UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-K

(Mark One)

[X] ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2018

[ ] TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from to _______________ to ____________

Commission file number 000-54830

SUNSTOCK, INC.
(Exact name of registrant as specified in its charter)

Delaware	**46-1856372**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

111 Vista Creek Circle
Sacramento, California 95835
(Address of principal executive offices) (zip code)

Registrant's telephone number, including area code: **916-860-9622**

Securities registered pursuant to Section 12(b) of the Act: **None**

Securities registered pursuant to Section 12(g) of the Exchange Act:

Common Stock, $0.0001 par value per share
(Title of class)

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act [ ] Yes [X] No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. [ ] Yes [X] No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. [ ] Yes [X] No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (Section 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). [X] Yes [ ] No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (Section 229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. [X] Yes [ ] No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer", "accelerated filer", "non-accelerated filer", and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large Accelerated filer [ ]	Accelerated filer [ ]	Non-accelerated filer [ ] (do not check if smaller reporting company)	Smaller reporting company [X]

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). [ ] Yes [X] No

State the aggregate market value of the voting and non-voting common equity held by non-affiliates computed by reference to the price at which the common equity was last sold, or the average bid and asked price of such common equity, as of the last business day of the registrant's most recently completed second fiscal quarter: $712,503 as of June 30, 2018

Indicate the number of shares outstanding of each of the registrant's classes of common stock as of the latest practicable date.

Class	Outstanding at June 19, 2019
Common Stock, par value $0.0001	577,117,449

Documents incorporated by reference: **None**

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PART I

CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

This report on Form 10-K, including the section entitled "Management's Discussion and Analysis of Financial Condition and Results of Operations," contains statements relating to our future plans and developments, financial goals and operating performance that are based on our current beliefs and assumptions. These statements constitute "forward-looking statements" within the meaning of federal securities laws. Words such as "expects," "anticipates," "intends," "plans," "believes," "seeks," "estimates," "could," "may," "should," and similar expressions or variations of such words are intended to identify forward-looking statements, but are not deemed to represent an all-inclusive means of identifying forward-looking statements as denoted in this report. Additionally, statements concerning future matters are forward-looking statements.

Although forward-looking statements in this report reflect the good faith judgment of our management, such statements are only based on facts and factors known by us as of the date of this report. Consequently, forward-looking statements are inherently subject to risks and uncertainties and actual results and outcomes may differ materially from the results and outcomes discussed in or anticipated by the forward-looking statements. Factors that could cause or contribute to such differences in results and outcomes include, without limitation, those specifically addressed under the section below entitled "Risk Factors," as well as those discussed elsewhere in this report and in our other filings with the Securities and Exchange Commission ("SEC"). Readers are urged not to place undue reliance on these forward-looking statements.

We undertake no obligation to revise or update any forward-looking statements in order to reflect any event or circumstance that may arise after the date of this report, whether as a result of new information, future events or otherwise, except as required by law. Readers are urged to carefully review and consider the various disclosures made throughout the entirety of this report, as well as our other SEC filings, which attempt to advise interested parties of the risks and factors that may affect our business, financial condition, results of operations, and prospects.

Item 1. Business

Background

The Company has only recently emerged from its status as a development-stage company, and it has limited operating history and is expected to experience losses in the near term. The Company's independent registered public accounting firm has issued a report stating there is substantial doubt about the Company's ability to continue as a going concern.

Summary

The Company operated a deep discount variety retail store under the name "Dollar Green Stores" ("dollar stores") in Sacramento. The store was closed in September 2018.

In September 2013, the Company's management developed plans to open and operate two retail stores in Sacramento, California, under the named "Dollar Green Stores." In February 2014, the Company opened its first dollar store in Sacramento, which consists of more than 2,200 square feet of retail store space. The Company opened its second dollar store in May 2014. In August 2014, the Company was forced to close its original store due to its landlord's failure to comply with city building codes. The Company relocated the second store in December 2015 and settled the existing lease at that time. The Company currently operates no variety retail stores.

Additionally, the Company began limited trading of precious metals in December 2014 with the purchase 100 ounces of silver. The Company has since purchased gold and is evaluating potentially expanding its ownership of additional precious metals. Though management has limited experience in the precious metals field they have solicited outside experts contribute to the Company's investment strategies.

