

**Disclosure Statement Pursuant to the Pink Basic Disclosure
Guidelines**

BIOADAPTIVES, INC

A Delaware State Corporation

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info@bioadaptives.com

SIC Code: 6770 Blank Check

Annual Report

For the Period Ending: December 31st. 2018

(the "Reporting Period")

As of December 31st 2018, the number of shares outstanding of our Common Stock was:

18,196,169

As of September 30th. 2018, the number of shares outstanding of our Common Stock was:

16,464,546

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

Yes:

No: (Double-click and select "Default Value" to check)

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

Yes:

No:

Indicate by check mark whether a Change in Control¹ of the company has occurred over this reporting period:

Yes:

No:

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

In answering this item, please also provide any names used by predecessor entities in the past five years and the dates of the name changes.

BioAdaptives, Inc (formerly known as APEX 8 Inc)

Date and state (or jurisdiction) of incorporation (also describe any changes to incorporation since inception, if applicable) Please also include the issuer's current standing in its state of incorporation (e.g. active, default, inactive):

The Company was incorporated on April 19, 2013 as Apex 8 in the State of Delaware. On September 25, 2013, the Registrant filed a Certificate of Amendment to the Articles of Incorporation with the Secretary of State of the State of Delaware to change the name of the Registrant to BioAdaptives, Inc. current state in Delaware is Active

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

Yes: No:

2) Security Information

Trading symbol:	<u>BDPT</u>	
Exact title and class of securities outstanding:	<u>Common</u>	
CUSIP:	<u>09072U107</u>	
Par or stated value:	<u>0.0001</u>	
Total shares authorized:	<u>100 million</u>	as of date: <u>12/31/2018</u>
Total shares outstanding:	<u>18,196,169</u>	as of date: <u>12/31/2018</u>
Number of shares in the Public Float ² :	<u>2,146,229</u>	as of date: <u>12/31/2018</u>
Total number of shareholders of record:	<u>185</u>	as of date: <u>12/31/2018</u>

Transfer Agent

Name: Madison Stock Transfer Inc
Phone: +1 718-627-4453
Email: info@madisonstocktransfer.com

Is the Transfer Agent registered under the Exchange Act?³ Yes: No:

Describe any trading suspension orders issued by the SEC concerning the issuer or its predecessors:

None

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

None

3) Issuance History

² "Public Float" shall mean the total number of unrestricted shares not held directly or indirectly by an officer, director, any person who is the beneficial owner of more than 10 percent of the total shares outstanding (a "control person"), or any affiliates thereof, or any immediate family members of officers, directors and control persons.

³ To be included in the Pink Current Information tier, the transfer agent must be registered under the Exchange Act.

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

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

A. Changes to the Number of Outstanding Shares

Check this box to indicate there were no changes to the number of outstanding shares within the past two completed fiscal years and any subsequent periods:

Number of Shares outstanding as of January 1, 2017	Opening Balance:		*Right-click the rows below and select "Insert" to add rows as needed.						
	Common: 14180456	Preferred:0							
Date of Transaction	Transaction type (e.g. new issuance, cancellation, shares returned to treasury)	Number of Shares Issued (or cancelled)	Class of Securities	Value of shares issued (\$/per share) at Issuance	Were the shares issued at a discount to market price at the time of issuance ? (Yes/No)	Individual/ Entity Shares were issued to (entities must have individual with voting / investment control disclosed).	Reason for share issuance (e.g. for cash or debt conversion) OR Nature of Services Provided (if applicable)	Restricted or Unrestricted as of this filing?	Exemption or Registration Type?
<u>November 10, 2017</u>	<u>New</u>	<u>1197806</u>	<u>common</u>	<u>\$203627 (\$0.1699/ per share)</u>	<u>NO</u>	<u>Ferris Holding, Inc (Barry Epling)</u>	<u>Settlement of debt</u>	<u>Restricted</u>	<u>Exemption</u>
<u>November 10, 2017</u>	<u>New</u>	<u>150000</u>	<u>common</u>	<u>\$25500 (\$0.17/per share)</u>	<u>NO</u>	<u>Bruce Colclasure</u>	<u>Consulting services</u>	<u>Restricted</u>	<u>Exemption</u>
<u>November 10, 2017</u>	<u>New</u>	<u>50000</u>	<u>common</u>	<u>\$8500 (\$0.17/per share)</u>	<u>NO</u>	<u>Christopher Tinney</u>	<u>Consulting Services</u>	<u>Restricted</u>	<u>Exempted</u>
<u>March 7, 2018</u>	<u>New</u>	<u>1250000</u>	<u>Common</u>	<u>\$100000 (\$0.08/per share)</u>	<u>YES</u>	<u>Kingsgate Management (Lisa Averbuch)</u>	<u>For cash</u>	<u>Restricted</u>	<u>Exempted</u>
<u>July 2, 2018</u>	<u>Cancellation</u>	<u>1250000</u>	<u>Common</u>	<u>\$100000 (0.08 per share)</u>	<u>YES</u>	<u>Kingsgate Management (Lisa Averbuch)</u>	<u>Failure to pay</u>	<u>Restricted</u>	<u>Exempted</u>
<u>August 6, 2018</u>	<u>New</u>	<u>250000</u>	<u>Common</u>	<u>\$46291.6 (0.1851 per share)</u>	<u>NO</u>	<u>James Rouse</u>	<u>Employment agreement</u>	<u>Restricted</u>	<u>Exempted</u>
<u>August 6 2018</u>	<u>New</u>	<u>100000</u>	<u>Common</u>	<u>\$18516.6 (0.1851 per share)</u>	<u>NO</u>	<u>Edward E. Jacobs Jr</u>	<u>Employment Agreement</u>	<u>Restricted</u>	<u>Exempted</u>
<u>August 6 2018</u>	<u>New</u>	<u>100000</u>	<u>Common</u>	<u>\$18516.6(\$0.1851 per share)</u>	<u>NO</u>	<u>Debra Rouse</u>	<u>Employment Agreement</u>	<u>Restricted</u>	<u>Exempted</u>

