BIOADAPTIVES, INC.
CONSOLIDATED BALANCE SHEETS
(Unaudited)

	September 30, 2018	December 31, 2017
ASSETS		
Current Assets:		
Cash	$ 90,729	$ 360
Marketable securities	3,183	3,203
Prepaid expense and other current assets	21,681	-
Total Current Assets	115,593	3,563
TOTAL ASSETS	**$** 115,593	$ 3,563
LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)		
Current Liabilities:		
Accounts payable and accrued liabilities	17,407	58
Derivative liabilities	566,066	-
Total Current Liabilities	583,473	58
Convertible notes - net of discount of $228,281	52,719	-
Total Liabilities	636,192	58
Stockholders' Equity (Deficit):		
Preferred stock, ($.0001 par value, 5,000,000 shares authorized; none issued and outstanding.)	-	-
Common stock ($.0001 par value, 100,000,000 shares authorized; 17,557,264 and 15,578,262 shares issued and outstanding as of September 30, 2018 and December 31, 2017, respectively)	1,757	1,559
Additional paid-in capital	3,629,443	3,115,273
Accumulated other comprehensive loss	(58,356)	(58,336)
Accumulated deficit	(4,093,443)	(3,054,991)
Total Stockholders' Equity (Deficit)	(520,599)	3,505
TOTAL LIABILITIES AND STOCKHOLDERS' (EQUITY) DEFICIT	$ 115,593	$ 3,563

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

BIOADAPTIVES, INC.
CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE INCOME (LOSS)
(Unaudited)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2018	**2017**	**2018**	**2017**
Revenues	$ -	$ -	$ -	$ -
Operating Expenses				
General and administrative	66,465	5,373	135,236	14,731
Professional fees	61,534	-	165,094	218
Stock based compensation	85,270	-	179,785	5,182
Total Operating Expenses	213,269	5,373	480,115	20,131
Other Expense				
Interest expense	(159,373)	-	(182,438)	-
Change in fair value of derivative liabilities	(261,381)	-	(407,899)	-
Total Other Expense	(420,754)	-	(590,337)	-
Loss from continuing operation	(634,023)	(5,373)	(1,070,452)	(20,131)
Gain from discontinued operations	-	862	32,000	1,917
Net Loss	$ (634,023)	$ (4,511)	$ (1,038,452)	$ (18,214)
Other Comprehensive Income (Loss), net of tax				
Unrealized gain (loss) on marketable securities	(1,174)	211	(20)	(1,227)
Other Comprehensive Income (Loss)	(1,174)	211	(20)	(1,227)
Comprehensive Loss	(635,197)	(4,300)	(1,038,472)	(19,441)
Net Loss Per Common Share: Basic and Diluted	$ (0.04)	$ (0.00)	$ (0.06)	$ (0.00)
Net Loss from Continuing Operation Per Common Share: Basic and Diluted	$ (0.04)	$ (0.00)	$ (0.06)	$ (0.00)
Net Income from Discontinued Operations Per Common Share: Basic and Diluted	$ -	$ 0.00	$ 0.00	$ 0.00
Weighted Average Number of Common Shares Outstanding: Basic and Diluted	16,559,369	14,180,456	16,546,262	14,180,456

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

BIOADAPTIVES, INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited)

	Nine Months Ended September 30, 2018	2017
CASH FLOWS FROM OPERATING ACTIVITIES		
Net loss	$ (1,038,452)	$ (18,214)
Adjustments to reconcile net loss to net cash used in operating activities:		
Stock-based compensation	44,095	-
Stock-based compensation - related party	83,325	5,182
Warrants issued for service	52,365	-
Change in fair value of derivative liabilities	407,899	-
Gain from discontinued operations	(32,000)	-
Amortization of debt discount	147,719	-
Changes in operating assets and liabilities:		
Inventory	-	1,006
Prepaid expense and other current assets	(21,681)	-
Accounts payable and accrued liabilities	39,099	(2,542)
Accrued liabilities – related party	-	9,000
Net Cash Used in Operating Activities	(317,631)	(5,568)
CASH FLOWS FROM INVESTING ACTIVITIES		
Sales of assets	32,000	-
Net cash used in Investing Activities	32,000	-
CASH FLOWS FROM FINANCING ACTIVITIES		
Advances from related party	-	500
Payment on advances from related party	-	(6,561)
Proceeds from Convertible notes	376,000	-
Net Cash Provided By (Used In) Financing Activities	376,000	(6,061)
Net change in cash	90,369	(11,629)
Cash at beginning of period	360	7,635
Cash at end of period	$ 90,729	$ (3,994)
SUPPLEMENTAL CASH FLOW INFORMATION:		
Cash paid for income taxes	$ 12,739	$ -
Cash paid for interest	$ -	$ -
NON-CASH INVESTING AND FINANCING ACTIVITIES		
Derivative liability recognized as debt discount	$ 355,489	$ -
Unrealized (gain) loss on investments in marketable securities	$ 20	$ 1,438
Common stock issued in conjunction with convertible notes	$ 20,511	$ -
Issuance of common stock for conversion of debt and accrued interest	$ 116,750	$ -
Resolution of derivative liability upon conversion of debt	$ 239,518	$ -
Reclassification of derivative liability from additional paid in capital due to tainted instruments	$ 42,196	$ -

