

## OTC Pink® Basic Disclosure Guidelines

Federal securities laws, such as Rules 10b-5 and 15c2-11 of the Securities Exchange Act of 1934 (“Exchange Act”) as well as Rule 144 of the Securities Act of 1933 (“Securities Act”), and state Blue Sky laws, require issuers to provide *adequate current information* to the public markets. With a view to encouraging compliance with these laws, OTC Markets Group has created these OTC Pink Basic Disclosure Guidelines. We use the basic disclosure information provided by OTC Pink companies under these guidelines to designate the appropriate tier in the OTC Pink marketplace: Current, Limited or No Information. OTC Markets Group may require companies with securities designated as Caveat Emptor to make additional disclosures in order to qualify for OTC Pink Current Information tier.

### Qualifications for the OTC Pink - Current Information Tier

Companies that make the information described below publicly available on a timely basis (90 days after fiscal year end for Annual Reports; 45 days after each fiscal quarter end for Quarterly Reports) qualify for the Current Information Tier. Financial reports must be prepared according to U.S. GAAP or IFRS, but are *not required to be audited* to qualify for the OTC Pink Current Information tier.

#### Initial Qualification:

1. Subscribe to the [OTC Disclosure & News Service](#) on [www.OTCIQ.com](http://www.OTCIQ.com) to publish your financial reports and material news.
2. Create the following documents, save them in PDF format and upload them via [www.OTCIQ.com](http://www.OTCIQ.com):
  - Annual Financial statements (Document must include: Balance Sheet, Income Statement, Statement of Cash Flows, Notes to Financial Statements) for the previous two fiscal years. If these reports are audited, please attach the audit letter from the [PCAOB](#) registered audit firm. Each year’s Annual Financial statements should be posted separately under the report type “Annual Report” in OTCIQ.
  - Any subsequent Quarterly Reports since the most recent Annual Report.
  - The most recent fiscal period end report should also include information in accordance with these OTC Pink Basic Disclosure Guidelines; use the fillable form beginning on page 3.
3. If financial reports are not audited by a [PCAOB](#) registered audit firm:
  - Submit a signed Attorney Letter Agreement (first two pages of the [Attorney Letter Guidelines](#)).
  - After following the appropriate procedures with a qualified attorney, upload an Attorney Letter complying with [Attorney Letter Guidelines](#) through your [otciq.com](http://otciq.com) account.

#### Ongoing Qualification:

1. **For each Fiscal Quarter End**, upload a Quarterly Report via [www.OTCIQ.com](http://www.OTCIQ.com) within **45 days** of the quarter end. (A separate quarterly report is not required for the 4<sup>th</sup> quarter.) The Quarterly Report should include:
  - Information in accordance with these OTC Pink Basic Disclosure Guidelines -- use the fillable form beginning on page 3.
  - Quarterly financial statements (Balance Sheet, Income Statement, Statement of Cash Flows, Notes to Financial Statements).
  - No Audit Letter or Attorney Letter is required.
2. **For each Fiscal Year End**, upload an Annual Report within **90 days** of the fiscal year end. The Annual Report should include:
  - Information in accordance with these OTC Pink Basic Disclosure Guidelines -- use the fillable form beginning on page 3.
  - Annual financial statements (Balance Sheet, Income Statement, Statement of Cash Flows, Notes to Financial Statements, and Audit Letter, if the financial statements are audited).
3. If financial reports are not audited by a PCAOB registered audit firm, upload an Attorney Letter via [www.OTCIQ.com](http://www.OTCIQ.com) complying with the [Attorney Letter Guidelines](#) within **120 days** of the fiscal year end.

### Qualifications for the OTC Pink - Limited Information Tier

Companies that make the information described below publicly available within the prior 6 months qualify for the Limited Information Tier.

1. Subscribe to the [OTC Disclosure & News Service](#) on [www.OTCIQ.com](http://www.OTCIQ.com) to publish your financial reports and material news.
2. Create a Quarterly Report or Annual Report for a fiscal period ended within the previous 6 months, save it in PDF format and upload it via [www.OTCIQ.com](http://www.OTCIQ.com). The Quarterly Report or Annual Report includes:
  - Balance Sheet, Income Statement, and Total Number of Issued and Outstanding Shares. Financial statements must be prepared in accordance with US GAAP, but are not required to be audited. (Please note that Cash Flow Statements are not required to qualify for the Limited Information tier; however, unless the financial statements include a Cash Flow Statement, no financial data will be included in the OTC Financials Data Service, which distributes company financial data to online investor portals and makes the data available on your company's Financials tab on [www.otcm Markets.com](http://www.otcm Markets.com))
  - A company in the Limited Information tier, may, but is not required to, include information in accordance with these OTC Pink Basic Disclosure Guidelines using the fillable form beginning on page 3.