<u>August 6 2018</u>	<u>New</u>	<u>50000</u>	<u>Common</u>	<u>\$9023.75</u> <u>(0.1851</u> <u>per share)</u>	<u>NO</u>	<u>Hotei Worldwide</u> <u>(Christopher</u> <u>Tinney)</u>	<u>IR services</u>	<u>Restricted</u>	<u>Exempted</u>
<u>August 6 2018</u>	<u>New</u>	<u>4000</u>	<u>Common</u>	<u>\$845.80</u> <u>(0.2114</u> <u>per share)</u>	<u>NO</u>	<u>Yuqi Wang</u>	<u>Consideration for</u> <u>convertible</u> <u>debenture</u> <u>subscription</u>	<u>Restricted</u>	<u>Exempted</u>
<u>August 6 2018</u>	<u>New</u>	<u>5000</u>	<u>Common</u>	<u>\$1057.25</u> <u>(0.2114</u> <u>per share)</u>	<u>NO</u>	<u>Xiao Kui Ma</u>	<u>Consideration for</u> <u>convertible</u> <u>debenture</u> <u>subscription</u>	<u>Restricted</u>	<u>Exempted</u>
<u>August 6 2018</u>	<u>New</u>	<u>5000</u>	<u>Common</u>	<u>\$1057.25</u> <u>(0.2114</u> <u>per share)</u>	<u>NO</u>	<u>Yan Sun</u>	<u>Consideration for</u> <u>convertible</u> <u>debenture</u> <u>subscription</u>	<u>Restricted</u>	<u>Exemption</u>
<u>August 6,2018</u>	<u>New</u>	<u>25000</u>	<u>Common</u>	<u>\$5286.25</u> <u>(0.2114</u> <u>per share)</u>	<u>NO</u>	<u>Fei & Scott</u> <u>Havenor</u>	<u>Consideration for</u> <u>convertible</u> <u>debenture</u> <u>subscription</u>	<u>Restricted</u>	<u>Exempted</u>
<u>August 24, 2018</u>	<u>New</u>	<u>5000</u>	<u>Common</u>	<u>\$1057.25</u> <u>(\$0.2114</u> <u>per share)</u>	<u>NO</u>	<u>Yun Yue</u> <u>Traditional IRA</u> <u>(Yun Yue</u> <u>beneficiary)</u>	<u>Consideration for</u> <u>convertible</u> <u>debenture</u> <u>subscription</u>	<u>Restricted</u>	<u>Exempted</u>
<u>August 24, 2018</u>	<u>New</u>	<u>12000</u>	<u>Common</u>	<u>\$2537.4</u> <u>(\$0.2114</u> <u>per share)</u>	<u>NO</u>	<u>2016 Tina</u> <u>Tianxin Liang</u> <u>Trust</u>	<u>Consideration for</u> <u>convertible</u> <u>debenture</u> <u>subscription</u>	<u>Restricted</u>	<u>Exempted</u>
<u>August 24, 2018</u>	<u>New</u>	<u>12000</u>	<u>Common</u>	<u>\$2537.4</u> <u>(\$0.2114</u> <u>per share)</u>	<u>NO</u>	<u>Stephanie Hui</u> <u>Qing Shao</u>	<u>Consideration for</u> <u>convertible</u> <u>debenture</u> <u>subscription</u>	<u>Restricted</u>	<u>Exempted</u>
<u>August 24, 2018</u>	<u>New</u>	<u>4000</u>	<u>Common</u>	<u>\$845.80</u> <u>(0.2114</u> <u>per share)</u>	<u>NO</u>	<u>Xiao Yun Pan</u>	<u>Consideration for</u> <u>convertible</u> <u>debenture</u> <u>subscription</u>	<u>Restricted</u>	<u>Exempted</u>
<u>August 24, 2018</u>	<u>New</u>	<u>12000</u>	<u>Common</u>	<u>\$2537.4</u> <u>(\$0.2114</u> <u>per share)</u>	<u>NO</u>	<u>Kim Hock Tham</u> <u>& Piak Yok Tan</u> <u>Trust</u>	<u>Consideration for</u> <u>convertible</u> <u>debenture</u> <u>subscription</u>	<u>Restricted</u>	<u>Exempted</u>
<u>August 24, 2018</u>	<u>New</u>	<u>4000</u>	<u>Common</u>	<u>\$845.80</u> <u>(0.2114</u> <u>per share)</u>	<u>NO</u>	<u>Ang Li</u>	<u>Consideration for</u> <u>convertible</u> <u>debenture</u> <u>subscription</u>	<u>Restricted</u>	<u>Exempted</u>
<u>August 31 2018</u>	<u>New</u>	<u>294284</u>	<u>Common</u>	<u>\$30270.0</u> <u>5 (0.1028</u> <u>per share)</u>	<u>YES</u>	<u>Yan Sun</u>	<u>Conversion</u> <u>note</u>	<u>Restricted</u>	<u>Exempted</u>
<u>September 4</u> <u>2018</u>	<u>New</u>	<u>5000</u>	<u>Common</u>	<u>\$1057.25</u> <u>(0.2114</u> <u>per share)</u>	<u>NO</u>	<u>Hong Yu</u>	<u>Consideration for</u> <u>convertible</u> <u>debenture</u> <u>subscription</u>	<u>Restricted</u>	<u>Exempted</u>
<u>October 24 2018</u>	<u>New</u>	<u>100000</u>	<u>Common</u>	<u>\$18340</u> <u>(0.1834</u> <u>per share)</u>	<u>NO</u>	<u>Christopher G.</u> <u>Hall</u>	<u>Advisory Board</u> <u>services</u>	<u>Restricted</u>	<u>Exempted</u>
<u>October 24 2018</u>	<u>New</u>	<u>150000</u>	<u>Common</u>	<u>\$27510</u> <u>(0.1834</u> <u>per share)</u>	<u>NO</u>	<u>Jun Gu</u>	<u>Advisory Board</u> <u>services</u>	<u>Restricted</u>	<u>Exempted</u>

