Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines

BAYSIDE CORPORATION

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Weston, FL 333
954-905-2199
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6719

Annual Report
For the Period Ending: December 31, 2018
(the "Reporting Period")

As of December 31, 2018, the number of shares outstanding of our Common Stock was: 4,564,642,631

As of September 30, 2018, the number of shares outstanding of our Common Stock was: 4,564,642,631

As of December 31, 2017, the number of shares outstanding of our Common Stock was: 4,159,642,631

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: ☒

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 Control[1] 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 and the dates of the name changes.

Two-B Company was incorporated in the state of Nevada on October 17, 1984. In April 1999 the Company changed its name to American Terra Vehicles Corp. In August 2008 the Company changed its name to Bayside Petroleum Company, Inc. In January 2011 the Company changed its name to Bayside Corporation.

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):

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[1] "Change in Control" shall mean any events resulting in:

(i) Any "person" (as such term is used in Sections 13(d) and 14(d) of the Exchange Act) becoming the "beneficial owner" (as defined in Rule 13d-3 of the Exchange Act), directly or indirectly, of securities of the Company representing fifty percent (50%) or more of the total voting power represented by the Company's then outstanding voting securities;

(ii) The consummation of the sale or disposition by the Company of all or substantially all of the Company's assets;

(iii) A change in the composition of the Board occurring within a two (2)-year period, as a result of which fewer than a majority of the directors are directors immediately prior to such change; or

(iv) The consummation of a merger or consolidation of the Company with any other corporation, other than a merger or consolidation which would result in the voting securities of the Company outstanding immediately prior thereto continuing to represent (either by remaining outstanding or by being converted into voting securities of the surviving entity or its parent) at least fifty percent (50%) of the total voting power represented by the voting securities of the Company or such surviving entity or its parent outstanding immediately after such merger or consolidation.

Incorporated October 14, 1984 in Nevada and re-domiciled on November 14, 2012 in Wyoming. The Company's current status is active in Wyoming.

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

Yes: ☐ No: ☒

If this issuer or any of its predecessors have been the subject of such proceedings, please provide additional details in the space below:

_____

2) Security Information

Trading symbol: BYSD
Exact title and class of securities outstanding: Common Stock
CUSIP: 0731481083
Par or stated value: 0.0001

Total shares authorized:	9,000,000,000	as of date: December 31, 2018
Total shares outstanding:	4,564,642,631	as of date: December 31, 2018
Number of shares in the Public Float[2]:	4,485,572,631	as of date: December 31, 2018
Total number of shareholders of record:	181	as of date: December 31, 2018

All additional class(es) of publicly traded securities (if any):

None

Transfer Agent

Name: Corporate Stock Transfer
Phone: 303-282-4800
Email: info@corporatestock.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:

On June 19, 2018, the shareholders approved a reverse split of the shares of common stock issued and outstanding at a ratio to be determined by the Board of Directors which shall not to exceed 20:1. On November 12, 2018 the Board of Directors and a majority of the shares entitled to vote on the matter approved a reverse split with a ratio of 1 share for 15,000 shares. The reverse split on the basis of 1 new share for 15,000 pre-split shares was effective as of January 7, 2019, however as the reverse was not yet effective as of December 31, 2018, the references to the shares herein are to pre-split shares as at December 31, 2018.

3) Issuance History

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.

[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.

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: ☐

Shares Outstanding as of Second Most Recent Fiscal Year End: Opening Balance Date 12/31/2016 Common: 2,170,142,631 Preferred: 2,000,001			*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**	**Restricted or Unrestricted as of this filing.**	**Exemption or Registration Type.**
7/13/2016	New Issuance	50,000,000	Common	0.0001	Yes	Steinway Consortium Group, Inc. Gordon Johnson	Debt Conversion	Restricted	_____
7/13/2016	New Issuance	30,000,000	Common	0.0001	Yes	Harold F. Lambert	Debt Conversion	Restricted	_____
7/13/2016	New Issuance	30,000,000	Common	0.0001	Yes	Rum Island Operating Company, Inc. Michael A Hilller	Debt Conversion	Restricted	_____
7/13/2016	New Issuance	30,000,000	Common	0.0001	Yes	Salty Neil LLC Dave Hardin	Debt Conversion	Restricted	_____
7/13/2016	New Issuance	30,000,000	Common	0.0001	Yes	David Dischiavo	Debt Conversion	Restricted	_____
7/13/2016	New Issuance	25,000,000	Common Stock	0.0001	Yes	Barton Oil, LLC Andrew Stack	Debt Conversion	Restricted	_____
7/13/2016	New Issuance	25,000,000	Common Stock	0.0001	Yes	Darren Baird	Debt Conversion	Restricted	_____
1/4/2017	New Issuance	192,000,000	Common Stock	0.000075	Yes	Rockwell Capital Partners, Inc. Samuel Oshana	Debt Conversion	Unrestricted	3(a)10
1/9/2017	New Issuance	192,000,000	Common Stock	0.000075	Yes	Rockwell Capital Partners, Inc. Samual Oshana	Debt Conversion	Unrestricted	3(a)10
3/3/2017	New issuance	195,000,000	Common Stock	0.000075	Yes	Rockwell Capital Partners, Inc. Samuel Oshana	Debt Conversion	Unrestricted	3(a)10
3/7/2017	New Issuance	210,000,000	Common Stock	0.000075	Yes	Rockwell Capital Partners, Inc. Samuel Oshana	Debt Conversion	Unrestricted	3(a)10
3/9/2017	New Issuance	230,000,000	Common Stock	0.000075	Yes	Rokwell Capital Partners, Inc. Samuel Oshana	Debt Conversion	Unrestricted	3(a)10