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

BioAdaptives, Inc.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
For the Nine Months Ended September 30, 2018
(Unaudited)

1. DESCRIPTION OF BUSINESS AND HISTORY

Description of business

BioAdaptives, Inc. (formerly known as APEX 8 Inc.) ("BioAdaptives"," Company") was incorporated under the laws of the State of Delaware on April 19, 2013. BioAdaptives is a research, development, and educational company. Our current focus is on products and strategies that improve health and wellness. These products include dietary supplements, specialty food items, and proprietary methods of optimizing the bioelectromagnetic availability of foods and beverages. Our base of intellectual property and products, which are patent pending solutions in the form of devices and nutraceuticals, are designed to aid in cognition, focus, fatigue reduction, increased testosterone, improved overall emotional and physical wellness, healing, and anti-aging.

The Company's strategy is to develop a position as a leader in supplying science-based quality nutraceutical products to an aging population within developed countries such as the United States, Canada, APAC countries, such as China, Japan, Korea, Singapore, Taiwan, Australia and New Zealand, as well as both Western and Eastern Europe, while continuing to create new innovative, health inspired products to start generating growth in sales and profitability. Some of the products have proven to be as effective or even more effective on horses and dogs than on humans and this has caused the Company to expand the target market to include dogs and horses.

Since 2014, BioAdaptives®, has been engaged in the research of primitive cells, including stem cells and their derivatives and natural ingredients which may encourage its proliferation. Such studies were conducted both on human and animals, in particular, canine and equine. The results have been encouraging. More in depth studies on this and other wellness aspects such as anti-aging and sports performance are scheduled.

Basis of presentation – The consolidated financial statements and related disclosures have been prepared by management and are unaudited. The unaudited consolidated financial statements have been prepared using the accrual basis of accounting in accordance with Generally Accepted Accounting Principles ("GAAP") of the United States.

2. SUMMARY OF SIGNIFICANT POLICIES

Investment Securities

Equity securities are classified as available for sale and are stated at fair value with unrealized gains and losses excluded from earnings and reported in other comprehensive income, net of tax. All available for sale securities are classified as current assets as they are available to support the Company's current operating needs in the next 12 months. Realized gains and losses on the sale of investment securities are recognized at the settlement date using the specific identification method and are included in the statements of operations.

In accordance with Accounting Standards Codification ("ASC") 320-10, "Investments-Debt and Equity Securities," the Company evaluates its securities portfolio for other-than-temporary impairment ("OTTI") throughout the year. Each investment that has a fair value less than the book value is reviewed on a quarterly basis by management. Management considers at a minimum the following factors that, both individually or in combination, could indicate that the decline is other-than-temporary: (a) the Company has the intent to sell the security; (b) it is more likely than not that it will be required to sell the security before recovery; and (c) the Company does not expect to recover the entire amortized cost basis of the security. Among the factors that are considered in determining intent is a review of capital adequacy, interest rate risk profile and liquidity at the Company. An impairment charge is recorded against individual securities if the review described above concludes that the decline in value is other-than-temporary.

Fair value of financial instruments

As required by the Fair Value Measurements and Disclosures Topic of FASB ASC 820-10 ("ASC 820-10"), fair value is measured based on a three-tier fair value hierarchy, which prioritizes the inputs used in measuring fair value as follows: (Level 1) observable inputs such as quoted prices in active markets; (Level 2) inputs, other than the quoted prices in active markets, that are observable either directly or indirectly; and (Level 3) unobservable inputs in which there is little or no market data, which require the reporting entity to develop its own assumptions.. The three levels of the fair value hierarchy are as follows:

Level 1 Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities;

Level 2 Quoted prices in markets that are not active, or inputs that are observable, either directly or indirectly, for substantially the full term of the asset or liability;

Level 3 Prices or valuation techniques that require inputs that are both significant to the fair value measurement and unobservable (supported by little or no market activity).