<u>October 24 2018</u>	<u>New</u>	<u>5000</u>	<u>Common</u>	<u>\$1057.25</u> <u>(0.2114</u> <u>per share)</u>	<u>NO</u>	<u>Xiaonan Chen</u>	<u>Consideration</u> <u>for convertible</u> <u>debenture</u> <u>subscription</u>	<u>Restricted</u>	<u>Exempted</u>
<u>October 24 2018</u>	<u>New</u>	<u>130020</u>	<u>Common</u>	<u>\$12400</u> <u>(0.0953</u> <u>per share)</u>	<u>YES</u>	<u>Yan Sun</u>	<u>Conversion</u> <u>note</u>	<u>Restricted</u>	<u>Exempted</u>
<u>October 24 2018</u>	<u>New</u>	<u>270880</u>	<u>Common</u>	<u>\$26004.4</u> <u>6(0.096</u> <u>per share)</u>	<u>YES</u>	<u>Kim Hock Tham</u> <u>& Piak Yok Tan</u> <u>Trust</u>	<u>Conversion</u> <u>note</u>	<u>Restricted</u>	<u>Exempted</u>
<u>October 24 2018</u>	<u>New</u>	<u>195030</u>	<u>Common</u>	<u>\$18600</u> <u>(00.953</u> <u>per share)</u>	<u>YES</u>	<u>FBO Yun Yue</u> <u>Traditional IRA</u> <u>(Yan Yue</u> <u>beneficiary)</u>	<u>Conversion</u> <u>Note</u>	<u>Restricted</u>	<u>Exempted</u>
<u>October 24 2018</u>	<u>New</u>	<u>455070</u>	<u>Common</u>	<u>\$43686.7</u> <u>2(\$0.96</u> <u>per share)</u>	<u>YES</u>	<u>Xiaonan Chen</u>	<u>Conversion</u> <u>note</u>	<u>Restricted</u>	<u>Exempted</u>
<u>October 24 2018</u>	<u>New</u>	<u>125623</u>	<u>Common</u>	<u>\$12100</u> <u>(\$0.9631p</u> <u>er share)</u>	<u>YES</u>	<u>Yun Yue</u>	<u>Conversion</u> <u>Note</u>	<u>Restricted</u>	<u>Exempted</u>
<u>October 24 2018</u>	<u>New</u>	<u>100000</u>	<u>Common</u>	<u>\$18340</u> <u>(\$0.1834</u> <u>per share)</u>	<u>NO</u>	<u>Vibrant</u> <u>Concepts Inc</u> <u>(David Cook)</u>	<u>Consulting</u> <u>Services</u>	<u>Restricted</u>	<u>Exempted</u>
<u>October 24 2018</u>	<u>New</u>	<u>50000</u>	<u>Common</u>	<u>\$9170</u> <u>(\$0.1834</u> <u>per share)</u>	<u>NO</u>	<u>RowMar</u> <u>Enterprises,</u> <u>LLC (Cody</u> <u>McKinley)</u>	<u>Consulting</u> <u>Services</u>	<u>Restricted</u>	<u>Exempted</u>
<u>October 24 2018</u>	<u>New</u>	<u>50000</u>	<u>Common</u>	<u>\$9170</u> <u>(\$0.1834</u> <u>per share)</u>	<u>NO</u>	<u>Jonathan</u> <u>Bennett</u>	<u>Consulting</u> <u>Services</u>	<u>Restricted</u>	<u>Exempted</u>
<u>October 24 2018</u>	<u>New</u>	<u>100,000</u>	<u>Common</u>	<u>\$18340</u> <u>(0.1834</u> <u>per share)</u>	<u>No</u>	<u>Christopher G</u> <u>Hall</u>	<u>Consulting</u> <u>Services</u>	<u>Restricted</u>	<u>Exempted</u>
Shares Outstanding on <u>December 31</u> <u>2018</u>	<u>Ending Balance:</u> Common: <u>18196169</u> Preferred: <u>0</u>								

Example: A company with a fiscal year end of December 31st, in addressing this item for its quarter ended September 30, 2018, would include any events that resulted in changes to any class of its outstanding shares from the period beginning on January 1, 2016 through September 30, 2018 pursuant to the tabular format above.

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

B. Debt Securities, Including Promissory and Convertible Notes

Use the chart and additional space below to list and describe any issuance of promissory notes, convertible notes or convertible debentures **in the past two completed fiscal years and any subsequent interim period.**

Check this box if there are no outstanding promissory, convertible notes or debt arrangements:

Date of Note Issuance	Outstanding Balance (\$)¹	Principal Amount at Issuance (\$)	Interest Accrued (\$)²	Maturity Date	Conversion Terms (e.g. pricing mechanism for determining conversion of instrument to shares)	Name of Noteholder	Reason for Issuance (e.g. Loan, Services, etc.)
April 5 2018	\$11517.06	\$10000	\$1517.06	April 4 2020	50% of market price based on previous 4 weeks closing price on receipt of conversion request	Kim Hock tham & Piak Yok Tan Trust	Loan
April 6 2018	\$57580	\$50000	\$7580	April 5 2020	50% of market price based on previous 4 weeks closing price on receipt of conversion request	2016 Tina Tianxin Liang Trust	Loan
April 9 2018	\$5465.21	\$5000	\$465.21	April 8 2020	50% of market price based on previous 4 weeks closing price on receipt of conversion request	Ang Li	Loan
April 9 2018	\$5465.21	\$5000	\$465.21	April 8 2020	50% of market price based on previous 4 weeks closing price on receipt of conversion request	Shuang Wang	Loan
April 15 2018	28125.34	\$25000	\$3125.34	April 14 2020	50% of market price based on previous 4 weeks closing price on receipt of conversion request	Hong Yu	Loan
June 1 2018	\$57500	\$50000	\$7500	May 31 2020	50% of market price based on previous 4 weeks closing price on receipt of conversion request	Fei & Scott Havenor	Loan
June 1 2018	\$28750	\$25000	\$3750	May 31 2020	50% of market price based on previous 4 weeks closing price on receipt of conversion request	Xioa Kui Ma	Loan
June 12 2018	\$5870.00	\$5000	\$870.00	June 13 2020	50% of market price based on previous 4 weeks closing price on receipt of conversion request	Xiao Yun Pan	Loan
June 18 2018	\$5870.37	\$5000	\$870.37	June 17 2020	50% of market price based on previous 4 weeks closing price on receipt of conversion request	Ang Li	Loan
June 20 2018	\$58819.68	\$50000	\$8819.68	June 19 2020	50% of market price based on previous 4 weeks closing price on receipt of conversion request	Stephanie Shao	Loan
June 21 2018	\$6062.0	\$6000	\$1062.0	June 20 2020	50% of market price based on previous 4 weeks closing price on receipt of conversion request	LiYing Wang	Loan