3/13/2017	New Issuance	210,500,000	Common Stock	0.000075	Yes	Rockwell Capital Partners, Inc. Samuel Oshana	Debt Conversion	Unrestricted	3(a)10
10/11/2017	New Issuance	330,000,000	Common Stock	0.000075	Yes	Rockwell Capital Partners, Inc. Samuel Oshana	Debt Conversion	Unrestricted	3(a)10
12/7/2017	New Issuance	245,000,000	Common Stock	0.000075	Yes	Rockwell Capital Partners, Inc. Samuel Oshana	Debt Conversion	Unrestricted	3(a)10
12/18/2017	New Issuance	185,000,000	Common Stock	0.00015	Yes	Rockwell Capital Partners, Inc. Samuel Oshana	Debt Conversion	Unrestricted	3(a)10
1/12/2018	New Issuance	5,000,000	Common Stock	.0.0001	No	Mitchell Helfman	Compensation for Services	Restricted	4(a)(2)
4/6/2018	New Issuance	400,000,000	Common Stock	0.000075	Yes	Rockwell Capital Partners, Inc. Samuel Oshana	Debt Conversion	Unrestricted	3(a)10
Shares Outstanding on Date of This Report: Ending Balance Ending Balance: Date 12/31/2018 Common: 4,564,642,631 Preferred: 2,000,001									

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

On June 19, 2018, the shareholders approved a reverse split of the shares of common stock issued and outstanding at a ratio to be determined by the Board of Directors which shall not to exceed 20:1. On November 12, 2018 the Board of Directors and a majority of the shares entitled to vote on the matter approved a reverse split with a ratio of 1 share for 15,000 shares. The reverse split on the basis of 1 new share for 15,000 pre-split shares was effective as of January 7, 2019, however as the reverse was not yet effective as of December 31, 2018, the references to the shares herein are to pre-split shares as at December 31, 2018.

B. Debt Securities, Including Promissory and Convertible Notes

Use the chart and additional space below to list and describe all outstanding promissory notes, convertible notes, convertible debentures, or any other debt instruments that may be converted into a class of the issuer's equity securities.

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 (entities must have individual with voting / investment control disclosed).	Reason for Issuance (e.g. Loan, Services, etc.)
4/27/16	373,362.50	566,450	0	n/a	25% discount to market with a 15 day lookback	Rockwell Capital Partners, Inc. Samuel Oshana	Debt Settlement
6/9/17	4000.00	4000.00	124.93	6/9/18	Not Applicable	Southern Point Capital Corp. Mitchell Helfman	Loan
7/11/17	4000.00	4000.00	117.92	7/11/18	Not Applicable	Southern Point Capital Corp. Mitchell Helfman	Loan
8/11/17	4000.00	4000.00	111.12	8/11/18	Not Applicable	Southern Point Capital Corp. Mitchell Helfman	Loan

11/8/17	100,000.00	100,000.00	6871.23	11/8/18	Not Applicable	Rockwell Capital Partners, Inc. Samuel Oshana	Loan
3/9/18	100,000.00	100,000.00	4717.81	3/19/19	Not Applicable	Rockwell Capital Partners, Inc. Samuel Oshana	Loan
5/31/18	200,000.00	200,000.00	7035.62	9/1/18	Not Applicable	Rockell Capital Partners, Inc. Samuel Oshana	Loan
9/13/18	50,000.00	50,000.00	1194.52	9/13/19	Not Applicable	Rockwell Capital Partners, Inc. Samuel Oshana	Loan
9/28/18	50,000.00	50,000.00	1030.14	9/28/19	Not Applicable	Rockwell Capital Partners, Inc. Samuel Oshana	Loan
11/15/18	40,523.00	40,523.00	204.28	4/1/19	Not Applicable	Justin Frankel	In lieu of compensation
11/30/18	40,000.00	40,000.00	203.84	11/30/19	Not Applicable	Rockwell Capital Partners, Inc. Samuel Oshana	Loan
12/27/18	35,908.00	35,908.00	15.74	6/1/19	Not Applicable	Justin Frankel	In lieu of compensation

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: Robert Scherne
Title: Accountant
Relationship to Issuer: Consultant

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. Statement of Changes in Shareholders' Equity
G. Financial notes; and
H. Audit letter, if audited

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

[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.

