

BANJO & MATILDA, INC.

FORM 10-Q (Quarterly Report)

Filed 11/13/13 for the Period Ending 09/30/13

Address	3330 SOUTH FEDERAL HIGHWAY, #220 BOYNTON BEACH, FL 33435
Telephone	(561) 289-4161
CIK	0001481504
Symbol	BANJ
SIC Code	5940 - Miscellaneous Shopping Goods Stores
Fiscal Year	06/30

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 10-Q

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended September 30, 2013

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____

BANJO & MATILDA, INC.

(Exact Name of Company as Specified in Charter)

Nevada

(State or other jurisdiction of incorporation)

000-54277

(Commission File Number)

27-1519178

(IRS Employer Identification No.)

3330 South Federal Highway, Suite 220, Boynton Beach, Florida

(Address of principal executive offices)

77429

(Zip Code)

Company's telephone number, including area code:

(561) 289-4161

Eastern World Solutions, Inc.

(Former Name or former address, if changed since last report.)

Indicate by check mark whether the Company (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Company was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the Company 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 of this chapter) during the preceding 12 months (or for such shorter period that the Company was required to submit and post such files). Yes No

Indicate by check mark whether the Company is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

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

The number of common shares of the Company, par value US\$.00001 per share, outstanding at November 13, 2013 was 11,500,000.

BANJO & MATILDA, INC.
fka Eastern World Solutions Inc.

FORM 10-Q FOR THE QUARTER ENDED SEPTEMBER 30, 2013

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FORWARD LOOKING STATEMENTS

Statements made in this Form 10-Q that are not historical or current facts are “forward-looking statements” made pursuant to the safe harbor provisions of Section 27A of the Securities Act of 1933 (the “Act”) and Section 21E of the Securities Exchange Act of 1934. These statements often can be identified by the use of terms such as “may,” “will,” “expect,” “believe,” “anticipate,” “estimate,” “approximate” or “continue,” or the negative thereof. We intend that such forward-looking statements be subject to the safe harbors for such statements. We wish to caution readers not to place undue reliance on any such forward-looking statements, which speak only as of the date made. Any forward-looking statements represent management’s best judgment as to what may occur in the future. However, forward-looking statements are subject to risks, uncertainties and important factors beyond our control that could cause actual results and events to differ materially from historical results of operations and events and those presently anticipated or projected. Among the factors that could cause actual results to differ materially from the forward-looking statements are the following: the Company’s ability to obtain necessary capital, the Company’s ability to meet anticipated development timelines, the Company’s ability to protect its proprietary technology and knowhow; the Company’s ability to identify and develop a network of licensed physicians, the Company’s ability to establish a global market, clinical trial results, the Company’s ability to successfully consummate future acquisitions and such other risk factors identified from time to time in the Company’s reports filed with the Securities and Exchange Commission, including those filed with this Form 10-Q quarterly report. We disclaim any obligation subsequently to revise any forward-looking statements to reflect events or circumstances after the date of such statement or to reflect the occurrence of anticipated or unanticipated events.

PART I – FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS.

BANJO & MATILDA, INC
fka Eastern World Solutions Inc.
BALANCE SHEETS
(A DEVELOPMENT STAGE COMPANY)
(Unaudited)

	<u>September 30, 2013</u>	<u>December 31, 2012</u>
ASSETS		
Total assets	\$ –	\$ –
LIABILITIES AND STOCKHOLDERS' DEFICIT		
Current liabilities		
Accounts payable and accrued expenses	\$ 2,868	\$ 6,658
Accrued liabilities- related party	3,296	3,296
Advances	31,664	15,079
Total current liabilities	<u>37,828</u>	<u>25,033</u>
Stockholders' deficit		
Preferred stock \$0.00001 par value: 100,000,000 shares Authorized, none issued and outstanding	–	–
Common stock, \$0.00001 par value 100,000,000 shares authorized, 11,500,000 issued and outstanding	115	115
Additional paid-in capital	76,304	76,304
Accumulated deficit	(114,247)	(101,452)
Total stockholders' deficit	<u>(37,828)</u>	<u>(25,033)</u>
Total liabilities and stockholders' deficit	<u>\$ –</u>	<u>\$ –</u>

The accompanying notes are an integral part of the unaudited financial statements.

