities. We base our estimates and judgments on historical experience and on various other assumptions we believe to be reasonable under the circumstances. Future events, however, may differ markedly from our current expectations and assumptions. While there are a number of significant accounting policies affecting our financial statements, we believe the following critical accounting policies involve the most complex, difficult and subjective estimates and judgments.

**Revenue recognition**

The Company derives its revenue from the production and sale of farm goods, raw materials and the sale of bioavailable extracts in both raw material and finished product form. Revenues are recognized when product is ordered and delivered. Product shipped on consignment is not counted in revenue until sold.

**Intangible and Long-Lived Assets**

We follow Financial Accounting Standards Board (“FASB”) Accounting Standards Codification (“ASC”) Topic 360, “Property Plant and Equipment”, which establishes a “primary asset” approach to determine the cash flow estimation period for a group of assets and liabilities that represents the unit of accounting for a long lived asset to be held and used. Long-lived assets to be held and used are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. The carrying amount of a long-lived asset is not recoverable if it exceeds the sum of the undiscounted cash flows expected to result from the use and eventual disposition of the asset. Long-lived assets to be disposed of are reported at the lower of carrying amount or fair value less cost to sell.

Goodwill is accounted for in accordance with ASC Topic 350, “Intangibles – Goodwill and Other”. We assess the impairment of long-lived assets, including goodwill and intangibles on an annual basis or whenever events or changes in circumstances indicate that the fair value is less than its carrying value. Factors that we consider important which could trigger an impairment review include poor economic performance relative to historical or projected future operating results, significant negative industry, economic or company specific trends, changes in the manner of our use of the assets or the plans for our business, market price of our common stock, and loss of key personnel. We have determined that there was no impairment of goodwill during 2013 or 2012. The share exchange did not result in the recording of goodwill and there is not currently any goodwill recorded.

**Potential Derivative Instruments**

We periodically assess our financial and equity instruments to determine if they require derivative accounting. Instruments which may potentially require derivative accounting are conversion features of debt and common stock equivalents in excess of available authorized common shares.

**Off-Balance Sheet Arrangements**

We have no off-balance sheet arrangements.

**Non-Controlling Interest**

Plandaí owns 100% of Dunn Roman Holdings—Africa, which in turn owns 74% of Breakwood Trading 22 (Pty, Ltd. and 84% Green Gold Biotechnologies (Pty), Ltd., in order to be compliant with the Black Economic Empowerment rules imposed by the South African Land Bank. While the Company, under the Equity Method of Accounting, is required to consolidate 100% of the operations of its majority-owned subsidiaries, that portion of subsidiary net equity attributable to the minority ownership, together with an allocated portion of net income or net loss incurred by the subsidiaries, must be reflected on the consolidated financial statements. On the balance sheet, minority interest has been shown in the Equity Section, separated from the equity of Plandaí, while on the income statement, the non-controlling shareholder allocation of net loss has been shown in the Consolidated Statement of Operations.

**Currency Translation Adjustment**

The Company maintains significant operations in South Africa, where the currency is the Rand. The subsidiary financial statements are therefore converted into US dollars prior to consolidation with the parent entity, Plandaí Biotechnology, Inc. US GAAP requires that the weighted average exchange rate be applied to the foreign income statements and that the closing exchange rate as of the period end date be applied to the balance sheet. The cumulative foreign currency adjustment is included in the equity section of the balance sheet. Since most of our assets are in South Africa, as the dollar strengthens in comparison to the Rand, it reduces the carrying value of our assets.

**ITEM 3. QUANTITATIVE AND QUALITIVE DISCLOSURES ABOUT MARKET RISK RISKS RELATED TO OUR BUSINESS**

**We Have Historically Lost Money and Losses May Continue in the Future**

We have historically lost money. The loss for the fiscal year ended June 30, 2014 was $15,533,819 and future losses are likely to occur. Accordingly, we may experience significant liquidity and cash flow problems if we are not able to raise additional capital as needed and on acceptable terms. No assurances can be given we will be successful in reaching or maintaining profitable operations.

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**We Will Need to Raise Additional Capital to Finance Operations**

Our operations have relied almost entirely on external financing to fund our operations. Such financing has historically come from a combination of borrowings and from the sale of common stock and assets to third parties. We will need to raise additional capital to fund our anticipated operating expenses and future expansion. Among other things, external financing will be required to cover our operating costs. We cannot assure you that financing whether from external sources or related parties will be available if needed or on favorable terms. The sale of our common stock to raise capital may cause dilution to our existing shareholders. Our inability to obtain adequate financing will result in the need to curtail business operations. Any of these events would be materially harmful to our business and may result in a lower stock price.