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 Statements must be compiled in one document.

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

The purpose of this section is to provide a clear description of the issuer's current operations. In answering this item, please include the following:

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

The Company is focused on infrastructure investments around the crypto-asset and blockchain ecosystems. The Company owns and operates eight Cryptocurrency ATMs (CTMs or BTMs) across five states. These CTMs are access points through which customers can purchase or sell bitcoin for cash, for which the Company charges a fee in the form of a mark- up relative to the spot price of bitcoin for purchase transactions and mark-down relative to the spot price of bitcoin for sell transactions.

B. Describe any subsidiaries, parents, or affiliated companies, if applicable, and a description of such entity's 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

The Company facilitates cash to bitcoin and bitcoin to cash conversions and focuses on two market needs, providing customers with immediate access to their digital currency and serving customers who don't have easy or affordable access to traditional bank accounts.

6) Issuer's Facilities

The goal of this section is to provide a potential investor with a clear understanding of all assets, properties or facilities owned, used or leased by the issuer.

In responding to this item, please clearly describe the assets, properties or facilities of the issuer, give the location of the principal plants and other property of the issuer and describe the condition of the properties. If the issuer does not have complete ownership or control of the property (for example, if others also own the property or if there is a mortgage on the property), describe the limitations on the ownership.

If the issuer leases any assets, properties or facilities, clearly describe them as above and the terms of their leases.

The Company has an agreement to lease office space in Weston, Florida. The Company believes the space is adequate for its current needs. The Company has an agreement to lease warehouse space in Pompano Beach, Florida. The Company believes the space is adequate for its current needs.

The Company owns eight Cryptocurrency ATMs (CTMs or BTMs) and operates them in the following locations;
Two at Sawgrass Mills Mall – Sunrise FL
Two at Opry Mills Mall – Nashville TN
Two at the Mills at Jersey Gardens – Elizabeth NJ
One at Rinca Inc. Grass Valley, CA
One at Gentlemen's Cue – Pikesville

These CTMs represent the major sources of revenue for the Company in the fourth Quarter of 2018.

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, as of the period end date of this report, regarding any person or entity owning 5% of more of any class of the issuer's securities, 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 or 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
Steven Hoffman	Chairman of the Board of Directors	Ft. Lauderdale, FL	0	N/A	N/A	None
Justin Frankel (1)	Chief Executive Officer	Armonk, NY	0	N/A	N/A	None
Southern Point Capital Mitchell Helfman	Owner of more than 5%	Brooklyn, NY	1	Series A Preferred Stock	100%	None
Market Awareness Corp. c/o Lee King	Owner of more than 5%	Pompano, FL	1,000,000	Series B Preferred Stock	50%	None
Fordee CA Trust c/o Steve Medly	Owner of more than 5%	Glendale, CA	1,000,000	Series B Preferred Stock	50%	None

(1) Justin Frankel resigned on April 1, 2019

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;

None.

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

None.

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.

None.

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:	Jonathan D. Leinwand
Firm:	Jonathan D. Leinwand, P.A.
Address 1:	18851 NE 29th Ave, Suite 1011
Address 2:	Aventura, FL 33180
Phone:	954-903-7856
Email:	jonathan@jdlpa.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, Carl Ettlinger certify that:

1. I have reviewed this annual disclosure statement] of Bayside Corporation;

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.

/s/Carl Ettlinger CEO January 31, 2020

Principal Financial Officer:

I, Carl Ettlinger certify that:

1. I have reviewed this annual disclosure statement of Bayside Corporation;

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.

/s/Carl Ettlinger January 31, 2020

Financial Statements
&
Notes

Period Ending
December 31, 2018

BAYSIDE CORPORATION
BALANCE SHEETS
(UNAUDITED - Prepared by Management)

	December 31, 2018	December 31, 2017
Assets		
Current assets:		
Cash	$ 67,746	$ 70,624
Bitcoin	6,957	-
Total current assets	74,703	70,624
Equipment, net of accumulated depreciation of $4,869	63,304	-
Deposits	3,600	13,500
Total assets	$ 141,607	$ 84,124
Liabilities and deficiency in stockholders' equity		
Current liabilities:		
Accounts payable and accrued expenses	$ 62,098	$ 967
Debt settlement payable	373,362	403,362
Derivative liability	5,334,456	13,864,702
Notes payable	628,431	112,000
Total current liabilities	6,398,347	14,381,031
Deficiency in stockholders' equity:		
Preferred stock, Series A, par value $.0001 per share; 50,000,000 shares authorized, 1 share issued and outstanding	-	-
Preferred stock, Series B, par value $.0001 per share; 50,000,000 shares authorized, 2,000,000 shares issued and outstanding	200	200
Common stock, par value $.0001 per share; 9,000,000,000 shares authorized, 306,268 and 277,310 shares issued and outstanding, respectively	31	28
Additional paid-in capital	20,772,201	691,147
Accumulated deficit	(27,029,172)	(14,988,282)
Total deficiency in stockholders' equity	(6,256,740)	(14,296,907)
Total liabilities and deficiency in stockholders' equity	$ 141,607	$ 84,124