<u>June 23, 2018</u>	<u>\$29425.0</u>	<u>\$25000</u>	<u>\$4425.0</u>	<u>June 22 2020</u>	<u>50% of market price based on previous 4 weeks closing price on receipt of conversion request</u>	<u>Yuqi Wang</u>	<u>Loan</u>
<u>October 24 2018</u>	<u>\$60100</u>	<u>\$50000</u>	<u>\$10100</u>	<u>October 23 2020</u>	<u>50% of market price based on previous 4 weeks closing price on receipt of conversion request</u>	<u>Weijia Qi</u>	<u>Loan</u>

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

Note: 1. Amount represents outstanding principal and accrual interest not yet disbursed as of April 1, 2019 to maturity date.

1. Outstanding accrual interest represents interest not yet disbursed as of April 1, 2019 to maturity date

4) Financial Statements

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

U.S. GAAP

IFRS

B. The financial statements for this reporting period were prepared by (name of individual)⁴:

Name: **Pubco Reporting Solutions Inc**

Title: **Accounting Services**

Relationship to Issuer: **Service Provider**

Provide the financial statements described below for the most recent fiscal year or quarter. For the initial disclosure statement (qualifying for Pink Current Information for the first time) please provide reports for the two previous fiscal years and any subsequent interim periods.

- C. Balance sheet;
- D. Statement of income;
- E. Statement of cash flows;
- F. Financial notes; and
- G. Audit letter, if audited

⁴ The financial statements requested pursuant to this item must be prepared in accordance with US GAAP or IFRS by persons with sufficient financial skills.

BIOADAPTIVES, INC.
CONSOLIDATED BALANCE SHEETS

	<u>December 31,</u> <u>2018</u>	<u>December 31,</u> <u>2017</u>
ASSETS		
Current Assets:		
Cash	\$ 56,215	\$ 360
Marketable securities	3,987	3,203
Inventory	49,857	-
Total Current Assets	<u>110,059</u>	<u>3,563</u>
TOTAL ASSETS	\$ <u>110,059</u>	\$ <u>3,563</u>
LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)		
Current Liabilities:		
Accounts payable and accrued liabilities	53,951	58
Derivative liabilities	662,038	-
Total Current Liabilities	<u>715,989</u>	<u>58</u>
Convertible notes - net of discount of \$223,189	87,811	-
Total Liabilities	<u>803,800</u>	<u>58</u>
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; 18,371,671 and 15,578,262 shares issued and outstanding as of December 31, 2018 and 2017, respectively)	1,837	1,559
Additional paid-in capital	3,824,412	3,115,273
Accumulated other comprehensive loss	-	(58,336)
Accumulated deficit	<u>(4,519,990)</u>	<u>(3,054,991)</u>
Total Stockholders' Equity (Deficit)	<u>(693,741)</u>	<u>3,505</u>
TOTAL LIABILITIES AND STOCKHOLDERS' (EQUITY) DEFICIT	\$ <u>110,059</u>	\$ <u>3,563</u>

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

BIOADAPTIVES, INC.
CONSOLIDATED STATEMENTS
OF OPERATIONS AND COMPREHENSIVE LOSS

	Year Ended	
	December 31,	
	2018	2017
Revenues	\$ -	\$ -
Cost of revenue	-	-
Gross Profit	<u>-</u>	<u>-</u>
Operating Expenses		
General and administrative	166,222	58,854
Professional fees	219,034	380
Stock based compensation	272,685	5,182
Total Operating Expenses	<u>657,941</u>	<u>64,416</u>
Other Expense		
Unrealized gain on marketable securities	783	-
Interest expense	(247,885)	-
Change in fair value of derivative liabilities	(501,620)	-
Total Other Expense	<u>(748,722)</u>	<u>-</u>
Loss from continuing operation	(1,406,663)	(64,416)
Gain from discontinued operations	-	1,917
Net Loss	<u>\$ (1,406,663)</u>	<u>\$ (62,499)</u>
Other Comprehensive Income (Loss), net of tax		
Unrealized gain (loss) on marketable securities	-	(1,227)
Other Comprehensive Income (Loss)	<u>-</u>	<u>(1,227)</u>
Comprehensive Loss	<u>(1,406,663)</u>	<u>(63,726)</u>
Net Loss Per Common Share: Basic and Diluted	<u>\$ (0.08)</u>	<u>\$ (0.00)</u>
Net Loss from Continuing Operation Per Common Share: Basic and Diluted	<u>\$ (0.08)</u>	<u>\$ (0.00)</u>
Net Income from Discontinued Operations Per Common Share: Basic and Diluted	<u>\$ -</u>	<u>\$ 0.00</u>
Weighted Average Number of Common Shares Outstanding: Basic and Diluted	<u>16,973,686</u>	<u>14,525,155</u>