Pursuant to ASC 825, Financial Instruments, the fair value of marketable securities is determined based on "Level 1" inputs, which consist of quoted prices in active markets for identical assets , and the fair value of derivative liabilities is determined based on "Level 3" inputs. The Company believes that the recorded values of cash, marketable securities and, accounts payable and derivative liabilities, approximate their current fair values because of their nature and respective relatively short maturity dates or durations.

Assets and liabilities measured at fair value on a recurring basis were presented on the Company's balance sheet as of September 30, 2018.

Fair Value Measurements as of September 30, 2018 Using:

	Total Carrying Value as of September 30, 2018	Quoted Market Prices in Active Markets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Assets:				
Equity Securities	$ 3,183	$ 3,183	$ -	$ -
Liabilities				
Derivative liabilities	$ 566,066	$ -	$ -	$ 566,066

Equity securities at September 30, 2018, were comprised of 105,736 shares of common stock of Hemp, Inc. (HEMP.PK) recorded at fair value of $3,183 ($0.0301 per share).

3. GOING CONCERN

The accompanying consolidated financial statements have been prepared on a going concern basis, which contemplates the realization of assets and the satisfaction of liabilities in the normal course of business. The Company has incurred losses since inception and had an accumulated deficit of $4,093,443 as of September 30, 2018. The Company requires capital for its contemplated operational and marketing activities. The Company's ability to raise additional capital through the future issuances of common stock is unknown. The obtainment of additional financing, the successful development of the Company's contemplated plan of operations, and its transition, ultimately, to the attainment of profitable operations are necessary for the Company to continue operations. The ability to successfully resolve these factors raise substantial doubt about the Company's ability to continue as a going concern. The consolidated financial statements of the Company do not include any adjustments that may result from the outcome of these aforementioned uncertainties.

In order to mitigate the risk related with this uncertainty, the Company plans to issue additional shares of common stock for cash and services during the next 12 months.

4. PREPAID EXPENSE AND OTHER CURRENT ASSETS

Prepaid expenses and other current assets at September 30, 2018 and December 31, 2017 consists of the following:

	September 30, 2018		December 31, 2017	
Prepaid rent	$	2,300	$	-
Other receivable		19,381		
	$	21,681	$	-

5. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

Accounts payable and accrued liabilities at September 30, 2018 and December 31, 2017 consists of the following;

	September 30, 2018		December 31, 2017	
Accounts payable	$	15,035	$	58
Accrued interest		230		-
Accrued liabilities		2,142		-
	$	17,407	$	58

6. CONVETIBLE NOTES

Convertible notes at September 30, 2018 and December 31, 2017 consists of the following:

	September 30, 2018		December 31, 2017	
Convertible Notes - originated in April 2018	$	95,000	$	-
Convertible Notes - originated in June 2018		186,000		-
Total convertible notes payable		281,000		-
Less: Unamortized debt discount		(228,281)		-
Total convertible notes		52,719		-
Less: current portion of convertible notes		-		-
Long-term convertible notes	$	52,719	$	-

The Company recognized amortization expense related to the debt discount of $147,719 and $0 for the nine months ended September 30, 2018 and 2017, respectively, which is included in interest expense in the statements of operation.

For the nine ended September 30, 2018 and 2017, the interest expense on convertible notes was $34,491 and $0, respectively. As of September 30, 2018, and December 31, 2017, the accrued interest was $228 and $0, respectively.

Convertible Notes – Issued during the nine months ended September 30, 2018

During the nine months ended September 30, 2018, the Company issued a total principal amount of $376,000 convertible notes for cash proceeds of $376,000. The convertible notes were also provided with a total of 97,000 common shares valued at $20,511. The terms of convertible notes are summarized as follows:

- Term two years;
- Annual interest rates 12%;
- Convertible at the option of the holders at any time
- Conversion prices are based on 50% discount to market value for the common stock based on a 4-week weekly average of the closing price.

7. DERIVATIVE LIABILITIES

The Company analyzed the conversion option for derivative accounting consideration under ASC 815, Derivatives and Hedging, and hedging, and determined that the instrument should be classified as a liability since the conversion option becomes effective at issuance resulting in there being no explicit limit to the number of shares to be delivered upon settlement of the above conversion options. The Company accounts for warrants as a derivative liability due to there being no explicit limit to the number of shares to be delivered upon settlement of all conversion options.

Fair Value Assumptions Used in Accounting for Derivative Liabilities.

ASC 815 requires we assess the fair market value of derivative liability at the end of each reporting period and recognize any change in the fair market value as other income or expense item.