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

BAYSIDE CORPORATION
STATEMENTS OF OPERATIONS
(Unaudited - Prepared by Management)

	Years Ended December 31, 2018	2017
Revenues	$ 47,793	$ -
Operating expense:		
Selling, general and administrative	548,711	27,876
Total operating expense	548,711	27,876
Loss from operations	(500,918)	(27,876)
Loss on change in fair value of derivative liability	(11,549,257)	(12,969,315)
Gain on conversion of debt	29,946	162,910
Interest expense	(20,661)	(967)
Loss before provision for income taxes	(12,040,890)	(12,835,248)
Provision for income taxes	-	-
Net loss	$ (12,040,890)	$ (12,835,248)
Basic and diluted loss per share	$ (40.49)	$ (57.67)
Weighted average shares outstanding, Basic and diluted	297,365	222,581

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

BAYSIDE CORPORATION
STATEMENTS OF CASH FLOWS
(UNAUDITED - Prepared by Management)

	Years ended December 31, 2018	2017
Cash flows from operating activities:		
Net loss	$ (12,040,890)	$ (12,835,248)
Adjustments to reconcile net loss to net cash used by operating activities:		
Depreciation	4,869	-
Stock based compensation	1,500	-
Compensation paid with notes payable	76,431	
Change in fair market value of derivative liability	11,549,257	12,969,315
Gain on extinguishment of debt	(29,946)	(162,910)
Change in assets and liabilities:		
Bitcoin	(6,957)	-
Deposits	(3,600)	-
Accounts payable and accrued expenses	61,131	967
Cash used by operating activities	(388,205)	(27,876)
Cash flows from investing activities:		
Cash paid for equipment	(54,673)	(13,500)
Cash flows from financing activities:		
Proceeds from notes	440,000	112,000
Net increase in cash	(2,878)	70,624
Cash, beginning of period	70,624	-
Cash, end of period	$ 67,746	$ 70,624
Supplemental Schedule of Cash Flow Information:		
Cash paid for interest	$ -	$ -
Cash paid for income taxes	$ -	$ -

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

BAYSIDE CORPORATION
STATEMENT OF DEFICIENCY IN STOCKHOLDERS' EQUITY
FOR THE YEARS ENDED DECEMBER 31, 2018 AND 2017
(UNAUDITED - Prepared by Management)

	Preferred Stock		Common Stock		Additional Paid-in Capital	Accumulated Deficit	Stockholders' Deficiency
	Shares	Amount	Shares	Amount			
Balance, January 1, 2017	2,000,001	$ 200	144,676	$ 15	$ 246,400	$ (2,153,034)	$ (1,906,419)
Shares issued upon conversion of debt	-	-	132,634	13	444,747	-	444,760
Net loss	-	-	-	-	-	(12,835,248)	(12,835,248)
Balance, December 31, 2017	2,000,001	200	277,310	28	691,147	(14,988,282)	(14,296,907)
Shares issued for services	-	-	333	-	1,500	-	1,500
Shares issued upon conversion of debt	-	-	26,667	3	79,997	-	80,000
Reclassification of derivative liability	-	-	-	-	19,999,557	-	19,999,557
Adjustment for fractional shares	-	-	1,958	-	-	-	-
Net loss	-	-	-	-	-	(12,040,890)	(12,040,890)
Balance, December 31, 2018	2,000,001	$ 200	306,268	$ 31	$ 20,772,201	$ (27,029,172)	$ (6,256,740)

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

BAYSIDE CORPORATION
NOTES TO CONDENSED FINANCIAL STATEMENTS
DECEMBER 31, 2018

Note 1 – Organization and Significant Accounting Policies

Organization and Line of Business

Bayside Corporation (the “Company”) was incorporated in the state of Nevada on October 17, 1984 originally as Two-B Company, a clothing wholesaler. In April of 1999 the Company changed its name to American Terra Vehicles Corp. after completing a reverse merger and became active as a developer and distributor of all-terrain vehicles. In August of 2008 the Company changed its name to Bayside Petroleum Company, Inc., in anticipation of its new business plan in the oil and gas industry. In January, 2011 the Company again changed its name to Bayside Corporation. The Company was re-domiciled on November 14, 2012 as a Wyoming corporation.

The Company is focused on infrastructure investments around the crypto-asset and blockchain ecosystems. The Company is exploring opportunities in the financial services, digital rights management, and computer processing and programming sectors. The Company owns and operates Cryptocurrency ATMs (CTMs or BTMs). These CTMs are access points through which customers can purchase or sell Bitcoin for cash, for which the Company charges a fee in the form of a mark-up relative to the spot price of Bitcoin for purchase transactions and mark-down relative to the spot price of Bitcoin for sell transactions. The Company is also in negotiations to build or acquire complimentary technology assets such as a digital wallet to help facilitate the operations of the CTMs and expand its customer base.