BANJO & MATILDA, INC.
fka Eastern World Solutions Inc.
STATEMENTS OF EXPENSES
(A DEVELOPMENT STAGE COMPANY)
(UNAUDITED)

	Three Months Ended September 30,		Nine Months Ended September 30,		From December 18, 2009 (Inception) Thru September 30 2013
	2013	2012	2013	2012	2013
General & administrative expenses	3,868	18,400	12,795	28,870	112,928
Loss from operations	(3,868)	(18,400)	(12,795)	(28,870)	(112,928)
Other income (expense)	-	-	-	-	-
Interest expense	-	-	-	-	(1,319)
Total other income (expense)	-	-	-	-	(1,319)
Net loss	\$ (3,868)	\$ (18,400)	\$ (12,795)	\$ (28,870)	\$ (114,247)
Income (Loss) per common share					
Basic and diluted	<u>\$ (0.00)</u>	<u>\$ (0.00)</u>	<u>\$ (0.00)</u>	<u>\$ (0.00)</u>	<u></u>
Weighted average number of common shares outstanding basic and diluted	11,500,000	11,500,000	11,500,000	11,500,000	

The accompanying notes are an integral part of the unaudited financial statements.

BANJO & MATILDA, INC
fka Eastern World Solutions Inc.
STATEMENTS OF CASH FLOWS
(A DEVELOPMENT STAGE COMPANY)
(UNAUDITED)

	Nine Months Ended September 30,		From December 18, 2009 (Inception) thru September 30, 2013
	2013	2012	
Cash Flows From Operating Activities:			
Net loss	\$ (12,795)	\$ (28,870)	\$ (114,247)
Adjustments to reconcile net loss to net cash used in operating activities:			
Changes in operating assets and liabilities:			
Accounts payable	(3,790)	(1,569)	2,868
Advances	16,585	-	
Accrued expense	-	-	1,319
Net cash used in operating activities	-	(30,439)	(110,060)
Cash Flows From Financing Activities:			
Proceeds from notes payable – related parties	-	-	38,296
Payments on notes payable – related parties	-	-	(35,000)
Sale of common stock	-	-	75,100
Advances	-	18,400	31,664
Net cash provided by financing activities	-	18,400	110,060
Net increase (decrease) in cash	-	(12,039)	-
Cash at beginning of period	-	12,039	-
Cash at end of period	\$ -	\$ -	\$ -
Supplemental schedule of cash flow information:			
Interest paid	\$ -	\$ -	
Income taxes paid	\$ -	\$ -	

The accompanying notes are an integral part of the unaudited financial statements.

BANJO & MATILDA, INC.
fka Eastern World Solutions Inc.
NOTES TO THE FINANCIAL STATEMENTS
(A DEVELOPMENT STAGE COMPANY)
September 30, 2013
UNAUDITED

NOTE 1 – BASIS OF PRESENTATION AND DESCRIPTION OF BUSINESS

The accompanying unaudited financial statements of Banjo & Matilda, Inc. (fka Eastern World Solutions, Inc.) have been prepared in accordance with United States ("U.S.") generally accepted accounting principles ("GAAP") for interim financial information using the instructions to Form 10-Q and Article 10 of Regulation S-X. Accordingly, these financial statements do not include all of the information and footnote disclosures required by U.S. GAAP and should be read in conjunction with the financial statements and the summary of significant accounting policies and notes thereto included in our Annual Report on Form 10-K for the year ended December 31, 2012. References to "" the "Company," "we," "us," "our" and "ours" refer to Banjo & Matilda, Inc. In the opinion of management, all adjustments, consisting of normal recurring adjustments, necessary for a fair presentation of financial position and the results of operations for the interim periods presented have been reflected herein.

The Company was incorporated in Nevada on December 18, 2009 under the name Eastern World Group, Inc. On September 24, 2013, the Company's name was changed to Banjo & Matilda, Inc.