The Company determined our derivative liabilities to be a Level 3 fair value measurement and used the Black-Scholes pricing model to calculate the fair value as of September 30, 2018. The Black-Scholes model requires six basic data inputs: the exercise or strike price, time to expiration, the risk free interest rate, the current stock price, the estimated volatility of the stock price in the future, and the dividend rate. Changes to these inputs could produce a significantly higher or lower fair value measurement. The fair value of each convertible note is estimated using the Black-Scholes valuation model.

For the nine months ended September 30, 2018, the estimated fair values of the liabilities measured on a recurring basis are as follows:

	September 30, 2018
Expected term	1.52 - 2.01 years
Expected average volatility	267% - 301%
Expected dividend yield	-
Risk-free interest rate	2.27% - 2.81%

The following table summarizes the changes in the derivative liabilities during the nine months ended September 30, 2018:

Balance - December 31, 2017	$	-
Addition of new derivatives recognized as debt discounts		355,489
Addition of new derivatives recognized as loss on derivatives		404,339
Settled on issuance of common stock		(239,518)
Reclassification from APIC to derivative due to tainted instruments		42,196
Gain on change in fair value of the derivative		3,560
Balance - September 30, 2018	$	566,066

The aggregate loss on derivatives during the nine months ended September 30, 2018 and 2017 was as follows;

	Nine Months Ended September 30,	
	2018	2017

Day one loss due to derivative liabilities on convertible notes	$	404,339	$	-
Loss on change in fair value of the derivative liabilities		3,560		-
Loss on change in the fair value of derivative liabilities	$	407,899	$	-

8. STOCKHOLDERS' EQUITY

Preferred Stock – The Company is authorized to issue 5,000,000 shares of $.0001 par value preferred stock. As of September 30, 2018, and December 31, 2017, no shares of preferred stock had been issued.

Common Stock – The Company is authorized to issue 100,000,000 shares of $.0001 par value common stock.

During the nine months ended September 30, 2018, the Company issued common stock as follows,

- 1,250,000 shares to unrelated party for a subscription receivable of $100,000. On June 30, 2018, the issuance of 1,250,000 shares was cancelled.
- 97,000 shares of common stock, with a value of $20,511, as additional consideration for the issuance of convertible notes (see Note 6)
- 231,975 shares of common stock valued at $44,095 for consulting service
- 450,000 shares of common stock valued at $83,325 based on an employment agreement

As of September 30, 2018, and December 31, 2017, there were 17,557,264 and 15,578,262 shares of the Company's common stock issued and outstanding.

Warrant

During the nine months ended September 30, 2018, the Company entered into an agreement with consultant to provide the Company with consulting services in exchange for 2-year warrant to purchase 200,000 shares of common stock with an exercise price of $0.1 per share. The Company recognized warrant of $52,365 as additional paid-in capital.

The fair value of warrant on the date of grant is estimated using the Black Scholes option valuation model. The following assumptions were used for warrant granted during the nine months ended September 30, 2018:

	Nine months ended September 30, 2018
Expected term	1.47 - 2.00 years
Expected average volatility	265% - 287%
Expected dividend yield	-
Risk-free interest rate	2.30% - 2.52%

The following table summarizes information relating to outstanding and exercisable stock options as of September 30, 2018:

Warrants Outstanding			Warrants Exercisable	
Number of Shares	Contractual life (in years)	Exercise Price	Number of Shares	Exercise Price
200,000	1.47	$ 0.10	200,000	$ 0.10

9. DISCONTINUED OPERATIONS

During the nine months ended September 30, 2018, the Company sold all rights to the Excel Dogtreat trade mark, research and videos to Ferris Holding, Inc for $32,000 and recorded a gain on the sale of $32,000. The sales of all rights qualified as a discontinued operation of the Company and accordingly, the Company has excluded results of the operations from its Consolidated Statements of Operations to present this business in discontinued operations.

The following table shows the results of operations which are included in the gain from discontinued operations:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2018	2017	2018	2017
Revenues	$ -	$ 1,674	$ -	$ 3,735
Cost of revenue	-	812	-	1,818
Gross Profit	-	862	-	1,917
Gain on sale of assets	-	-	32,000	-
Gain on discontinued operations	$ -	$ 862	$ 32,000	$ 1,917

10. SUBSEQUENT EVENTS

Subsequent to September 30, 2018, 270,880 shares of common stock were issued for the conversion of debt and accrued interest of $24,000.

Subsequent to September 30, 2018, the Company issued convertible notes in the principal amount of $50,000 with 10,000 shares of common stock for cash proceeds of $50,000.