Basis of Presentation

The accompanying condensed financial statements are unaudited. The unaudited financial statements have been prepared in accordance with accounting principles generally accepted in the United States ("GAAP") and pursuant to the rules and regulations of the Securities and Exchange Commission (the “SEC”). Certain information and note disclosures normally included in annual consolidated financial statements prepared in accordance with GAAP have been condensed or omitted, although the Company believes that the disclosures made are adequate to make the information not misleading.

These financial statements as of and for the years ended December 31, 2018 and 2017 are unaudited; however, in the opinion of management, such statements include all adjustments (consisting of normal recurring accruals) necessary to present fairly the financial position, results of operations and cash flows of the Company for the periods presented.

Going Concern

The accompanying unaudited 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 currently has minimal operating activities and has an accumulated deficit and a working capital deficit at December 31, 2018. These factors raise substantial doubt about the Company’s ability to continue as a going concern.

The Company’s ability to continue existence is dependent upon the development or acquisition of operating activities and management’s ability to develop and achieve profitable operations and/or obtaining additional financing to carry out any planned business. However, there can be no assurance that these arrangements will be sufficient to fund its ongoing capital expenditures, working capital, and other cash requirements. The outcome of these matters cannot be predicted at this time.

There can be no assurance that any additional financings will be available to the Company on satisfactory terms and conditions, if at all. In the event we are unable to continue as a going concern, we may elect or be required to seek protection from our creditors by filing a voluntary petition in bankruptcy or may be subject to an involuntary petition in bankruptcy. To date, management has not considered this alternative, nor does management view it as a likely occurrence.

The accompanying unaudited financial statements do not include any adjustments related to the recoverability or classification of asset-carrying amounts or the amounts and classification of liabilities that may result should the Company be unable to continue as a going concern.

Use of Estimates

The preparation of the Company's financial statements in conformity with GAAP, which requires management to make estimates and assumptions that affect amounts of assets and liabilities and disclosures of contingent assets and liabilities as of the date of the financial statements and reported amounts of revenues and expenses during the periods presented. Estimates and assumptions are reviewed periodically and the effects of revisions are reflected in the financial statements in the period they are determined to be necessary. Significant estimates made in the accompanying financial statements include, but are not limited to the assumptions used to calculate the valuation of derivative liabilities and deferred income tax asset valuation allowances.

Fair Value of Financial Instruments

Our short-term financial instruments, including cash, bitcoin accounts payable and notes payable, consist primarily of instruments without extended maturities, the fair value of which, based on management's estimates, reasonably approximate their book value.

Cash and Cash Equivalents

For purposes of the statement of cash flows, cash and cash equivalents includes demand deposits, saving accounts and money market accounts. The Company considers all highly liquid debt instruments with maturities of three months or less when purchased to be cash and cash equivalents. The Company has no cash equivalents.

Concentration of Credit Risk

Financial instruments, which potentially subject the Company to concentrations of credit risk, consist of cash and cash equivalents and accounts receivables. The Company places its cash with high quality financial institutions and at times may exceed the FDIC $250,000 insurance limit. The Company monitors its exposure for credit losses and maintains allowances for anticipated losses, as required.

Derivative Instruments

The Company's derivative financial instruments consist of embedded derivatives related to the conversion features embedded within our convertible debt and preferred stock. The accounting treatment of derivative financial instruments requires that we record the derivatives at their fair values as of the inception date of the debt agreements and at fair value as of each subsequent balance sheet date. Any change in fair value is recorded as non-operating, non-cash income or expense at each balance sheet date.

Income Taxes

The Company utilizes ASC 740 "Income Taxes" which requires the recognition of deferred tax assets and liabilities for the expected future tax consequences of events that have been included in the financial statements or tax returns. Under this method, deferred income taxes are recognized for the tax consequences in future years of differences between the tax bases of assets and liabilities and their financial reporting amounts at each year-end based on enacted tax laws and statutory tax rates applicable to the periods in which the differences are expected to affect taxable income.

Equipment

Equipment consists of Cryptocurrency ATM (CTMs or BTMs) machines. The Company's machines were placed into service during the second and third quarters of 2018.

The machines are being depreciated on the straight line basis, using an estimated useful life of seven years. Depreciation expense for the year ended December 31, 2018 was $4,869.

Basic and diluted loss per share

We utilize ASC 260, "Earnings Per Share" for calculating the basic and diluted loss per share. In accordance with ASC 260, the basic and diluted loss per share is computed by dividing net loss available to common stockholders by the weighted average number of common shares outstanding. Diluted net loss per share is computed similar to basic loss per share except that the denominator is adjusted for the potential dilution that could occur if stock options, warrants, and other convertible securities were exercised or converted into common stock. Potentially dilutive securities are not included in the calculation of the diluted loss per share if their effect would be anti-dilutive. The Company has 3,557,349 and 4,621,976 common stock equivalents at December 31, 2018 and 2017, respectively. For the years ended December 31, 2018 and 2017 these potential shares were excluded from the shares used to calculate diluted earnings per share as their inclusion would reduce net loss per share.