### **Current Reporting of Material Corporate Events**

OTC Markets Group encourages companies to make public disclosure available regarding corporate events that may be material to the issuer and its securities. Persons with knowledge of such events would be considered to be in possession of material nonpublic information and may not buy or sell the issuer's securities until or unless such information is made public. If not included in the issuer's previous public disclosure documents or if any of the following events occur after the publication of such disclosure documents, the issuer shall publicly disclose such events by disseminating a news release within 4 business days following their occurrence, and posting such news release through the OTC Disclosure & News Service.

Material corporate events include:

- Entry or Termination of a Material Definitive Agreement
- Completion of Acquisition or Disposition of Assets, Including but not Limited to mergers
- Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of an Issuer
- Triggering Events That Accelerate or Increase a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement
- Costs Associated with Exit or Disposal Activities
- Material Impairments
- Sales of Equity Securities
- Material Modification to Rights of Security Holders
- Changes in Issuer's Certifying Accountant
- Non-Reliance on Previously Issued Financial Statements or a Related Audit Report or Completed Interim Review
- Changes in Control of Issuer
- Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers
- Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year
- Amendments to the Issuer's Code of Ethics, or Waiver of a Provision of the Code of Ethics
- Other events the issuer considers to be of importance

**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

Stock Vest

Address 1: 52 Riley Road Suite 376 \_\_\_\_\_

Address 2: Celebration Florida 34747 \_\_\_\_\_

**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: 12,500,000,000 as of: 3-31-2017 \_\_\_\_\_

Total shares outstanding: 7,279,652,807 as of: 3-31-2017 \_\_\_\_\_

Additional class of securities (if necessary):

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: 3-31-2017 \_\_\_\_\_

Total shares outstanding: 24,000,000 as of: 3-31-2017 \_\_\_\_\_

Transfer Agent

Name: Pacific Stock Transfer Agent \_\_\_\_\_

Address 1: 6725 Via Austi Parkway \_\_\_\_\_

Address 2: Suite 300 \_\_\_\_\_

Address 3: Las Vegas NV 89119 \_\_\_\_\_

Phone: 800-785-7782 \_\_\_\_\_

Is the Transfer Agent registered under the Exchange Act?\* Yes: x  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:

None

#### **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:

10-1-14 \$84,500.00 Loan Convertible Note Tangiers Capital.  
4-21-2016 \$56,000.00 Loan Convertible Note Acquisitions Solutions.  
1-2-2017 \$5,500.00 Loan Convertible Note Emerald Coast

#### **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;
- B. Statement of income;
- C. Statement of cash flows;
- D. Financial notes; and
- E. Audit letter, if audited

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.

\_\_\_\_\_

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.

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

February 2 2005

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

1311 Oil Gas

D. the issuer's fiscal year end date;

March 31

E. principal products or services, and their markets;

Cannabis Tech & Oil Gas

## 7) Describe the 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.

9330 LBJ Freeway  
Suite 900  
Dallas Texas 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.

Officer/Director  
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.

No \_\_\_\_\_

## 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: \_\_\_\_\_

Address 1: 28 West 44<sup>th</sup> St \_\_\_\_\_

Address 2: 16<sup>th</sup> Floor 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 Prkyway \_\_\_\_\_

Address 2: Suite 200b Houston Texas 77086 \_\_\_\_\_

Phone: 832-242-9950 \_\_\_\_\_

Email: cterry@mkacpas.com \_\_\_\_\_

### Investor Relations Consultant

Name: Stock Vest \_\_\_\_\_  
Firm: \_\_\_\_\_  
Address 1: \_\_\_\_\_  
Address 2: \_\_\_\_\_  
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 1<sup>st</sup> QUARTER 2017 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.

5-1-17 [Date]

President/Director

*Clay Franks*

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

**March 31, 2017**

### **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.

### **Shareholders' Equity**

The company has authorized 12,500,000,000 common shares, par value \$.001 per share. As of March 31, 2017, there were 7,279,652,807 common shares issued and outstanding.

The Company has authorized 25,000,000 preferred shares, par value \$.01 per share. As of March 31, 2017 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.