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

BIOADAPTIVES, INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS

	Year Ended December 31,	
	2018	2017
CASH FLOWS FROM OPERATING ACTIVITIES		
Net loss	\$ (1,406,663)	\$ (62,499)
Adjustments to reconcile net loss to net cash used in operating activities:		
Stock-based compensation	101,995	34,000
Stock-based compensation - related party	118,325	5,182
Warrants issued for service	52,365	-
Bad debt	19,381	-
Change in fair value of derivative liabilities	501,620	-
Amortization of debt discount	202,811	-
Unrealized gain on investments in marketable securities	(784)	-
Changes in operating assets and liabilities:		
Inventory	(49,857)	1,818
Prepaid expense and other current assets	(19,381)	-
Accounts payable and accrued liabilities	78,043	(2,542)
Accrued liabilities – related party	-	23,501
Net Cash Used in Operating Activities	(402,145)	(540)
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	-	1,500
Payment on advances from related party	-	(8,235)
Proceeds from Convertible notes	426,000	-
Net Cash Provided By (Used In) Financing Activities	426,000	(6,735)
Net change in cash	55,855	(7,275)
Cash at beginning of period	360	7,635
Cash at end of period	\$ 56,215	\$ 360
SUPPLEMENTAL CASH FLOW INFORMATION:		
Cash paid for income taxes	\$ -	\$ -
Cash paid for interest	\$ 12,739	\$ -
NON-CASH INVESTING AND FINANCING ACTIVITIES		
Derivative liability recognized as debt discount	\$ 403,789	\$ -
Unrealized loss on investments in marketable securities	\$ -	\$ 445
Common stock issued in conjunction with convertible notes	\$ 22,210	\$ -
Issuance of common stock for conversion of debt and accrued interest	\$ 139,150	\$ -
Resolution of derivative liability upon conversion of debt	\$ 285,568	\$ -
Reclassification of derivative liability from additional paid in capital due to tainted instruments	\$ 42,196	\$ -
Common stock issued for related party debt	\$ -	\$ 203,627
Gain on sale of asset to related party	\$ 32,000	\$ -

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

BioAdaptives, Inc.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

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.

2. SUMMARY OF SIGNIFICANT POLICIES

Consolidation

The accompanying consolidated financial statements include the accounts of the Company and its 100% owned subsidiary, Blenders Choice Inc. All inter-company balances and transactions have been eliminated. The Company and its subsidiary will be collectively referred to herein as the “Company.”

Use of estimates

The preparation of consolidated financial statements in conformity with US GAAP requires the Company to make estimates and judgments that affect the reported amounts of assets and liabilities, revenues and expenses, and related disclosures of contingent assets and liabilities. These estimates and judgments are based on historical information, information that is currently available to the Company, and on various other assumptions that the Company believes to be reasonable under the circumstances. Actual results could differ from those estimates.

Cash and cash equivalents

Cash and cash equivalents consist of cash and short-term investments with original maturities of less than 90 days. Cash equivalents are placed with high credit quality financial institutions and are primarily in money market funds. The carrying value of those investments approximates fair value. As of December 31, 2018 and 2017, the Company has no cash equivalents.

Investment Securities

In January 2016, the FASB issued ASU 2016-01, Financial Instruments — Overall: Recognition and Measurement of Financial Assets and Financial Liabilities (“ASU 2016-01”), which addresses certain aspects of the recognition, measurement, presentation and disclosure of financial instruments. ASU 2016-01 was effective for the Company beginning January 1, 2018 and we are now recognizing any changes in the fair value of certain equity investments in net income as prescribed by the new standard rather than in other comprehensive income (“OCI”). We recognized a cumulative effect adjustment to increase the opening balance of accumulative deficit as of January 1, 2018 by \$58,336.

Equity securities are classified as available for sale. 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.

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.

Earnings (loss) per share

Basic earnings (loss) per common share is computed by dividing net income (loss) available to common shareholders by the weighted-average number of shares of common stock outstanding during the period. Diluted earnings per common share is computed by dividing income available to common shareholders by the weighted-average number of shares of common stock outstanding during the period increased to include the number of additional shares of common stock that would have been outstanding if potentially dilutive securities had been issued. There were no potentially dilutive securities outstanding during the periods presented.

Revenue recognition

Revenues are recognized when control of the promised goods or services are transferred to a customer, in an amount that reflects the consideration that the Company expects to receive in exchange for those goods or services. The Company applies the following five steps in order to determine the appropriate amount of revenue to be recognized as it fulfills its obligations under each of its agreements:

- identify the contract with a customer;
- identify the performance obligations in the contract;
- determine the transaction price;
- allocate the transaction price to performance obligations in the contract; and
- recognize revenue as the performance obligation is satisfied.

Cost of revenue

Cost of revenue includes the inventory purchased from a related party.

Inventory

Inventories, consisting of products available for sale, are primarily accounted for using the first-in-first-out ("FIFO") method and are valued at the lower of cost or market value. Inventories on hand are evaluated on an on-going basis to determine if any items are obsolete or in excess of future market needs. Items determined to be obsolete are reserved for. As at December 31, 2018 and 2017, the Company determined that no reserve was required.

Stock-based compensation

The Company accounts for equity instruments issued in exchange for the receipt of goods or services from other than employees in accordance with BioAdaptives, Financial Accounting Standards Board (“FASB”) ASC 718-10, Compensation – Stock Compensation, and the conclusions reached by FASB ASC 505-50, Equity – Equity-Based Payments to Non-Employees. Costs are measured at the estimated fair market value of the consideration received or the estimated fair value of the equity instruments issued, whichever is more reliably measurable. The value of equity instruments issued for consideration other than employee services is determined on the earliest of a performance commitment or completion of performance by the provider of goods or services as defined by FASB ASC 505-50.

Financial Instruments and Fair Value Measurements

As defined in ASC 820” Fair Value Measurements,” fair value 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 (exit price). The Company utilizes market data or assumptions that market participants would use in pricing the asset or liability, including assumptions about risk and the risks inherent in the inputs to the valuation technique. These inputs can be readily observable, market corroborated, or generally unobservable. The Company classifies fair value balances based on the observability of those inputs. ASC 820 establishes a fair value hierarchy that prioritizes the inputs used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurement) and the lowest priority to unobservable inputs (level 3 measurement).