Recently Issued Accounting Pronouncements

Recent accounting pronouncements issued by the FASB and the SEC did not, or are not believed by management to have a material impact on the Company's present or future financial statements.

Note 2 – Debt settlement agreement

On April 27, 2016 the Company entered into a debt settlement agreement ("Agreement") with Rockwell Capital Partners, Inc. ("Rockwell"). Rockwell had acquired the outstanding liabilities of the Company. The Agreement had an initial principal amount of $566,450.

The Agreement provides for settlement through the issuance of shares of the Company's common stock. Upon a request from Rockwell stating the dollar amount of the current requested settlement, the Company shall issue shares of its common stock at a 25% discount to the market price of the Company's common stock. The market price is defined as the lowest sale price during the 15 day period preceding the share request, inclusive of the date of the request.

Since the Agreement will be settled with a variable number of shares, the Company has determined that the embedded conversion feature is a derivative instrument and the conversion feature has been recorded as a derivative liability. The accounting treatment of derivative financial instruments requires that the Company record fair value of the derivatives as of the inception date and to adjust to fair value as of each subsequent balance sheet date.

During the year ended December 31, 2018, Rockwell converted $30,000 of debt settlement into 26,667 shares of common stock with a value of $80,000. The company recognized a gain of $29,946 as a result of the conversion of debt and extinguishment of the related derivative liability.

During the year ended December 31, 2017, Rockwell converted $163,088 of debt settlement into 132,634 shares of common stock with a value of $444,760. The company recognized a gain of $162,910 as a result of the conversion of debt and extinguishment of the related derivative liability.

Note 3 – Derivative Liabilities

Debt settlement agreement

The Company has identified embedded derivatives related to its debt purchase agreement described in Note 2. Since the debt settlement agreement is convertible into a variable number of shares, the conversion features of the Agreement is recorded as derivative liabilities. The accounting treatment of derivative financial instruments requires that the Company record fair value of the derivatives as of the inception date and to adjust to fair value as of each subsequent balance sheet date.

During the year ended December 31, 2018, Rockwell converted $30,000 of debt settlement into 26,667 shares of common stock. Derivative liability in the amount of $79,946 was extinguished as a result of the conversion.

During the years ended December 31, 2018 and 2017, the Company recorded expense of $39,344 and $228,495, respectively, related to the change in the fair value of the derivative. The fair value of the embedded derivative was $496,867 at December 31, 2018, determined using the Black Scholes Model with the following assumptions: (1) risk free interest rate of 2.55%; (2) dividend yield of 0%; (3) volatility factor of the expected market price of our common stock of 530%; and (4) an expected life of 1.3 years.

During the year ended December 31, 2017, Rockwell converted $163,088 of debt settlement into 132,633 shares of common stock. Derivative liability in the amount of $444,582 was extinguished as a result of the conversion.

The fair value of the embedded derivative was $537,469 at December 31, 2017, determined using the Black Scholes Model with the following assumptions: (1) risk free interest rate of 1.935%; (2) dividend yield of 0%; (3) volatility factor of the expected market price of our common stock of 441%; and (4) an expected life of 2.3 years.

Series A convertible preferred stock

The Company has identified embedded derivatives related to its convertible preferred stock described in Note 5. Since the preferred stock is convertible into a variable number of shares, the conversion feature of the preferred stock is recorded as a derivative liability. The accounting treatment of derivative financial instruments requires that the Company record fair value of the derivatives as of the inception date and to adjust to fair value as of each subsequent balance sheet date.

During the years ended December 31, 2018 and 2017, the Company recorded expense of $1,509,695 and $3,241,129, respectively, related to the change in the fair value of the derivative. The fair value of the embedded derivative was $4,837,589 at December 31, 2018, determined using the Black Scholes Model with the following assumptions: (1) risk free interest rate of

2.48%; (2) dividend yield of 0%; (3) volatility factor of the expected market price of our common stock of 461%; and (4) an expected life of 4 years.

The fair value of the embedded derivative was $3,327,894 at December 31, 2017, determined using the Black Scholes Model with the following assumptions: (1) risk free interest rate of 2.09%; (2) dividend yield of 0%; (3) volatility factor of the expected market price of our common stock of 398%; and (4) an expected life of 4 years.

Series B convertible preferred stock

The Company had identified embedded derivatives related to its Series B convertible preferred stock described in Note 5. Since the preferred stock was convertible into a number of shares in excess of the total common stock authorized to be issued, the conversion feature of the preferred stock is recorded as a derivative liability. The accounting treatment of derivative financial instruments requires that the Company record fair value of the derivatives as of the inception date and to adjust to fair value as of each subsequent balance sheet date.