Bayport International Holdings, Inc.  
CONSOLIDATED BALANCE SHEETS

March 31,  
2017

<u>ASSETS</u>	
Current assets:	
Cash	\$ 8,448
Total current assets	8,448
Fixed and intangible assets:	
Skin Care Business	79,508
Oil & Gas Projects	129,062
Mineral royalty rights	175,000
Total fixed and intangible assets	383,570
Accumulated amortization and depreciation	(8,630)
Fixed and intangible assets, net	374,940
Other assets:	
Start-up costs	15,711
Total other assets	15,711
Total assets	\$ 399,098
<u>LIABILITIES AND STOCKHOLDERS DEFICIT</u>	
Current liabilities:	
Accounts payable and accrued expenses	\$ 51,400
Notes payable	146,000
Total current liabilities	197,400
Total liabilities	197,400
Commitments and contingencies	-
Stockholders' deficit	
Common stock - \$0.001 par value, authorized - 12,500,000,000 shares; issued and outstanding - 7,279,652,807	7,279,653
Preferred stock - \$0.01 par value, authorized - 25,000,000 shares; issued and outstanding - 24,000,000	240,000
Additional paid-in capital	(7,100,001)
Accumulated deficit	(217,954)
Total stockholders' deficit	201,698
Total liabilities and stockholders' deficit	\$ 399,098

See accompanying notes to the consolidated financial statements

Bayport International Holdings, Inc.;  
CONSOLIDATED STATEMENTS OF OPERATIONS

	For the three months ended March 31, 2017
Revenues	
Oil & gas	\$ 760
Other	8,448
Total Revenues	9,208
Cost of Sales	
Cost of goods sold	3,500
Gross profit	5,708
Operating expenses:	
General and administrative	56,406
Depreciation and amortization	2,877
Total operating expenses	59,283
Loss from operations	(53,575)
Total other expenses	-
Net loss applicable to common stock holders	\$ (53,575)
Per share data	
Net Loss per share - basic and diluted	\$ (0.00)
Weighted average number of shares outstanding- basic and diluted	7,279,652,807

See accompanying notes to the consolidated financial statements

Bayport International Holdings, Inc.  
CONSOLIDATED STATEMENTS OF STOCKHOLDERS' DEFICIT

	Preferred Stock (\$01 par value)		Common Stock (\$001 par value)		Additional Paid-In Capital	Accumulated Deficit	Total Stockholders' Deficit
	Shares	Amount	Shares	Amount			
<u>Balance, December 31, 2015</u>	24,000,000	240,000	3,815,627,184	3,815,627	(3,664,975)	(161,319)	229,333
Net loss		-	-	-		(3,059)	(3,059)
<u>Balance, December 31, 2016</u>	<u>24,000,000</u>	<u>\$ 240,000</u>	<u>\$ 3,815,627,184</u>	<u>\$ 3,815,627</u>	<u>\$ (3,664,975)</u>	<u>\$ (164,378)</u>	<u>\$ 226,274</u>
Issuance of stock for:							
Conversion of debentures			3,464,025,623	3,464,026	(3,435,026)		29,000
Net loss		-	-	-		(53,575)	(53,575)
<u>Balance, March 31, 2017</u>	<u>24,000,000</u>	<u>\$ \$ 240,000</u>	<u>\$ 7,279,652,807</u>	<u>\$ \$ 7,279,653</u>	<u>\$ \$ (7,100,001)</u>	<u>\$ \$ (217,954)</u>	<u>\$ \$ 201,698</u>

See accompanying notes to the consolidated financial statements  
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Bayport International Holdings, Inc.  
CONSOLIDATED STATEMENTS OF CASH FLOWS

	For the year ended December 31, 2016
Cash flows from operating activities:	
Net loss	\$ (53,575)
Adjustments to reconcile net loss to net cash used in operating activities:	
Depreciation and amortization	2,877
Changes in operating asset and liability account balances:	
Accounts payable and accrued expenses	45,646
Total adjustments	<u>48,523</u>
Net cash used in operating activities	<u>(5,052)</u>
Net cash used in investing activities	<u>-</u>
Net cash provided by financing activities	<u>-</u>
Net increase (decrease) in cash	(5,052)
Cash at beginning of year	<u>13,500</u>
Cash at end of year	<u><u>\$ 8,448</u></u>
Supplemental Schedule of Cash Flow Information:	
Cash paid for interest	<u>\$ -</u>
Cash paid for income taxes	<u>\$ -</u>
Supplemental Schedules of Noncash Investing and Financing Activities:	
Conversion of notes payable and accrued interest into common stock	<u>\$ -</u>
Debt discount	<u>\$ -</u>

See accompanying notes to the consolidated financial statements