The Company also has plans to acquire and operate hotels and residential properties in the high demand areas of California such as Southern California and the Bay Area.

On April 18, 2017 the Company entered into a Letter of Intent to purchase a central California hotel for approximately $7,000,000 and entering escrow October 2017 however with the escrow expired in December 2017 and the purchase did not close.

On October 22, 2018, Sunstock, Inc. acquired all assets and liabilities of Mom's Silver Shop, Inc. of Sacramento, California. Included in the assets acquired was approximately $60,000 in precious metals inventory and approximately $13,000 in net fixtures. Also included were any licenses and permits, customer lists, logo, trade names, signs, and websites. Financing of the purchase was by $20,056 cash, $33,000 unsecured note payable with principle payments of $1,000 per week for 33 weeks starting January 1, 2019 with 4.5% annual interest accrued on the unpaid balance (total accrued interest due August 27, 2019), and the assumption of liabilities and lease obligations. Mom's Silver Shop had unaudited net revenues of approximately $4,800,000 for the year ended December 31, 2015, $4,000,000 for the year ended December 31, 2016, $3,800,000 for the year ended December 31, 2017, and $2,500,000 in 2018 to the date of acquisition. Mom's Silver Shop specializes in buying and selling gold, silver, and rare coins, and is one of the leading precious metals retailers in the greater Sacramento metropolitan area.

The Business: Hotel and Residential Properties

The Company believes the hotel industry accounts for a significant part of the overall economy. The industry is highly segmented with many different brands targeting a vast range of customer needs at various price points. Businesses in the hotel industry generally operate under one or more business models, including hotel management, brand franchising and hotel ownership. Hotels are categorized into three groups: full-service, select-service and limited-service. Full-service hotels typically offer a full range of amenities and facilities, including food and beverage facilities and meeting facilities. Select-service hotels furnish some of the amenities offered at full-service hotels but on a smaller scale and generally do not to have meeting facilities. Limited-service hotels usually offer only lodging, however some provide modest food and beverage facilities such as breakfast buffets or small meeting rooms.

Lodging demand growth is generally related to the strength of the overall economy. Additionally, local demand factors may stimulate business and leisure travel to specific locations. In particular, macroeconomic trends relating to GDP growth, corporate profits, capital investments and employment growth are some of the primary drivers of lodging demand. As the economy continues to improve, the ongoing trend of strong transient demand and growing group business will continue to drive demand for hotels and lodging and allow the industry to achieve increased growth.

The Business: Precious Metals

Silver and other precious metals, may be used as an investment. A traditional way of investing in silver is by buying actual bullion bars. In some countries, like Switzerland and Liechtenstein, bullion bars can be bought or sold over the counter at major banks. Another means of buying and trading silver is through silver coins. Silver coins include the one ounce 99.99% pure Canadian Silver Maple Leaf and the one ounce 99.93% pure American Silver Eagle. Likewise, an increasing popular method of trading in silver and precious metals is through exchange-traded products, such as exchange-traded funds, exchange-traded notes and closed-end funds that aim to track the price of silver. Silver exchange-traded products are traded on the major stock exchanges including the London and New York Stock Exchanges.

The Company believes that stimulative monetary policies adopted by the United States, the European Union, China and Japan may cause an increase in inflation. Gold and silver have traditionally served as a hedge against economic uncertainty and high inflation.

At the present time, the Company does not anticipate or foresee a material effect on this line of its business from existing or probable governmental regulations.

The Company's Presence in the Market

The Company has a presence in the trade of precious metals and a presence in the trade of rare coins with the acquisition of Mom's Silver Shop.

The Company currently has no presence in the hotel or residential property marketplace. It intends to acquire such properties in the near future, thereby establishing a footprint in the market.

The Company currently has no presence in the variety retail stores.

Services and Products

The Company has established positions in precious metals and intends to hold as a long term investment. Currently, the Company has acquired 22,003 ounces of silver and a small amount of gold. The Company increased its position in precious metals and added a position in rare coins with the acquisition of Mom's Silver Shop.

Competition

If the Company does enter the hotel and or residential property industry, it will encounter significant competition from other hotel, residential and resort owners and operators. Primary competitors would include branded and independent hotel operating companies, national and international hotel brands and ownership companies. The Company's acquisition, Mom's Silver Shop, has a number of small coin shop competitors in the Sacramento, California area.

