

**OTC Pink Basic Disclosure Guidelines**

**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.

Bayport International Holdings, Inc.

**2) Address of the issuer's principal executive offices**

Company Headquarters

Address 1: 9330 LBJ Freeway

Address 2: Suite 900

Address 3: Dallas Texas 75243

Phone: 214-438-3890

Email: info@bayportinternational.com

Website(s): www.bayportinternational.com

IR Contact

StockVest

**3) Security Information**

Trading Symbol: bayp

Exact title and class of securities outstanding: Common

CUSIP: 073068 108

Par or Stated Value: .001

Total shares authorized: 5,500,000,000 as of: 12/31/16

Total shares outstanding: 3,815,627,184 as of: 12/31/16

Additional class of securities: preferred

Trading Symbol: bayp

Exact title and class of securities outstanding: preferred

CUSIP: 073068 108

Par or Stated Value: .01

Total shares authorized: 25,000,000 as of: 12/31/16

Total shares outstanding: 24,000,000 as of: 12/31/16

Transfer Agent

Name: Pacific Stock Transfer Agent

Address 1: 6725 Via Austi Agent

Address 2: Suite 300

Address 3: Las Vegas, NV 89119

Phone: 800-785-7782

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

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

List any restrictions on the transfer of security:

None

Describe any trading suspension orders issued by the SEC in the past 12 months.

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:

Acquisition of Pacific Retail Group

**4) Issuance History**

List below any events, in chronological order, that resulted in changes in total shares outstanding by the issuer in the past two fiscal years and any interim period. The list shall include all offerings of equity 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, describing (1) the securities, (2) the persons or entities to whom such securities were issued and (3) the services provided by such persons or entities. The list shall indicate:

4/21/16 \$56,000.00 Loan Convertible Note Acquisition Solutions  
10/1/15 \$90,000.00 Loan Convertible Note Tanglers Capital

**5) Financial Statements**

Provide the financial statements described below for the most recent fiscal year end or quarter end to maintain qualification for the OTC Pink Current Information tier. For the Initial disclosure statement (qualifying for Current Information for the first time) please provide reports for the two previous fiscal years and any interim periods.

- A. Balance sheet; Attached/Appended
- B. Statement of Income; Attached/Appended
- C. Statement of cash flows; Attached/Appended
- D. Financial notes; and Attached/Appended
- E. Audit letter, if audited Not Applicable

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

You may either (I) attach/append the financial statements to this disclosure statement or (II) post such financial statements through the OTC Disclosure & News Service 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 reports separately as described in part (II) 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 otcq.com in the field below.

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Information contained in a Financial Report is considered current until the due date for the subsequent Financial Report. To remain in the OTC Pink Current Information tier, a company must post its Annual Report within 90 days from its fiscal year-end date and Quarterly Reports within 45 days of its fiscal quarter-end date.

**6) Describe the Issuer's Business, Products and Services**

Describe the Issuer's business so a potential investor can clearly understand the company. In answering this item, please include the following:

- A. a description of the Issuer's business operations;

Bayport International Holdings, Inc. is a holding company active in Tech, Internet Solutions, Cannabis Industry, Oil & Gas, strategic metals, precious minerals and energy production. The company is also pursuing opportunities in the legal cannabis industry. The objective of the company is to provide diverse, yet practical investment opportunities to its shareholders. For more information, visit our websites at [www.bayportinternational.com](http://www.bayportinternational.com).

B. Date and State (or Jurisdiction) of Incorporation:

February 2, 2005

C. the Issuer's primary and secondary SIC Codes;

1311 Oil Gas

1041 Gold Ore

D. the Issuer's fiscal year end date;

December 31

E. principal products or services, and their markets;

Digital Cannabis Market & Oil Gas

**7) Describe the Issuer's Facilities**

9330 LBJ Freeway

Suite 900

Dallas, TX 75243

**8) 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 shareholders.

A. **Names of Officers, Directors, and Control Persons.** In responding to this item, please provide the names of each of the Issuer's executive officers, directors, general partners and control persons (control persons are beneficial owners of more than five percent (5%) of any class of the Issuer's equity securities), as of the date of this information statement.