The operating results presented for the nine months ended September 30, 2013 may not necessarily be indicative of the results that may be expected for the year ended December 31, 2013.

NOTE 2 – GOING CONCERN

As shown in the accompanying financial statements, the Company has an accumulated deficit of \$114,247 as of September 30, 2013. Unless profitability and increase in shareholders' equity continues, these conditions raise substantial doubt as to the Company's ability to continue as a going concern. The financial statements do not include any adjustments that might be necessary if the Company is unable to continue as a going concern.

NOTE 3 – ADVANCES

During the period ending September 30, 2013, two individuals advanced the Company a total of \$16,585. The advances are payable on demand and bear no interest. As of September 30, 2013, \$31,664 is due to the lenders.

NOTE 4 – ADVANCES- RELATED PARTY

As of September 30, 2013, \$3,296 is due to a related party. This amount is unsecured, noninterest bearing, and due on demand.

ITEM 2. MANagements DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND PLAN OF OPERATIONS

The following discussion summarizes the financial position of Banjo & Matilda, Inc. as of September 30, 2013 and should be read in conjunction with the unaudited consolidated interim financial statements and notes thereto included elsewhere in this Quarterly Report on Form 10-Q and the consolidated financial statements and accompanying notes to our Annual Report on Form 10-K for the fiscal year ended December 31, 2012.

The Company

Banjo & Matilda, Inc. ("Banjo") (fka Eastern World Solutions, Inc.) is a development stage company and was organized to engage in creating, marketing and selling of proprietary engagement marketing technologies and or acquiring complementary technologies and or other companies focused on the development and marketing of such technologies. References to "Banjo" the "Company," "we," "us," "our" and "ours" refer to Banjo & Matilda, Inc.

The Company is a development stage company that was incorporated in the State of Nevada on December 18, 2009 under the name Eastern World Solutions, Inc. The founding management group and Board of Directors planned to develop a website (www.skiwear4you.com) that would offer skiwear at retail prices to customers ordering online.

By February of 2012, other than reserving the domain name, founding management had not commenced development of a website nor advanced the business plan past the conceptual stage. After further consideration, the founding Board of Directors, management group, and shareholders determined that its business plan was not feasible and decided to suspend operations. Consequently, the Board of Directors decided to seek out a purchaser for the business.

On September 19, 2012 the officers and directors of the Company resign and were replaced by new officers and directors. As part of the change in officers and directors there was a change in control of the Company. The new officers are in the process of developing a business plan to further the value of the Company. Such a plan includes the seeking out and acquiring a business that would affectively combine with the Company and provide the revenue necessary to continue operations.

No Operating History, Revenues or Earnings

As of the date hereof, we have not yet earned any operating revenues or earnings. Since our inception, most of the time and resources of new management has been spent in organizing us, obtaining interim financing and developing a business plan. Our success is dependent upon our obtaining additional financing from our operations, from placement of our equity or debt or from third party funding sources. There is no assurance that we will be able to obtain additional debt or equity financing from any source. We, during the development stage of our operations, can be expected to sustain substantial operating expenses while generating only limited operating revenues or the operating revenues generated can be expected to be insufficient to cover expenses. Thus, for the near to mid-term, unless we attain profitable operations, our financial statements will show a net operating loss.

As of September 30, 2013 we had zero cash and zero working capital. Unless we secure additional debt or equity financing it is unlikely that we will be able to continue operations in which case you may lose your entire investment. We have no commitment for either debt or equity financing. Equity financing may result in significant dilution. Debt financing may be available but on terms unacceptable to the Company.

On June 22, 2012, we entered into an Assignment, Delegation and Assumption Agreement with Encom Corporation, Randy Bayne, Mark Van Eman, Dale Roberts, Todd Bayne, Courtney Bayne, AQMEN Family Holdings, LLC, Market Street Corporate Services, LLC, Rezaurance Investments, Ltd and Spider Investments, LLC.