**There is Substantial Doubt About Our Ability to Continue as a Going Concern Due to Recurring Losses and Working Capital Shortages, Which Means that We May Not Be Able to Continue Operations Unless We Obtain Additional Funding**

The report of our independent accountants on our June 30, 2014 financial statements include an explanatory paragraph indicating that there is substantial doubt about our ability to continue as a going concern due to recurring losses and working capital shortages. Our ability to continue as a going concern will be determined by our ability to obtain additional funding. Our financial statements do not include any adjustments that might result from the outcome of this uncertainty.

**Our Common Stock May Be Affected By Limited Trading Volume and May Fluctuate Significantly**

There has been a limited public market for our common stock and there can be no assurance that an active trading market for our common stock will develop. As a result, this could adversely affect our shareholders' ability to sell our common stock in short time periods, or possibly at all. Our common stock has experienced, and is likely to experience in the future, significant price and volume fluctuations that could adversely affect the market price of our common stock without regard to our operating performance. In addition, we believe that factors such as quarterly fluctuations in our financial results and changes in the overall economy or the condition of the financial markets could cause the price of our common stock to fluctuate substantially. Substantial fluctuations in our stock price could significantly reduce the price of our stock.

**There is no Assurance of Continued Public Trading Market and Being a Low Priced Security may Affect the Market Value of Our Stock**

To date, there has been only a limited public market for our common stock. Our common stock is currently quoted on the OTCBB. As a result, an investor may find it difficult to dispose of, or to obtain accurate quotations as to the market value of our stock. Our stock is subject to the low-priced security or so called "penny stock" rules that impose additional sales practice requirements on broker-dealers who sell such securities. The Securities Enforcement and Penny Stock Reform Act of 1990 requires additional disclosure in connection with any trades involving a stock defined as a penny stock (generally, according to recent regulations adopted by the SEC, any equity security that has a market price of less than $5.00 per share, subject to certain exceptions that we no longer meet). For example, brokers/dealers selling such securities must, prior to effecting the transaction, provide their customers with a document that discloses the risks of investing in such securities. Included in this document are the following:

- the bid and offer price quotes in and for the "penny stock," and the number of shares to which the quoted prices apply,

- the brokerage firm's compensation for the trade, and

- the compensation received by the brokerage firm's sales person for the trade.

In addition, the brokerage firm must send the investor:

- a monthly account statement that gives an estimate of the value of each "penny stock" in the investor's account, and

- a written statement of the investor's financial situation and investment goals.

If the person purchasing the securities is someone other than an accredited investor or an established customer of the broker/dealer, the broker/dealer must also approve the potential customer's account by obtaining information concerning the customer's financial situation, investment experience and investment objectives. The broker/dealer must also make a determination whether the transaction is suitable for the customer and whether the customer has sufficient knowledge and experience in financial matters to be reasonably expected to be capable of evaluating the risk of transactions in such securities. Accordingly, the Commission's rules may limit the number of potential purchasers of the shares of our common stock.

Resale restrictions on transferring "penny stocks" are sometimes imposed by some states, which may make transaction in our stock more difficult and may reduce the value of the investment. Various state securities laws pose restrictions on transferring "penny stocks" and as a result, investors in our common stock may have the ability to sell their shares of our common stock impaired.

There can be no assurance we will have market makers in our stock. If the number of market makers in our stock should decline, the liquidity of our common stock could be impaired, not only in the number of shares of common stock which could be bought and sold, but also through possible delays in the timing of transactions, and lower prices for the common stock than might otherwise prevail. Furthermore, the lack of market makers could result in persons being unable to buy or sell shares of the common stock on any secondary market.

**We Could Fail to Retain or Attract Key Personnel**

Our future success depends in significant part on the continued services of Roger Duffield, our President. We cannot assure you we would be able to find an appropriate replacement for key personnel. Any loss or interruption of our key personnel's services could adversely affect our ability to develop our business plan. We have no employment agreements or life insurance on Mr. Duffield.

**Nevada Law and Our Charter May Inhibit a Takeover of Our Company That Stockholders May Consider Favorable**

Provisions of Nevada law, such as its business combination statute, may have the effect of delaying, deferring or preventing a change in control of our company. As a result, these provisions could limit the price some investors might be willing to pay in the future for shares of our common stock.

**Farming and Agriculture Represents a Significant Aspect of our Operations Which Can Be Affected by Adverse Weather Conditions**

The manufacture of our products relies on the use of live plant material that requires our production facility to be located adjacent to the source of raw materials. Accordingly, it is impractical in most instances to import raw materials for production in the event natural disasters or adverse weather affects our crops. Hail, drought, flooding and fires are potential risks in our area, any or a combination of which could impact our ability to harvest raw materials and produce our extracts. We do not carry insurance covering crop failure or business interruption due to weather or disaster. As a result, if we are unable to harvest, it could have a material adverse effect on our ability to continue as a going concern.

