

**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

Quarterly Report
For the Period Ending: March 31st. 2019
(the "Reporting Period")

As of May 13, 2019, the number of shares outstanding of our Common Stock was:

18,573,289

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

18,196,169

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):

April 19, 2013, 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>03/31/2019</u>
Total shares outstanding:	<u>18,096,169</u>	as of date: <u>03/31/2019</u>
Number of shares in the Public Float ² :	<u>2,146,229</u>	as of date: <u>03/31/2019</u>
Total number of shareholders of record:	<u>185</u>	as of date: <u>03/31/2019</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 April 1, 2017	Opening Balance: Common: 14180456 Preferred:0		*Right-click the rows below and select "Insert" to add rows as needed.						
Date of Transaction	Transaction type (e.g. new issuance, cancellation, shares returned to treasury)	Number of Shares Issued (or cancelled)	Class of Securities	Value of shares issued (\$/per share) at Issuance	Were the shares issued at a discount to market price at the time of issuance? (Yes/No)	Individual/ Entity Shares were issued to (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?
November 10, 2017	New	1197806	common	\$203627 (\$0.1699/ per share)	NO	Ferris Holding, Inc	Settlement of debt	Restricted	Exemption
November 10, 2017	New	150000	common	\$25500 (\$0.17/per share)	NO	Bruce Colclasure	Consulting services	Restricted	Exemption
November 10, 2017	New	50000	common	\$8500 (\$0.17/per share)	NO	Christopher Tinney	Consulting Services	Restricted	Exempted
March 7, 2018	New	1250000	Common	\$100000 (\$0.08/per share)	YES	Kingsgate Management	For cash	Restricted	Exempted
July 2, 2018	Cancellation	1250000	Common	\$100000 (0.08 per share)	YES	Kingsgate Management	Failure to pay	Restricted	Exempted
August 6, 2018	New	250000	Common	\$46291.6 (0.1851 per share)	NO	James Rouse	Employment agreement	Restricted	Exempted
August 6 2018	New	100000	Common	\$18516.6 (0.1851 per share)	NO	Edward E. Jacobs Jr	Employment Agreement	Restricted	Exempted
August 6 2018	New	100000	Common	\$18516.6 (\$0.1851 per share)	NO	Debra Rouse	Employment Agreement	Restricted	Exempted

<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>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>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>Anq 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>

October 24 2018	New	5000	Common	\$1057.25 (0.2114 per share)	NO	Xiaonan Chen	Consideration for convertible debenture subscription	Restricted	Exempted
October 24 2018	New	130020	Common	\$12400 (0.0953 per share)	YES	Yan Sun	Conversion note	Restricted	Exempted
October 24 2018	New	195030	Common	\$18600 (0.0953 per share)	YES	FBO Yun Yue Traditional IRA	Conversion Note	Restricted	Exempted
October 24 2018	New	455070	Common	\$43686.7 2/ (\$0.96 per share)	YES	Xiaonan Chen	Conversion note	Restricted	Exempted
October 24 2018	New	125623	Common	\$12100 (0.9631p er share)	YES	Yun Yue	Conversion Note	Restricted	Exempted
October 24 2018	New	100000	Common	\$18340 (\$0.1834 per share)	NO	Vibrant Concepts Inc	Consulting Services	Restricted	Exempted
October 24 2018	New	50000	Common	\$9170 (\$0.1834 per share)	NO	RowMar Enterprises, LLC	Consulting Services	Restricted	Exempted
October 24 2018	New	50000	Common	\$9170 (\$0.1834 per share)	NO	Jonathan Bennett	Consulting Services	Restricted	Exempted
October 24 2018	New ¹	100000	Common	\$18340 (0.1834 per share)	NO	Christopher Hall	Consulting Services	Restricted	Exempted
March 31, 2019	Cancellation	100000	Common	\$18340 (0.1834 per share)	NO	Christopher Hall	Duplicate issue ¹	Restricted	Exempted
Shares Outstanding on March 31 2019	Ending Balance: Common: 18096169 Preferred: 0								

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:

1. Duplicate issue: shares were issued on 02/06/2015 and kept as book issued. Stock Grant document was filed on Edgar and share price was valued at \$1.11 per share at time of stock grant. The shares were therefore included in prior total shares issued and outstanding total. Certificate was requested to be issued on October 24, 2018, hence causing a duplicate inclusion.