Pursuant to the Agreement, which was effective as of June 19, 2012, the Company, AQMEN Family Holdings, LLC and each of Randy Bayne, Mark Van Eman, Dale Roberts, Todd Bayne and Courtney Bayne (collectively, the “Executives”) terminated the relationships between the Company, on one hand, and AQMEN Family Holdings and the Executives, on the other hand. The relationships among the parties was previously reported by the Company in its Current Reports, dated March 27, 2012 and April 16, 2012, which were filed on April 2, 2012 and April 20, 2012, respectively.

The Agreement rescinded such parties’ relationships, and all agreements, understandings, contracts and memoranda from the start as if the parties never entered into any agreements, understandings, contracts or memoranda.

Under the Agreement, and in order to effect the purpose of the Agreement, the Company assigned to Encom Corporation (i) the business concept and business plan developed by AQMEN Family Holdings, LLC originally acquired under an agreement dated March 27, 2012, (ii) the license agreement entered into by the Company with Motion Notes, LLC on March 27, 2012 and (iii) the Purchase Option Agreement entered into by the Company with Whiteboard Labs, LLC on March 27, 2012. Encom Corporation will indemnify the Company for any liabilities or expenses in regard to the assets assigned or any obligations under such assets.

The Company also agreed to change its name as promptly as possible and to forbear from the use of, *inter alia*, “Encom” or “Avenge Media Partners”.

In consideration for the assignments by the Company, AQMEN Family Holdings and the Executives transferred the 8,606,250 shares they acquired on March 27, 2012 for the transfer of the business concept and business plan to the Company to the following persons: 4,303,125 shares to Jared G. Robinson and 4,303,125 shares to Neil Kleinman. Additionally, the Executives rescinded their respective employment agreements from the start as if each Executive had never entered into such employment agreement. In connection with the rescission, all of the officers and directors of the Company resigned and new officers and directors were appointed.

Plan of Operation

The Company has no operations or revenue. The Company is developing a plan to review various businesses that would complement the Company and bring an active operation and business into the Company.

Our objective is to look for and identify a potential acquisition candidate. The most likely target companies are those seeking the perceived benefits of a reporting company. Such perceived benefits may include facilitating or improving the terms on which additional equity financing may be sought, providing liquidity for incentive stock options or similar benefits to key employees, increasing the opportunity to use securities for acquisitions, providing liquidity for stockholder and other factors. Business opportunities may be available in many different industries and at various stages of development, all of which will make the task of comparative investigation and analysis of such business opportunities difficult and complex.

In analyzing prospective business opportunities, management may consider such matters as the available technical, financial and managerial resources; working capital and other financial requirements; history of operations, if any; prospects for the future; nature of present and expected competition; the quality and experience of management services which may be available and the depth of that management; the potential for further research, development, or exploration; specific risk factors not now foreseeable but which may be anticipated; the potential for growth or expansion; the potential for profit; the perceived public recognition or acceptance of products, services, or trades; name identification; and other relevant factors. This discussion of the proposed criteria is not meant to be restrictive of the virtually unlimited discretion of the Company to search for and enter into potential business opportunities.

The search for a target company will not be restricted to any specific kind of business entities, but may acquire a venture which is in its preliminary or development stage, which is already in operation, or in essentially any stage of its business life. It is impossible to predict at this time the status of any business in which the Company may become engaged, whether such business may need to seek additional capital, may desire to have its shares publicly traded, or may seek other perceived advantages which the Company may offer.

In implementing a structure for a particular business acquisition, the Company may become a party to a merger, consolidation, reorganization, joint venture, licensing agreement or other arrangement with another corporation or entity. On the consummation of a transaction, it is likely that the present management and stockholder of the Company will no longer be in control of the Company. In addition, it is likely that the officer and director of the Company will, as part of the terms of the business combination, resign and be replaced by one or more new officers and directors.

There can be no assurance that we will be successful in this endeavor.

Company Facilities

The Company maintains an office at 3330 South Federal Highway, Suite 220, Boynton Beach, Florida

Results of Operations

During the three and nine months for the period ending September 30, 2013, the Company had loss of \$3,868 and \$12,795 compared to a loss of \$18,400 and \$28,870 in the same periods in 2012. The smaller loss was due to lower cost of accounting and filing fees plus no office expenses in 2013 over the same period in 2012. Other than these expenses to execute our business plan, no other additional expenses were incurred in the three and nine months ended September 30, 2013.