**Our Primary Operations are in South Africa Which Does Not Presently Have Stable Utilities Infrastructure and Which Also Can Be Affected by Escalating Labor Rates and Other Overhead**

Our production facility is located in rural South Africa. In recent years, South Africa in general has suffered from an unstable utilities infrastructure that, as a result, can cause temporary power blackouts. Since our factory is connected to the municipal power grid, a loss of power for an extended period of time can result in the loss of any product currently in production. Repetitive instances of power loss could materially impact our ability to produce finished products and impact our ability to continue as a going concern. We are in the process of installing backup generators to protect against power interruption, but these will not be operational until later in 2015. In addition, the South African legislation has the authority to regulate the wages paid to laborers and, in the past, has increased the base labor rates dramatically and without notice. While most of the labor we use is contracted through third parties, a sudden, significant increase in labor rates could have a short-term effect on our cost to produce finished goods and impact our cash flows.

## ITEM 4. CONTROLS AND PROCEDURES

**Evaluation of Disclosure Controls and Procedures**

We maintain disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”) that are designed to be effective in providing reasonable assurance that information required to be disclosed in our reports under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the rules and forms of the Securities and Exchange Commission (the “SEC”), and that such information is accumulated and communicated to our management to allow timely decisions regarding required disclosure.

In designing and evaluating disclosure controls and procedures, management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable, not absolute assurance of achieving the desired objectives. Also, the design of a control system must reflect the fact that there are resource constraints and the benefits of controls must be considered relative to their costs. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, have been detected. These inherent limitations include the realities that judgments in decision-making can be faulty and that breakdowns can occur because of simple error or mistake. The design of any system of controls is based, in part, upon certain assumptions about the likelihood of future events and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions.

As of the end of the period covered by this report, we carried out an evaluation, under the supervision and with the participation of management, including our chief executive officer and principal financial officer, of the effectiveness of the design and operation of our disclosure controls and procedures. Based upon that evaluation, management concluded that our disclosure controls and procedures are effective as of March 31, 2015 to cause the information required to be disclosed by us in reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods prescribed by SEC, and that such information is accumulated and communicated to management, including our chief executive officer and principal financial officer, as appropriate, to allow timely decisions regarding required disclosure.

**Changes in Internal Control over Financial Reporting**

There was no change in our internal controls over financial reporting identified in connection with the requisite evaluation that occurred during our last fiscal quarter that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

**PART II**

**ITEM 1. LEGAL PROCEEDINGS**

None.

**ITEM 1A. RISK FACTORS**

This item in not applicable as we are currently considered a smaller reporting company.

**ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS**

During the nine months ended March 31, 2015, the Company issued a total of 29,511,308 shares of unregistered, restricted common stock which were issued under an exemption from registration provided by Rule 144 of the Securities Act of 1933, as follows:

1. The Company issued 1,298,400 restricted common shares for $286,700 cash.
2. The Company issued 26,369,400 restricted common shares for services valued at $7,451,536.
3. The Company issued 144,296 restricted common shares for the conversion of convertible debt and interest in the amount of $24,674.
4. The Company issued 1,629,212 common shares pursuant to the execution of 1,666,666 warrants with a strike price of $0.01.
5. The Company issued 70,000 common shares pursuant to the acquisition of the remaining 2% interest in Dunn Roman.

**ITEM 3. DEFAULTS UPON SENIOR SECURITIES**

None.

**ITEM 4. MINING SAFETY DISCLOSURES**

Not applicable.

**ITEM 5. OTHER INFORMATION**

None.

**ITEM 6. EXHIBITS**

Plandaí Biotechnology, Inc. includes herewith the following exhibits:

| | | | Incorporated by reference | | | |
|---|---|---|---|---|---|---|
| **Exhibit** | **Exhibit Description** | **Filed herewith** | **Form** | **Period ending** | **Exhibit** | **Filing date** |
| 10.1 | Promissory Note dated Feb. 25, 2015 | X | | | | |
| 10.2 | Promissory Note dated Mar. 19, 2015 | X | | | | |
| 31.1 | Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 | X | | | | |
| 31.2 | Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 | X | | | | |
| 32.1 | Certification of Chief Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 | X | | | | |
| 32.2 | Certification of Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 | X | | | | |
| 101.INS | XBRL Instance Document | X | | | | |
| 101.SCH | XBRL Taxonomy Extension Schema Document | X | | | | |
| 101.CAL | | X | | | | |

| | | |
|---|---|---|
| | XBRL Taxonomy Extension Calculation Linkbase Document | |
| 101.LAB | XBRL Taxonomy Extension Label Linkbase Document | X |
| 101.PRE | XBRL Taxonomy Extension Presentation Linkbase Document | X |
| 101.DEF | XBRL Taxonomy Extension Definition Linkbase Definition | X |

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**SIGNATURES**

In accordance with the requirements of the Exchange Act, the registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

**Plandaí Biotechnology, Inc.**
(Registrant)

By: /s/ Roger Duffield

Date: May 20, 2015 Roger Duffield, President

(On behalf of the Registrant and as
Principal Executive Officer)