The following table summarizes fair value measurements by level at June 30, 2018 and 2017, measured at fair value on a recurring basis:

Fair Value Measurements as of December 31, 2018 Using:

	Total Carrying Value as of December 31, 2018	Quoted Market Prices in Active Markets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
<u>Assets:</u>				
Equity Securities	\$ 3,183	\$ 3,183	\$ -	\$ -
<u>Liabilities</u>				
Derivative liabilities	\$ 662,038	\$ -	\$ -	\$ 662,038

Fair Value Measurements as of December 31, 2018 Using:

	Total Carrying Value as of December 31, 2017	Quoted Market Prices in Active Markets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
<u>Assets:</u>				
Equity Securities	\$ 3,203	\$ 3,203	\$ -	\$ -
Total	\$ 3,203	\$ 3,203	\$ -	\$ -

Derivative Financial Instruments

The Company does not use derivative instruments to hedge exposures to cash flow, market or foreign currency risks. We evaluate all of our financial instruments to determine if such instruments are derivatives or contain features that qualify as embedded derivatives. For derivative financial instruments that are accounted for as liabilities, the derivative instrument is initially recorded at its fair value and is then re-valued at each reporting date, with changes in the fair value reported in the statements of operations. For stock-based derivative financial instruments, the Company used a Black Scholes valuation model to value the derivative instruments at inception and on subsequent valuation dates. The classification of derivative instruments, including whether such instruments should be recorded as liabilities or as equity, is evaluated at the end of each reporting period. Derivative liabilities are classified in the balance sheet as current or non-current based on whether or not net-cash settlement or conversion of the instrument could be required within 12 months of the balance sheet date.

Concentration of credit risk

Financial instruments that potentially expose the Company to significant concentrations of credit risk consist principally of cash. The Company places its cash with financial institutions with high credit ratings.

Income taxes

The Company records income taxes under the asset and liability method, whereby deferred tax assets and liabilities are recognized based on the future tax consequences attributable to temporary differences between the consolidated financial statement carrying amounts of existing assets and liabilities and their respective tax bases, and attributable to operating loss and tax credit carryforwards. Accounting standards regarding income taxes requires a reduction of the carrying amounts of deferred tax assets by a valuation allowance, if based on the available evidence, it is more likely than not that such assets will not be realized. Accordingly, the need to establish valuation allowances for deferred tax assets is assessed at each reporting period based on a more-likely-than-not realization threshold. This assessment considers, among other matters, the nature, frequency and severity of current and cumulative losses, forecasts of future profitability, the duration of statutory carryforward periods, the Company's experience with operating loss and tax credit carryforwards not expiring unused, and tax planning alternatives.

The Company recorded valuation allowances on the net deferred tax assets. Management will reassess the realization of deferred tax assets based on the accounting standards for income taxes each reporting period. To the extent that the financial results of operations improve and it becomes more likely than not that the deferred tax assets are realizable, the Company will be able to reduce the valuation allowance.

Significant judgment is required in evaluating the Company's tax positions and determining its provision for income taxes. During the ordinary course of business, there are many transactions and calculations for which the ultimate tax determination is uncertain. Accounting standards regarding uncertainty in income taxes provides a two-step approach to recognizing and measuring uncertain tax positions. The first step is to evaluate the tax position for recognition by determining if the weight of available evidence indicates it is more likely than not that the position will be sustained on audit, including resolution of related appeals or litigation processes, if any. The second step is to measure the tax benefit as the largest amount which is more than 50% likely, based solely on the technical merits, of being sustained on examinations. The Company considers many factors when evaluating and estimating its tax positions and tax benefits, which may require periodic adjustments and which may not accurately anticipate actual outcomes.

Recent Accounting Pronouncements

In July 2018, the FASB issued ASU 2018-07, Compensation—Stock Compensation (Topic 718): Improvements to Nonemployee Share-Based Payment Accounting. This update addresses several aspects of the accounting for nonemployee share-based payment transactions and expands the scope of ASC 718 to include share-based payment transactions for acquiring goods and services from nonemployees. The main provisions of the update change the way nonemployee awards are measured in the financial statements. Under the simplified standards, nonemployee options will be valued once at the date of grant, as compared to at each reporting period end under ASC 505-50. At adoption, all awards without established measurement dates will be revalued one final time, and a cumulative effect adjustment to retained earnings will be recorded as the difference between the pre-adoption value and new value. Companies will be permitted to make elections to establish the expected term and either recognize forfeitures as they occur or apply a forfeiture rate. Compensation expense recognition using a graded vesting schedule will no longer be permitted. This pending content is the result of the FASB's Simplification Initiative, to maintain or improve the usefulness of the information provided to the users of financial statements while reducing cost and complexity in financial reporting. This ASU is effective for fiscal years, and interim periods within those years, beginning after December 15, 2018. Early adoption is permitted, but no earlier than an entity's adoption date of Topic 606. Because the Company does not currently have any outstanding awards to non-employees for which a measurement date has not been established the adoption of ASU 2018-07 does not have a material impact to the Company's financial statements and related disclosures upon adoption. The adoption of this standard will change the way that the Company accounts for non-employee compensation in the future.

The Company has reviewed all recently issued, but not yet effective, accounting pronouncements and does not believe the future adoption of any such pronouncements may be expected to cause a material impact on our financial statements.

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 \$4,519,990 as of December 31, 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. MARKETABLE SECURITIES

Equity securities at December 31, 2018 and 2017, were comprised of 105,736 shares of common stock of Hemp, Inc. (HEMP.PK) recorded at fair value of \$3,987 and \$3,203, respectively.

5. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

Accounts payable and accrued liabilities at December 31, 2018 and 2017 consists of the following:

	December 31, 2018	December 31, 2017
Accounts payable	\$ 40,885	\$ 58
Accrued interest	8,185	-
Accrued liabilities	6,042	-
	<u>\$ 55,112</u>	<u>\$ 58</u>

6. CONVERTIBLE NOTES

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

	December 31, 2018	December 31, 2017
Convertible Notes - originated in April 2018	\$ 95,000	\$ -
Convertible Notes - originated in June 2018	166,000	-
Convertible Notes - originated in October 2018	50,000	-
Total convertible notes payable	311,000	-
Less: Unamortized debt discount	(223,189)	-
Total convertible notes	87,811	-
Less: current portion of convertible notes	-	-
Long-term convertible notes	\$ 87,811	\$ -

The Company recognized amortization expense related to the debt discount of \$202,811 and \$0 for the year ended December 31, 2018 and 2017, respectively, which is included in interest expense in the statements of operation.

For the year ended December 31, 2018 and 2017, the interest expense on convertible notes was \$45,074 and \$0, respectively. As of December 31, 2018 and 2017, the accrued interest was \$8,183 and \$0, respectively.