On June 19, 2018, the shareholders approved an amendment to the Company's Articles of Incorporation. Pursuant to the amendment, the conversion terms of the Series B preferred stock were changed such that every 5,000 shares of Series B Preferred Stock shall be convertible into 1 share of the Company's common stock. As a result, the 2,000,000 Series B preferred stock will be convertible into 400 shares of common stock. As a result of this amendment and the approval of the reverse split, the derivative liability of the Series B preferred stock at the time of the amendment ($19,999,557 on June 19, 2018) has been reclassified to additional paid in capital.

During the years ended December 31, 2018 and 2017, the Company recorded expense of $10,000,218 and $9,499,691, respectively, related to the change in the fair value of the derivative. The fair value of the embedded derivative was $19,999,557 at June 19, 2018, determined using the Black Scholes Model with the following assumptions: (1) risk free interest rate of 2.705; (2) dividend yield of 0%; (3) volatility factor of the expected market price of our common stock of 423%; and (4) an expected life of 4 years.

The fair value of the embedded derivative was $9,999,339 at December 31, 2017, determined using the Black Scholes Model with the following assumptions: (1) risk free interest rate of 2.09%; (2) dividend yield of 0%; (3) volatility factor of the expected market price of our common stock of 398%; and (4) an expected life of 4 years.

Note 4 — Fair Value of Financial Instruments

ASC 825-10 defines fair value as the price that would be received from selling an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. When determining the fair value measurements for assets and liabilities required or permitted to be recorded at fair value, the Company considers the principal or most advantageous market in which it would transact and considers assumptions that market participants would use when pricing the asset or liability, such as inherent risk, transfer restrictions, and risk of nonperformance. ASC 825-10 establishes a fair value hierarchy that requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. ASC 825-10 establishes three levels of inputs that may be used to measure fair value:

Level 1 - Quoted prices in active markets for identical assets or liabilities.

Level 2 - Observable inputs other than Level 1 prices such as quoted prices for similar assets or liabilities; quoted prices in markets with insufficient volume or infrequent transactions (less active markets); or model-derived valuations in which all significant inputs are observable or can be derived principally from or corroborated by observable market data for substantially the full term of the assets or liabilities.

Level 3 - Unobservable inputs to the valuation methodology that are significant to the measurement of fair value of assets or liabilities.

To the extent that valuation is based on models or inputs that are less observable or unobservable in the market, the determination of fair value requires more judgment. In certain cases, the inputs used to measure fair value may fall into different levels of the fair value hierarchy. In such cases, for disclosure purposes, the level in the fair value hierarchy within which the fair value measurement is disclosed is determined based on the lowest level input that is significant to the fair value measurement.

Items recorded or measured at fair value on a recurring basis in the accompanying unaudited condensed consolidated financial statements consisted of the following items as of December 31, 2018:

		Fair Value Measurements at December 31, 2018 using:		
	December 31, 2018	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Liabilities:				
Debt Derivative Liabilities	$ 5,334,456	$ -	$ -	$ 5,334,456

The debt derivative liabilities are measured at fair value using quoted market prices and estimated volatility factors based on historical prices for the Company's common stock and are classified within Level 3 of the valuation hierarchy.

The reconciliation of the derivative liability measured at fair value on a recurring basis using unobservable inputs (Level 3) is as follows:

	Year ended December 31,	
	2018	**2017**
Balance at beginning of year	$ 13,864,702	$ 1,339,969
Additions to derivative instruments		
Extinguished liability	(20,079,503)	(444,582)
Loss (gain) on change in fair value of derivative liability	11,549,257	12,969,315
Balance at end of period	$ 5,334,456	$ 13,864,702

Note 5 - Stockholders' Equity

Preferred stock:

Series A Preferred Stock

The Company is authorized to issue 50,000,000 shares of $0.0001 par value Series A preferred stock. As of December 31, 2018 and 2017 the Company has 1 share of Series A preferred stock issued and outstanding.

- Each share may be converted into the number of shares of Common Stock equal to four times the sum of all shares of Common Stock issued and outstanding plus all shares of Series B Preferred Stock Issued and outstanding at the time of conversion divided by the number of Series A Preferred Stock issued and outstanding at the time of conversion;
- Shares of Series A Preferred Stock may only be issued in exchange for the partial or full retirement of debt held by management, employees or consultants, or as directed by a majority vote of the board of directors;
- The total aggregate issued shares of Series A Preferred Stock at any given time, regardless of their number, shall have voting rights equal to seventy-five percent (75%) of the total voting stock of the Corporation.

Series B Preferred Stock

The Company is authorized to issue 50,000,000 shares of $0.0001 par value Series B preferred stock. As of December 31, 2018 and 2017 the Company has 2,000,000 shares of Series B preferred stock issued and outstanding.