Director/Officer  
Clay Franks

B. **Legal/Disciplinary History.** Please identify whether any of the foregoing persons have, in the last five 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);

No

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;

No

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

No



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.

No

- C. Beneficial Shareholders. Provide a list of the name, address and shareholdings or the percentage of shares owned by all persons beneficially owning more than ten percent (10%) of any class of the Issuer's equity securities. If any of the beneficial shareholders are corporate shareholders, provide the name and address of the person(s) owning or controlling such corporate shareholders and the resident agents of the corporate shareholders.

None

9) **Third Party Providers**

Please provide the name, address, telephone number, and email address of each of the following outside providers that advise your company on matters relating to operations, business development and disclosure:

Legal Counsel

Name: Matthew McMurdo, Esq  
Firm: 28 West 44<sup>th</sup> St  
Address 1: 16<sup>th</sup> Floor  
Address 2: New York, New York 10036  
Phone: 917-318-2865  
Email: \_\_\_\_\_

Accountant or Auditor

Name: Cameron Terry, cpa  
Firm: M&K CPAS PLLC  
Address 1: 4100 N. Sam Houston Parkway W. Suite 200B  
Address 2: Houston Tx 77086 \_\_\_\_\_  
Phone: 832-242-9950  
Email: cterry@mkacpas.com

Investor Relations Consultant

Name: \_\_\_\_\_  
Firm: StockVest  
Address 1: 52 Riley Road Suite 376  
Address 2: Celebration Florida 34747 \_\_\_\_\_  
Phone: \_\_\_\_\_  
Email: \_\_\_\_\_

Other Advisor: Any other advisor(s) that assisted, advised, prepared or provided information with respect to this disclosure statement.

Name: \_\_\_\_\_  
Firm: \_\_\_\_\_  
Address 1: \_\_\_\_\_  
Address 2: \_\_\_\_\_  
Phone: \_\_\_\_\_  
Email: \_\_\_\_\_

10) **Issuer Certification**

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, Clay Franks certify that:

1. I have reviewed this Annual Disclosure Statement of BAYP.

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.

4/23/17 [Date]

*Clay Franks*

President [Title]



Bayport International Holdings, Inc.

Balance Sheet 2016

	Jan-Mar	April-Jun	Jul-Sep	Oct-Dec
ASSETS				
Current Assets				
Checking/Savings	750.00	1,200.00	\$7,800.00	\$13,500.00
Fixed Assets				
Skin Care Buiness	79,508.00	79,508.00	\$79,508.00	\$79,508.00
Oil Gas Projects	129,061.83	129,061.83	\$129,061.83	\$129,061.83
Mineral Royalty Rights			\$175,000.00	\$175,000.00
Total Fixed Assets	209,319.83	209,319.83	\$383,569.83	\$383,569.83
Other Assets				
Start Up Cost	15,710.51	15,710.51	\$15,710.51	\$15,710.51
Total Other Assets				
TOTAL ASSETS	225,030.34	225,030.34	\$399,280.34	\$399,280.34



## LIABILITIES & EQUITY

### Liabilities

Stc	2,000.00	2,000.00		
Loans	108,000.00	108,000.00	\$146,000.00	\$146,000.00
Consultant Wages Payable	\$110,000.00	\$110,000.00		
Total Liabilities	\$220,025.00	\$220,025.00	\$146,000.00	\$146,000.00

### Equity

Capital Stock	\$1,025,016.00	\$1,025,016.00	\$1,025,016.00	\$1,025,016.00
Assets	0	0	0	0
Total	-\$225,030.34	-\$225,030.34	\$399,280.34	\$399,280.34
	799,985.66	799,985.66	625,735.66	625,735.66
Total Equity	799,985.66	799,985.66	625,735.66	625,735.66
TOTAL LIABILITIES & EQUITY	1,020,010.66	1,020,010.66	771,735.66	771,735.66