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 (\$)	Principal Amount at Issuance (\$)	Interest Accrued (\$)	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.)
<u>April 5 2018</u>	<u>\$10913.32</u>	<u>\$10000</u>	<u>\$913.32</u>	<u>April 4 2020</u>	<u>50% of market price based on previous 4 weeks closing price on receipt of conversion request</u>	<u>Kim Hock tham & Piak Yok Tan Trust</u>	<u>Loan</u>
<u>April 6 2018</u>	<u>\$54583.25</u>	<u>\$50000</u>	<u>\$4583.25</u>	<u>April 5 2020</u>	<u>50% of market price based on previous 4 weeks closing price on receipt of conversion request</u>	<u>2016 Tina Tianxin Liang Trust</u>	<u>Loan</u>
<u>April 9 2018</u>	<u>\$5463.20</u>	<u>\$5000</u>	<u>\$463.20</u>	<u>April 8 2020</u>	<u>50% of market price based on previous 4 weeks closing price on receipt of conversion request</u>	<u>Ang Li</u>	<u>Loan</u>
<u>April 9 2018</u>	<u>\$5463.20</u>	<u>\$5000</u>	<u>\$463.20</u>	<u>April 8 2020</u>	<u>50% of market price based on previous 4 weeks closing price on receipt of conversion request</u>	<u>Shuang Wang</u>	<u>Loan</u>
<u>April 15 2018</u>	<u>27366.55</u>	<u>\$25000</u>	<u>\$2366.55</u>	<u>April 14 2020</u>	<u>50% of market price based on previous 4 weeks closing price on receipt of conversion request</u>	<u>Hong Yu</u>	<u>Loan</u>
<u>June 1 2018</u>	<u>\$55500.50</u>	<u>\$50000</u>	<u>\$5500.50</u>	<u>May 31 2020</u>	<u>50% of market price based on previous 4 weeks closing price on receipt of conversion request</u>	<u>Fei & Scott Havenor</u>	<u>Loan</u>
<u>June 1 2018</u>	<u>\$27750.20</u>	<u>\$25000</u>	<u>\$2750.20</u>	<u>May 31 2020</u>	<u>50% of market price based on previous 4 weeks closing price on receipt of conversion request</u>	<u>Xioa Kui Ma</u>	<u>Loan</u>
<u>June 12 2018</u>	<u>\$5721.70</u>	<u>\$5000</u>	<u>\$721.70</u>	<u>June 13 2020</u>	<u>50% of market price based on previous 4 weeks closing price on receipt of conversion request</u>	<u>Xiao Yun Pan</u>	<u>Loan</u>
<u>June 18 2018</u>	<u>\$5578.35</u>	<u>\$5000</u>	<u>\$578.35</u>	<u>June 17 2020</u>	<u>50% of market price based on previous 4 weeks closing price on receipt of conversion request</u>	<u>Ang Li</u>	<u>Loan</u>
<u>June 20 2018</u>	<u>\$55816.85</u>	<u>\$50000</u>	<u>\$5816.85</u>	<u>June 19 2020</u>	<u>50% of market price based on previous 4 weeks closing price on receipt of conversion request</u>	<u>Stephanie Shao</u>	<u>Loan</u>
<u>June 21 2018</u>	<u>\$6700.02</u>	<u>\$6000</u>	<u>\$700.02</u>	<u>June 20 2020</u>	<u>50% of market price based on previous 4 weeks closing price on receipt of conversion request</u>	<u>LiYing Wang</u>	<u>Loan</u>
<u>June 23, 2018</u>	<u>\$27933.40</u>	<u>\$25000</u>	<u>\$2933.40</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>\$57882.95</u>	<u>\$50000</u>	<u>\$7882.95</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:

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**

	March 31, 2019	December 31, 2018
	(Unaudited)	(Audited)
ASSETS		
Current Assets:		
Cash	\$ 19,319	\$ 56,215
Marketable securities	2,443	3,987
Inventory	<u>9,779</u>	<u>49,857</u>
Total Current Assets	31,541	110,059
TOTAL ASSETS	<u>\$ 31,541</u>	<u>\$ 110,059</u>
LIABILITIES AND STOCKHOLDERS' DEFICIT		
Current Liabilities:		
Accounts payable and accrued liabilities	21,670	53,951
Derivative liabilities	453,593	662,038
Notes Payable	<u>10,000</u>	<u>-</u>
Total Current Liabilities	485,263	715,989
Convertible notes - net of discount of \$ 184,426 and \$223,189	<u>126,574</u>	<u>87,811</u>
Total Liabilities	611,837	803,800
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; 18,096,169 and 18,096,169 shares issued and outstanding as of March 31, 2019 and December 31, 2018)	1,852	1,837
and outstanding, 420,215 and 275,502 issuable as of March 31, 2019 and December 31, 2018, respectively	-	-
Additional paid-in capital	3,845,397	3,824,412
Accumulated deficit	<u>(4,427,545)</u>	<u>(4,519,990)</u>
Total Stockholders' Deficit	<u>(580,296)</u>	<u>(693,741)</u>
TOTAL LIABILITIES AND STOCKHOLDERS' DEFICIT	<u>\$ 31,541</u>	<u>\$ 110,059</u>

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

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

	Three months ended	
	March 31,	
	2019	2018
Revenues	\$ 1,532	\$ -
Cost of revenue	340	-
Gross Profit	1,192	-
Operating Expenses		
General and administrative	9,767	2,624
Professional fees	35,900	5,810
Stock based compensation	21,000	-
Total Operating Expenses	66,667	8,434
Other Income (Expense)		
Unrealized loss on marketable securities	(1,544)	(665)
Interest expense	(48,981)	-
Change in fair value of derivative liabilities	208,445	-
Total Other Income (Expense)	157,920	(665)
Gain (loss) before income taxes	92,445	(9,099)
Net Income (loss)	\$ 92,445	\$ (9,099)
Net Income (Loss) Per Common Share:		
Basic	\$ 0.01	\$ (0.00)
Diluted	\$ (0.00)	\$ (0.00)
Weighted Average Number of Common Shares Outstanding:		
Basic	18,423,893	16,203,262
Diluted	22,620,925	16,203,262

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

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

	Three months ended	
	March 31,	
	2019	2018
CASH FLOWS FROM OPERATING ACTIVITIES		
Net income (loss)	\$ 92,445	\$ (9,099)
Adjustments to reconcile net loss to net cash used in operating activities:		
Stock-based compensation - related party	21,000	-
Change in fair value of derivative liabilities	(208,445)	-
Amortization of debt discount	38,763	-
Unrealized loss on investments in marketable securities	1,544	665
Changes in operating assets and liabilities:		
Inventory	40,078	-
Prepaid expense and other current assets	-	(5,500)
Accounts payable and accrued liabilities	(32,281)	860
Net Cash Used in Operating Activities	(46,896)	(13,074)
CASH FLOWS FROM INVESTING ACTIVITIES		
Sales of assets	-	32,000
Net cash Provided by Investing Activities	-	32,000
CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds from Notes payable	10,000	-
Net Cash Provided by Financing Activities	10,000	-
Net change in cash	(36,896)	18,926
Cash at beginning of period	56,215	360
Cash at end of period	\$ 19,319	\$ 19,286
SUPPLEMENTAL CASH FLOW INFORMATION:		
Cash paid for income taxes	\$ -	\$ -
Cash paid for interest	\$ 8,930	\$ -
NON-CASH INVESTING AND FINANCING ACTIVITIES		
Subscription receivable	\$ -	\$ 100,000
Gain on sale of asset to related party	\$ -	\$ 32,000

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

BioAdaptives, Inc.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(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.

2. SUMMARY OF SIGNIFICANT POLICIES

Basis of presentation

The accompanying unaudited interim financial statements of the Company have been prepared in accordance with accounting principles generally accepted in the United States of America and the rules of the Securities and Exchange Commission, and should be read in conjunction with the audited financial statements and notes thereto contained in the Company's most recent Annual Financial Statements filed with the SEC on Form 10. 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 period presented have been reflected herein. The results of operations for the interim period are not necessarily indicative of the results to be expected for the full year. Notes to the financial statements which would substantially duplicate the disclosures contained in the audited financial statements for the most recent fiscal period, as reported in the Form 10, have been omitted.