Since inception the Company incorporated, hired the attorney, and hired the auditor for the preparation of the registration statement and prepared an internal business plan. Loss since inception is \$114,247, all of which is for legal fees, audit fees, filing fees and general office costs. At inception, the Company sold 10,000,000 common shares to its officer and sole director for \$100. On December 20, 2010, a public offering was completed selling 1,500,000 shares of common stock at \$0.05 per share for total proceeds of \$75,000.

Liquidity and capital resources

The Company has yet to generate any revenues from business operations. The Company issued 10,000,000 shares of common stock through an exemption from registration contained in Section 4(2) of the Securities Act of 1933. This was accounted for as a sale of common stock. On December 20, 2010, the Company sold 1,500,000 common shares through a public offering and raised \$75,000.

As of September 30, 2013, there were no assets and \$37,828 of liabilities in the Company. Net cash used in operating activities was \$0 for the nine months ended September 30, 2013 compared to \$30,439 for the same period in 2012. Net cash used from inception to September 30, 2013 was \$110,060.

Net cash provided from financing activities was \$0 for the nine months ended September 30, 2013 compared to \$18,400 in the same period in 2012. From inception through September 30, 2013 net cash provided by financing activities was \$93,475.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

We are a smaller reporting company as defined by Rule 12b-2 of the Securities Exchange Act of 1934 and are not required to provide the information under this item.

ITEM 4. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

At the present time we only have one professional person on our accounting staff. While we believe that at present this is adequate support to professionally and accurately respond to our accounting needs, due to the requirements of COSO which sets standards for accounting and reporting by all companies, we must deem our controls less than adequate. COSO requires, among other things that there is redundancy and review on an internal basis to satisfy minimal standards. While we will soon be able to hire additional staff to satisfy these issues, at this time we are not in the position to do so. Based on an evaluation as of the end of the quarter ended September 30, 2013 we file or submit under the Exchange Act are recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms and in providing reasonable assurance that information required to be disclosed by the Company in such reports is accumulated and communicated to the Company's management, specifically the Chief Executive Officer and Chief Financial Officer and board, as appropriate to allow timely decisions regarding required disclosures.

As required by SEC Rule 15d-15(b), our Chief Executive Officer and Chief Financial Officer carried out an evaluation, under the supervision and with the participation of our management, of the effectiveness of the design and operation of our disclosure controls and procedures pursuant to Exchange Act Rule 15d-14 as of September 30, 2013. Based on the foregoing evaluation, our Chief Executive Officer and Chief Financial Officer have concluded and determined that our internal controls over financial reporting, and therefore our disclosure controls and procedures, are ineffective in timely alerting them to material information required to be included in our periodic SEC filings and does not ensure that information required to be disclosed in our periodic SEC filings is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, to allow timely decisions regarding required disclosures.

In order to remediate these material weaknesses management plans to retain accounting and financial consultants and hire additional accounting staff later in 2013 to assist in the design and implementation of processes and controls to ensure that (a) all material transactions are properly recorded, reviewed and approved; (b) all significant accounts are reconciled on a timely basis; (c) duties are properly segregated; and, (d) complex accounting issues are properly evaluated and accounted for in accordance with GAAP.

PART II – OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

NONE

ITEM 1A. RISK FACTORS

We are a smaller reporting company as defined by Rule 12b-2 of the Securities Exchange Act of 1934 and are not required to provide the information under this item.

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

NONE

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

NONE

ITEM 4. MINE SAFETY DISCLOSURE

NOT APPLICABLE.