- The holders of Series B Preferred Stock shall be entitled to receive dividends when, as and if, declared by the Board of Directors, in its sole discretion;
- Upon liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, before any distribution or payment shall be made to holders of any stock ranking junior to the Series B Preferred Stock, the holders of Series B Preferred Stock shall be entitled to be paid out of the assets of the Corporation an amount equal to $1.00 per share, subject to the adjustment for any stock dividends, combinations, splits, or recapitalizations, plus all declared but unpaid dividends;

- Every 5,000 shares of Series B Preferred Stock shall be convertible into 1 share of the Corporation's common stock.
- Each share of Series B Preferred Stock shall have ten votes for any election or other vote placed before the shareholders of the Corporation.
- Series B Preferred Stock may not be converted into shares of the common stock of the Corporation for a period of six months after purchase if the corporation flies public reports under Section 12 or 15 of the Securities Act of 1934; or twelve months if the Corporation does not file public reports.

Common stock:

The Company is authorized to issue 9,000,000,000 shares of its common stock, with par value of $0.0001 per share. As of December 31, 2018 and 2017 there were 306,268 and 277,310 shares of common stock issued and outstanding, respectively.

On June 19, 2018, the shareholders approved a reverse split of the shares of common stock issued and outstanding at a ratio to be determined by the Board of Directors which shall not to exceed 20:1. On November 12, 2018 the Board of Directors and a majority of the shares entitled to vote on the matter voted to approve a reverse split with a ratio of 1 share for 15,000 shares. The effective date of the reverse split was January 7, 2019. All share and per share data has been retroactively restated in the accompanying financial statements and footnotes for all periods presented to reflect the effects of the reverse split.

During the year ended December 31, 2018 we issued 333 shares of common stock, valued at $1,500, for services.

During the year ended December 31, 2018, Rockwell converted $30,000 of debt settlement into 26,667 shares of common stock.

During the year ended December 31, 2017, Rockwell converted $163,088 of debt settlement into 132,634 shares of common stock.

Note 6 – Notes Payable

During 2018 the Company entered into five promissory notes aggregating $440,000. The notes bear interest at 6% per year and have a maturity date of one year from issue.

During 2018 the Company issued a promissory note in the amount of $35,908 as payment for payroll. The note bears interest at 4% per year and matures on June 1, 2019.

During 2018 the Company issued a promissory note in the amount of $40,523 as payment for payroll. The note bears interest at 4% per year and matures on April 1, 2019.

During 2017 the Company entered into three promissory notes, aggregating $12,000. The notes bear interest at 2% per year and have a maturity date of one year from issue.

During 2017 the Company entered into a promissory note in the amount of $100,000. The note bears interest at 6% per year and has a maturity date of one year from issue.

Note 7 - Income taxes

The Company utilizes ASC 740 "Income Taxes", which requires the recognition of deferred tax liabilities and assets for the expected future tax consequences of events that have been included in the financial statement or tax returns. Under this method, deferred tax liabilities and assets are determined based on the difference between financial statements and tax bases of assets and liabilities using enacted tax rates in effect for the year in which the differences are expected to reverse.

Since the Company has incurred annual losses since inception, there has been no income tax expense or liability. The Company has provided a 100% valuation allowance for any deferred tax benefits resulting from net operating loss carryovers due to our limited operating history. In addressing the realizability of deferred tax assets, management considers whether it is more likely than not that some portion or all of the deferred tax assets will not be realized. The ultimate realization of deferred tax assets is dependent upon the generation of future taxable income during the periods in which those temporary differences are deductible.

The Company has not filed any of its tax returns through December 31, 2018.

The provisions of ASC 740 require companies to recognize in their financial statements the impact of a tax position if that position is more likely than not to be sustained upon audit, based upon the technical merits of the position. ASC 740 prescribes a recognition threshold and measurement attribute for the financial statement recognition and measurement of a tax position taken or expected to be taken on a tax return. ASC 740 also provides guidance on derecognition, classification, interest and penalties, accounting in interim periods and disclosure.

Management does not believe that the Company has any material uncertain tax positions requiring recognition or measurement in accordance with the provisions of ASC 740. Accordingly, the adoption of these provisions of ASC 740 did not have a material effect on the Company's financial statements. The Company's policy is to record interest and penalties on uncertain tax positions, if any, as income tax expense.

All tax years for the Company remain subject to future examinations by the applicable taxing authorities.

Note 8 – Subsequent Events

Subsequent to December 31, 2018 the Company entered into four promissory notes aggregating $85,000. The notes bear interest at 6% per year and have a maturity date of one year from issue.

In July 2019 the Company entered into a lease agreement with an entity controlled by the Company's Chief Executive Officer. Pursuant to the agreement, the Company leased its twelve Cryptocurrency ATM machines for an aggregate rental of $1,000 per month. The Company received an advance deposit of $40,000 under the agreement, and the monthly rent will be charged against this advance. The agreement contains a provision for the lessee to purchase the machines in the future. In September 2019 we sold six machines pursuant to the agreement for $20,000, which was charged against the advance payment.

Subsequent to December 31, 2018 the Company defaulted on certain of its notes. As a result, default penalties aggregating $101,500 have been added to the principal balances of the notes.