Convertible Notes – Issued during the year ended December 31, 2018

During the year ended December 31, 2018, the Company issued a total principal amount of \$426,000 convertible notes for cash proceeds of \$426,000. The convertible notes were also provided with a total of 107,000 common shares valued at \$22,210. 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 December 31, 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 year ended December 31, 2018, the estimated fair values of the liabilities measured on a recurring basis are as follows:

	Year ended December 31, 2018	Year ended December 31, 2017
Expected term	1.22 - 2.01 years	-
Expected average volatility	265% - 309%	-
Expected dividend yield	-	-
Risk-free interest rate	2.27% - 2.88%	-

The following table summarizes the changes in the derivative liabilities during the year ended December 31, 2018

<u>Fair Value Measurements Using Significant Observable Inputs (Level 3)</u>	
Balance - December 31, 2017	\$ -
Addition of new derivatives recognized as debt discounts	403,790
Addition of new derivatives recognized as loss on derivatives	452,943
Settled on issuance of common stock	(285,568)
Reclassification from APIC to derivative due to tainted instruments	42,196
Gain on change in fair value of the derivative	48,677
Balance - December 31, 2018	<u>\$ 662,038</u>

The aggregate loss on derivatives during the year ended December 31, 2018 and 2017 was as follows;

	Year Ended December 31,	
	2018	2017
Day one loss due to derivative liabilities on convertible notes	\$ 452,943	\$ -
Loss on change in fair value of the derivative liabilities	48,677	-
Loss on change in the fair value of derivative liabilities	<u>\$ 501,620</u>	<u>\$ -</u>

8. STOCKHOLDERS' EQUITY

Preferred Stock

The Company is authorized to issue 5,000,000 shares of \$.0001 par value preferred stock. As of December 31, 2018 and 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. As of December 31, 2018 and 2017, there were 18,196,169 shares and 15,578,262 shares of the Company's common stock issued and outstanding, respectively.

During the year ended December 31, 2018, the Company issued common stock as follows,

- 1,250,000 shares to unrelated party for a subscription receivable of \$100,000. On July 2, 2018, the issuance of 1,250,000 shares was cancelled.
- 107,000 shares of common stock, with a value of \$22,110, 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

On October 3, 2017, the Company issued 1,197,806 shares of common stock to Ferris Holding, Inc. a common control entity for the settlement of debt valued at \$203,627.

On October 3, 2017, the Company issued 200,000 shares of common stock to 2 unrelated parties for services valued at \$34,000.

Warrant

During the year ended December 31, 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 a warrant expense of \$52,365, as stock-based compensation and additional paid-in capital. The Company determined that the warrants qualify for derivative accounting as a result of the related issuance of the convertible note on in April 2018, which led to no explicit limit to the number of shares to be delivered upon future settlement of the conversion options (see Note 7).

The following table summarizes information relating to outstanding and exercisable stock options as of December 31, 2018:

Warrants Outstanding			Warrants Exercisable		
Number of Shares	Contractual life (in years)	Exercise Price	Number of Shares	Exercise Price	
200,000	1.22	\$ 0.10	200,000	\$ 0.10	

As of December 31, 2018, the aggregate intrinsic value of warrants outstanding was approximately \$12,820 based on the closing market price of \$0.1641 on December 31, 2018.

9. RELATED PARTY TRANSACTIONS

On June 1, 2014, the Company entered into a rental agreement with Ferris for the corporate office. Monthly rent is \$1,500. The term of the lease is month to month. On April 1, 2017, the Company entered into a new rental agreement with Ferris for the corporate office. Monthly rent is \$1,500. The term of the lease is one year until March 31, 2018.

Advances from Ferris Holding, Inc., the controlling shareholder of the Company, may be non-interest bearing, unsecured and due on demand. During the year ended December 31, 2017, the Company received cash advance of \$1,500 from Ferris Holding, Inc and repaid \$8,235 to Ferris Holding Inc. On October 3, 2017, the Company sold all inventories of \$133,472 to Ferris Holding Inc. and the amount was paid by reducing advances from Ferris Holding, Inc and the Company repaid all remaining debts owed to Ferris Holding Inc. of \$203,627 with 1,197,806 shares of common stock. As of December 31, 2017, the Company had advances from Ferris Holdings, Inc. – related party balance of \$0.

10. PROVISION FOR INCOME TAXES

The Company provides for income taxes under ASC 740, “Income Taxes.” Under the asset and liability method of ASC 740, deferred tax assets and liabilities are recorded based on the differences between the financial statement and tax basis of assets and liabilities and the tax rates in effect when these differences are expected to reverse. A valuation allowance is provided for certain deferred tax assets if it is more likely than not that the Company will not realize tax assets through future operations.

The provision for income taxes differs from the amounts which would be provided by applying the statutory federal income tax rate of 21% to the net loss before provision for income taxes for the following reasons:

	December 31, 2018	December 31, 2017
Net operating loss	\$ (147,469)	\$ (58,258)
Valuation allowance	147,469	58,258
Income tax expense per books	\$ -	\$ -

The cumulative tax effect at the expected rate of 21% of significant items comprising our net deferred tax amount is as follows:

	December 31, 2018	December 31, 2017
NOL Carryover	\$ 147,469	\$ 996,197

Effect of change in statutory rate	-	(397,149)
Valuation allowance	(147,469)	(599,048)
Net deferred tax asset	<u>\$ -</u>	<u>\$ -</u>

Due to the change in ownership provisions of the Income Tax laws of United States of America, net operating loss carry forwards of approximately \$671,000 for federal income tax reporting purposes are subject to annual limitations. When a change in ownership occurs, net operating loss carry forwards may be limited as to use in future years.

11. DISCONTINUED OPERATIONS

During the year ended December 31, 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 to related party of \$32,000 as additional paid in capital. 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:

	Year December 31,	
	2018	2017
Revenues	\$ -	\$ 3,735
Cost of revenue	-	1,818
Gross Profit	-	1,917
Gain on sale of assets	-	-
Gain on discontinued operations	<u>\$ -</u>	<u>\$ 1,917</u>

12. COMMITMENT

On March 30, 2018, the Company entered into a rental agreement with Ridge II properties for the corporate office. Monthly rent is \$1,000. The term of the lease is one year, beginning April 1, 2018 to March 31, 2019. During the year ended December 31, 2018, the Company incurred \$13,651.