ITEM 5. OTHER INFORMATION

On October 1, 2013 the Company filed an information statement to inform the shareholders a change in the majority of the Board without the vote of the shareholders t will occur in connection with a share exchange transaction pursuant to a letter of intent entered into on July 12, 2013 with Banjo & Matilda Pty Ltd, an Australian corporation (“Banjo & Matilda”). The Company will acquire all of the issued and outstanding shares of Banjo & Matilda from its shareholders in exchange for the issuance to the Banjo & Matilda shareholders of 18,505,539 shares of the Company’s common stock. As a condition to the closing the share exchange, the Company is required to declare and pay a stock dividend of four shares of common stock for every one share of common stock owned by stockholders of record at the close of business on October 3, 2013. The stock dividend will increase the number of issued and outstanding shares from 11,500,000 shares to 57,500,000 shares. The Company’s majority shareholder, Bradley Miller, has agreed to contribute to capital of the Company, prior to the closing of the share exchange, his 49,569,055 shares of the Company’s common stock. As a result, after the closing of the share exchange the Company will have 26,436,484 shares issued and outstanding. As of September 30, 2013 and the date of filing, the transaction had not closed.

ITEM 6. EXHIBITS

The following is a complete list of exhibits filed as part of this Form 10Q. Exhibit number corresponds to the numbers in the Exhibit table of Item 601 of Regulation S-K.

Number	Description	
31.1	Certification of Principal Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act	Filed Herewith
31.2	Certification of Principal Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act	Filed Herewith
32	Certification of Principal Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act	Filed Herewith
101.INS	XBRL Instance Document	*
101.SCH	XBRL Schema Document	*
101.CAL	XBRL Calculation Linkbase Document	*
101.DEF	XBRL Definition Linkbase Document	*
101.LAB	XBRL Label Linkbase Document	*
101.PRE	XBRL Presentation Linkbase Document	*

* To be furnished by amendment per Temporary Hardship Exemption under Regulation S-T.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Company has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

BANJO & MATILDA, INC.

Dated: November 13, 2013

By: /s/ Jared Robinson

Name Jared Robinson

Title: CEO /Chief Financial Officer

CERTIFICATION

**PURSUANT TO RULE 13a-14 AND 15d-14
UNDER THE SECURITIES EXCHANGE ACT OF 1934, AS AMENDED**

I, Jared Robinson, certify that:

1. I have reviewed this quarter report on Form 10-Q of Banjo & Matilda, Inc.:
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the Company as of, and for, the periods presented in this report;
4. The Company's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15 (e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the Company and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the Company, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the Company's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the Company's internal control over financial reporting that occurred during the Company's most recent fiscal quarter (the Company's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting; and
5. The Company's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the Company's auditors and the audit committee of the Company's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Company's ability to record, process, summarize, and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the Company's internal control over financial reporting.

Date: November 13, 2013

By: /s/ Jared Robinson

Jared Robinson
Principal Executive Officer

CERTIFICATION

**PURSUANT TO RULE 13a-14 AND 15d-14
UNDER THE SECURITIES EXCHANGE ACT OF 1934, AS AMENDED**

I, Jared Robinson, certify that:

1. I have reviewed this quarter report on Form 10-Q of Banjo & Matilda, Inc.:
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the Company as of, and for, the periods presented in this report;
4. The Company's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15 (e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the Company and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the Company, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the Company's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the Company's internal control over financial reporting that occurred during the Company's most recent fiscal quarter (the Company's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting; and
5. The Company's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the Company's auditors and the audit committee of the Company's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Company's ability to record, process, summarize, and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the Company's internal control over financial reporting.

Date: November 13, 2013

By: /s/ Jared Robinson

Jared Robinson
Principal Financial Officer

EXHIBIT 32

**CERTIFICATIONS PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002
(18 U.S.C. SECTION 1350)**

In connection with the Quarter Report of Banjo & Matilda, Inc. on Form 10-Q for the quarter ended September 30, 2013 as filed with the Securities and Exchange Commission (the "Report") Jared Robinson, Chief Executive Officer and Chief Financial Officer of the Company, does hereby certify, pursuant to §906 of the Sarbanes-Oxley Act of 2002 (18 U.S.C. §1350), that to his knowledge:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operation of the Company.

Date: November 13, 2013

By: /s/ Jared Robinson

Jared Robinson

Principal Executive Officer and Principal Financial Officer

This certification accompanies the Report pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 and shall not, except to the extent required by the Sarbanes-Oxley Act of 2002, be deemed filed by the Company for purposes of Section 18 of the Securities Exchange Act of 1934, as amended.