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.

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.

Lease

Effective January 1, 2019, we adopted Accounting Standards Codification 842, Leases ("ASC 842"). Operating lease right-of-use ("ROU") assets represent our right to use an underlying asset for the lease term and lease liabilities represent our obligation to make lease payments arising from the lease, both of which are recognized based on the present value of the future minimum lease payments over the lease term at the commencement date. Leases with a lease term of 12 months or less at inception are not recorded on our consolidated balance sheet and are expensed on a straight-line basis over the lease term in our consolidated statement of income.

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 March 31, 2019 and December 31, 2018, measured at fair value on a recurring basis:

Fair Value Measurements as of March 31, 2019 Using:

	Total Carrying Value as of March 31, 2019	Quoted Market Prices in Active Markets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
<u>Assets:</u>				
Equity Securities	\$ 2,443	\$ 2,443	\$ -	\$ -
<u>Liabilities</u>				
Derivative liabilities	\$ 453,593	\$ -	\$ -	\$ 453,593

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	\$ 3,987	\$ 3,987	\$ -	\$ -
<u>Liabilities</u>				
Derivative liabilities	\$ 662,038	\$ -	\$ -	\$ 662,038

Recent Accounting Pronouncements

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 \$4,427,545 as of March 31, 2019. 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 March 31, 2019 and December 31, 2018, were comprised of 105,736 shares of common stock of Hemp, Inc. (HEMP.PK) recorded at fair value of \$2,443 and \$3,987, respectively.

5. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

Accounts payable and accrued liabilities at March 31, 2019 and December 31, 2018 consists of the following:

	March 31, 2019	December 31, 2018
Accounts payable	\$ -	\$ 39,724
Accrued interest	9,473	8,185
Accrued liabilities	12,197	6,042
	<u>\$ 21,670</u>	<u>\$ 53,951</u>

6. NOTE PAYABLE

On March 28, 2019, the Company issued note payable of \$10,000 to a third party. The note is a 4% interest bearing promissory note that is payable on March 27, 2020. During the three months ended March 31, 2019, the Company recognized interest expense of \$3. As of March 31, 2019, the Company owed note payable of \$10,000.

7. CONVERTIBLE NOTES

Convertible notes at March 31, 2019 and December 31, 2018 consists of the following:

	March 31, 2019	December 31, 2018
Convertible Notes - originated in April 2018	\$ 95,000	\$ 95,000
Convertible Notes - originated in June 2018	166,000	166,000
Convertible Notes - originated in October 2018	50,000	50,000
Total convertible notes payable	311,000	311,000
Less: Unamortized debt discount	(184,426)	(223,189)
Total convertible notes	126,574	87,811
Less: current portion of convertible notes	-	-
Long-term convertible notes	<u>\$ 126,574</u>	<u>\$ 87,811</u>

For the three months ended March 31, 2019 and 2018, the interest expense on convertible notes was \$10,215 and \$0, respectively. As of March 31, 2019 and December 31, 2018, the accrued interest was \$9,468 and \$8,183, respectively.

The Company recognized amortization expense related to the debt discount of \$38,763 and \$0 for the three months ended March 31, 2019 and 2018, respectively, which is included in interest expense in the statements of operation.

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.

8. 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 March 31, 2019. 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 three months ended March 31, 2019 and year ended December 31, 2018, the estimated fair values of the liabilities measured on a recurring basis are as follows:

	Three months ended March 31, 2019	Year ended December 31, 2018
Expected term	0.97 - 1.43 years	1.22 - 2.01 years
Expected average volatility	298% - 320%	265% - 309%
Expected dividend yield	-	-
Risk-free interest rate	2.40%	2.27% - 2.88%

The following table summarizes the changes in the derivative liabilities during the three months ended March 31, 2019.