## Bayport International Holdings, Inc.

### Profit & Loss 2016

	Jan-Mar	Apr-Jun	Jul-sept	Oct-Dec	Year
Ordinary Income/Expences					
Oil Gas	\$1,142.10	\$1,200.00	\$840.50	\$214.63	\$3,397.63
Other Income			\$7,000.00	\$13,500.00	\$20,500.00
					0
Expense					
Computer					
Web					
Dev				\$5,000.00	\$5,000.00
Legal					
Oil Gas			\$4,500.00		\$4,500.00
Professional Fees				\$2,500.00	\$2,500.00
Press Release			\$1,000.00	\$1,250.00	\$2,250.00
Transfer Agent					
OTC			\$450.00		\$450.00
Public Co fees			\$750.00		\$750.00

Total Expenses	\$0.00	\$0.00	\$6,700.00	\$8,750.00	\$15,450.00
Net Income	\$1,142.10	\$1,200.00	\$7,840.50	\$13,714.63	\$23,897.63
Total	\$1,142.10	\$1,200.00	\$1,140.50	\$4,964.63	\$8,447.63

Bayport International Holdings, Inc.

Cash Flow 2016

	Jan-Mar	Apr-Jun	Jul-Sept	Oct-Dec	Year
Operating Activities					
Net Income	\$1,142.10	\$1,200.00	\$1,140.50	\$4,964.63	\$8,447.63

**Bayport International Holdings, Inc.**  
**A Development Stage Company**  
**Notes to the Consolidated Compiled Financial Statements**

**December 31, 2016**

**Nature of Operations**

Bayport International Holdings, Inc. (the "Company") was formed as Exit Only, Inc., a Nevada corporation on February 8, 2005. The company changed its name to Bayport International Holdings, Inc., in early 2012. The Company's corporate office is located in Las Vegas, Nevada and they also have a satellite office in Tulsa, OK.

Bayport International Holdings, Inc. is in the process of acquiring and commercially exploiting various prospective oil and natural gas properties throughout the Northeastern and Midwestern United States primarily in Texas and Pennsylvania.

Cosmic American Rare Earth, Inc., a Nevada corporation and Bayport subsidiary acquired certain mineral claims in Utah from third parties and is evaluating the feasibility of commercial exploitation for various minerals claims.

At present, Bayport's business will be primarily focused upon the commercial exploitation of various oil and gas and Cannabis opportunities.

## **Summary of Significant Accounting Policies**

### *Cash and Cash Equivalents*

For the purpose of the statement of cash flows, the company considers all short-term debt securities purchased with a maturity of three months or less to be cash equivalents.

### *Property and Depreciation*

Expenditures for additions and improvements are capitalized at cost. Maintenance and repairs are expensed as incurred. Depreciation is computed using the straight-line method, based upon the estimated useful lives of the related assets.

### *Revenue Recognition*

The Company's revenue will be derived from the sale of oil, natural gas, and minerals. Revenue will be recognized when the income is earned.

### *Use of Estimates*

The preparation of financial statements requires management to make estimates and assumptions that affect reported amounts and disclosures. Accordingly, actual results could differ from those estimates.

### *Income Taxes*

Income taxes will be provided for the tax effects of transactions reported in the financial statements and will consist of taxes currently due plus deferred taxes for operating losses that are available to offset future taxable income.

### *Facilities*

The company is currently utilizing rented office space at 7633 East 63<sup>rd</sup> Place, Tulsa, Oklahoma.

### *Shareholders' Equity*

The company has authorized 5,500,000,000 common shares, par value \$.001 per share. As of December 31, 2016, there were 3,548,781,562 common shares issued and outstanding.

The Company has authorized 25,000,000 preferred shares, par value \$.001 per share. As of December 31, 2016 the company had issued a total of 24,000,000 shares of preferred stock to its officers and directors in lieu of compensation. These shares have 1,000 votes for each share, for a total of 24,000,000,000 votes. If the Shareholder converts these shares to common shares, they convert on a one-to-one basis.

Rights as to dividends, return of capital, redemption, conversion, voting, and otherwise with respect to the preference of shares may be determined by the Company's Board of Directors on or before the time of issuance. In the event of the liquidation of the Company, the holders of any preference shares then outstanding would be entitled to payment to them of the amount for which the preference shares were subscribed and any unpaid dividends prior to any payment to the common shareholders.

**Receivables and Related Party Transactions**

None

**Subsequent Events**

Management has evaluated subsequent events through December 31, 2016 the date which the financial statements were available to be issued.

There were no significant subsequent events.