13. SUBSEQUENT EVENT

Further Scientific Undertaking

In March 2019, the Company started survey reviews of additional subjects to augment the evaluation of its PRIMI product line. New products include PrimiGut™, a natural formula designed to provide optimal gastrointestinal barrier function, and PrimiSlim™, formulated to facilitate weight management by decreasing absorption of glucose from the digestive system while increasing the efficiency of fat burning and energy expenditure. Due to the success of Canine Regen®, a PrimiCell® derivative, related to aging dogs, the Company has also started an initial review for a potential study regarding the benefit of its flagship product, PrimiCell® in the geriatric human population.

Report of Independent Registered Public Accounting Firm

To the shareholders and the board of directors of BioAdaptives, Inc.

Opinion on the Financial Statements

We have audited the accompanying consolidated balance sheet of BioAdaptives, Inc. (the "Company") as of December 31, 2018, the related statement of operations, stockholders' equity (deficit), and cash flows for the year then ended, and the related notes (collectively referred to as the "financial statements"). In our opinion, the financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2018, and the results of its operations and its cash flows for the year then ended, in conformity with accounting principles generally accepted in the United States.

Basis for Opinion

These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's financial statements based on our audit. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) ("PCAOB") and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud.

Our audit included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audit also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audit provides a reasonable basis for our opinion.

Substantial Doubt about the Company's Ability to Continue as a Going Concern

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. As discussed in Note 3 to the financial statements, the Company's significant operating losses raise substantial doubt about its ability to continue as a going concern. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

/s BF Borgers CPA PC
BF Borgers CPA PC

We have served as the Company's auditor since 2018
Lakewood, CO
April 11, 2019

5) Issuer's Business, Products and Services

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

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.

- B. Describe any subsidiaries, parents, or affiliated companies, if applicable, and a description of their business contact information for the business, officers, directors, managers or control persons. Subsidiary information may be included by reference

None

- C. Describe the issuers' principal products or services, and their markets

Bioadaptives, Inc is a research, development and educational Company. Our current focus is on products that improve health and wellness of both Human and animal. These products include dietary supplements for both human and animal consumption, as well as specialty food items and proprietary methods of optimizing the bioelectromagnetic availability of foods and beverages.

6) Issuer's Facilities

The issuer leases office and lab space in Las Vegas, Nevada where all Company's operations take place.

7) Officers, Directors, and Control Persons

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

Using the tabular format below, please provide information regarding any person or entity owning 5% of more of the issuer, as well as any officer, and any director of the company, regardless of the number of shares they own. **If any listed are corporate shareholders or entities, provide the name and address of the person(s) beneficially owning or controlling such corporate shareholders, or the name and contact information of an individual representing the corporation or entity in the note section.**

Name of Officer/Director and Control Person	Affiliation with Company (e.g. Officer/Director/Owner of more than 5%)	Residential Address (City / State Only)	Number of shares owned	Share type/class	Ownership Percentage of Class Outstanding	Note
<u>Edward E. Jacobs, Jr</u>	<u>Director, CEO, President, CFO</u>	<u>Las Vegas, NV</u>	<u>1759622</u>	<u>Common</u>	<u>9.67%</u>	
<u>Breath of Life¹ Foundation</u>	<u>Owner of more than 5 %</u>	<u>Sheridan, WY</u>	<u>9628568</u>	<u>Common</u>	<u>52.91%</u>	President of Foundation: Elsa Epling

Note: 1 irrevocable voting rights are granted to BioAdaptives, Inc Board of Directors.

8) Legal/Disciplinary History

A. Please identify whether any of the persons listed above have, in the past 10 years, been the subject of:

1. A conviction in a criminal proceeding or named as a defendant in a pending criminal proceeding (excluding traffic violations and other minor offenses);

None

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

NA

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

NA

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

NA

B. Describe briefly any material pending legal proceedings, other than ordinary routine litigation incidental to the business, to which the issuer or any of its subsidiaries is a party or of which any of their property is the subject. Include the name of the court or agency in which the proceedings are pending, the date instituted, the principal parties thereto, a description of the factual basis alleged to underlie the proceeding and the relief sought. Include similar information as to any such proceedings known to be contemplated by governmental authorities.

None

9) Third Party Providers

Please provide the name, address, telephone number and email address of each of the following outside providers:

Securities Counsel

Name: Steve Mills
Firm: Steve Mills Law
Address 1: 811 18th Ave South
Address 2: Nashville, Tennessee 37203
Phone: 6154761151
Email: stevemillslaw@gmail.com

Accountant or Auditor

Name: Ben Borgers
Firm: BF Borgers, CPA PC
Address 1: 5400 Cedar Ave
Address 2: Lakewood, CO 80226
Phone: 3039531454
Email: ben@bfbcpa.us

Other Service Providers

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

Name: Pubco Reporting Services
Firm: Pubco Reporting Services
Nature of Services: accounting work
Address 1: 6800 SW 40th St #213,
Address 2: Miami, FL 33155
Phone: 3053961415
Email: info@pubcoreporting.com

10) Issuer Certification

Principal Executive Officer:

The issuer shall include certifications by the chief executive officer and chief financial officer of the issuer (or any other persons with different titles but having the same responsibilities).

The certifications shall follow the format below:

I, Edward E. Jacobs, Jr certify that:

1. I have reviewed this 2018 Annual Disclosure Statement of BioAdaptives, Inc;
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

April 18, 2019 [Date]

/s/ Edward E. Jacobs, Jr.

Edward E. Jacobs, Jr

Chief Executive Officer, Chief Financial Officer and Secretary

(Principal Executive Officer and Principal Financial Officer)

Principal Financial Officer:

I, Edward E. Jacobs, Jr certify that:

1. I have reviewed this 2018 Annual Disclosure Statement of BioAdaptives, Inc;
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

April 18, 2019 [Date]

/s/ Edward E. Jacobs, Jr.

Edward E. Jacobs, Jr

Chief Executive Officer, Chief Financial Officer and Secretary

(Principal Executive Officer and Principal Financial Officer)