<u>Fair Value Measurements Using Significant Observable Inputs (Level 3)</u>	
Balance - December 31, 2018	\$ 662,038
Gain on change in fair value of the derivative	(208,445)
Balance - March 31, 2018	<u>\$ 453,593</u>

The aggregate gain on derivatives during the three months ended March 31, 2019 was \$208,445

9. STOCKHOLDERS' EQUITY

Preferred Stock

The Company is authorized to issue 5,000,000 shares of \$.0001 par value preferred stock. As of March 31, 2019 and December 31, 2018, 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 three months ended March 31, 2019, the Company recorded 144,713 common stock issuable valued at \$21,000 based on an employment agreement – related party transaction.

As of March 31, 2019 and December 31, 2018, there were 18,096,118 and 18,196,118 shares of the Company's common stock issued and outstanding, respectively. In addition, as of March 31, 2019 and December 31, 2018, there were 420,215 shares and 275,502 shares of the Company's common stock issuable, respectively.

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 8).

The following table summarizes information relating to outstanding and exercisable stock options as of March 31, 2019:

Warrants Outstanding			Warrants Exercisable		
Number of Shares	Contractual life (in years)	Exercise Price	Number of Shares	Exercise Price	
200,000	0.97	\$ 0.10	200,000	\$ 0.10	

As of March 31, 2019, the aggregate intrinsic value of warrants outstanding was approximately \$6,800 based on the closing market price of \$0.134 on March 31, 2019.

10. EARNING (LOSS) PER SHARE

The following is a reconciliation of the numerator and denominator used in the basic and diluted earnings per share ("EPS") calculations.

	Three Months Ended	
	2019	2018
Numerator:		
Net Income (Loss)	\$ 92,445	\$ (9,099)
Gain on change in fair value of derivatives	(208,445)	-
Interest on convertible debt	10,215	-
Net Income (Loss) - diluted	\$ (105,785)	\$ (9,099)
Denominator:		
Weighted-average shares of common stock	18,423,893	16,203,262
Dilutive effect of convertible instruments	4,134,404	-
Dilutive effect of outstanding warrants	62,628	-
Diluted weighted-average of common stock	22,620,925	16,203,262
Net Income (Loss) Per Common Share:		
Basic:	\$ 0.01	\$ (0.00)
Diluted:	\$ (0.00)	\$ (0.00)

For the periods ended March 31, 2018, the convertible instruments are anti-dilutive and therefore, have been excluded from earnings (loss) per share.

For the periods ended March 31, 2019, diluted earnings per share is calculated using net income available to common stockholders divided by the diluted weighted average number of common shares outstanding during each period determined using the treasury stock method and the if-converted method.

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. Our office lease meets the definition of a short-term lease because the lease term is 12 months or less. Consequently, consistent with Company's accounting policy election, the Company does not recognize the right-of-use asset and the lease liability arising from this lease. During the three months ended March 31, 2019, the Company incurred rent expense of \$3,000.

13. SUBSEQUENT EVENT

On April 1 2019, the Company moved its office to 4385 Cameron Street, Las Vegas, NV 89103.

You may either (i) attach/append the financial statements to this disclosure statement or (ii) file the financial statements through OTCIQ as a separate report using the appropriate report name for the applicable period end. ("Annual Report," "Quarterly Report" or "Interim Report").

If you choose to publish the financial statements in a separate report as described above, you must state in the accompanying disclosure statement that such financial statements are incorporated by reference. You may reference the

document(s) containing the required financial statements by indicating the document name, period end date, and the date that it was posted to OTCIQ in the field below.

Financial statement information is considered current until the due date for the subsequent report (as set forth in the qualifications section above). To remain qualified for Current Information, a company must post its Annual Report within 90 days from its fiscal year-end date and Quarterly Reports within 45 days of each fiscal quarter-end date.

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>1,954,066</u>	<u>Common</u>	<u>10.79%</u>	
<u>Breath of Life Foundation</u>	<u>Owner of more than 5 %</u>	<u>Sheridan, WY</u>	<u>9628568</u>	<u>Common</u>	<u>53.20%</u>	President of Foundation: Elsa Epling

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: Nashville
Address 2: Tennessee 37217
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 2019 First Quarter 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.

May 20, 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 2019 First Quarter 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.

May 20, 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)