Strategic Partners and Suppliers

The Company believes that strategic partnerships will be a major component of the Company's operating strategy and path to success. The Company hopes to work with several strategic partners in important areas of its business and operations. However, currently, the Company has no such strategic partners.

Marketing Strategy

The Company has conducted limited advertising and marketing to date through updating its website for Mom's Silver Shop. The Company has not yet given substantial attention to its marketing strategy.

Operations

The Company believes that having adequate supplies of coins and bullion on hand is important and thus works to ensure that there is adequate supplies, especially during year-end holidays.

Sales Strategy

The Company's sales strategy is to have an adequate supply of bullion and coins for sale at competitive prices.

Revenues and Losses

Since its inception, the Company has focused its efforts on conducting market research and development, and has devoted little attention or resources to sales and marketing or generating near-term revenues and profits. The Company has limited revenues to date and has not realized any operating profits as of yet. In order to succeed, the Company needs to develop a viable strategy to market its hotels and residential properties once they have been acquired and developed. The Company closed its only Dollar Store in September 2018. The Company began to focus on near-term revenues and profitability with the acquisition of Mom's Silver Shop.

The Company has posted limited revenues from operations based on customer sales at its discount retail stores. The Company posted revenues of approximately $415,000 (including approximately $402,000 from Mom's Silver Shop) and $10,000 during the years ended December 31, 2018 and 2017, respectively.

The Company has not generated profits and has posted net losses since inception. The Company posted net losses of ($9,437,465) for the year ended December 31, 2018 and ($36,276,542) for the year ended December 31, 2017.

Equipment Financing

The Company has a three year lease on equipment for Mom's Silver Shop.

THE COMPANY

Employees

Currently, the Company has five employees and one consultant. Three employees are at Mom's Silver Shop. Our employees are not represented by a labor union or by a collective bargaining agreement.

Item 1A. Risk Factors

Not Applicable

Item 1B. Unresolved Staff Comments

None

Item 2. Properties

The Company currently uses the residence of Jason C. Chang for its corporate office at $1,200 per month based on a 19-month lease entered into in June 30, 2017 running through December 31, 2018. This lease was not extended. The Company has no other properties and at this time and has no agreements to acquire any properties.

The Company entered into a lease agreement in December 2015 for 2,700 square feet of retail shop space to replace its previous location below. The lease required combined monthly payments of base rent of $1,950 for six months beginning January 2016 with a one year option which ran through June 2017. The Company operated at that location on a month to month arrangement for $2,100 per month through September 2018.

The Company entered into a lease agreement in October 2018 for 1,088 square feet of retail shop space for Mom's Silver Shop. The lease requires combined monthly payments of base rent and triple net of $1,866 per month for sixty months.

Item 3. Legal Proceedings

On June 18, 2018, Power Up Lending Group, LTD. ("Power Up"), filed in the Supreme Court of the State of New York that Sunstock and Jason Chang (president and CFO of Sunstock and board member) and Rammk Clair (board member of Sunstock) materially breached the October 24, 2017, December 19, 2017, and April 16, 2018 notes payable to Power Up by, in June 2018, changing Sunstock's transfer agent in violation of the Notes and Agreements, and existing letter of instructions and authorizations, refusing to provide a replacement irrevocable letter of instruction from the newly appointed transfer agent and also failing to maintain sufficient reserves of stock so as to permit and accommodate the conversion requests of Power Up to go forward. Power Up has requested judgment against Sunstock for $160,180 with default interest, judgment against Sunstock for reasonable legal fees and costs of litigation, three judgments against Jason Chang and Rammk Clair for $160,180 and interest for each judgment, and a temporary restraining order and a preliminary and permanent injunction directing Sunstock, Jason Chang, and Rammk Clair to take all steps necessary and proper to permit the conversion of debt into stock and to deliver the stock to Power Up.

On June 22, 2018, EMA Financial, LLC ("EMA") sent a letter to Sunstock stating that Sunstock was in default on the June 5, 2017 note payable and the October 11, 2017 note payable to EMA. Among other defaults, the letter stated that Sunstock was in default due to refusing to provide a replacement irrevocable letter of instruction from the newly appointed transfer agent and also failing to maintain sufficient reserves of stock. The letter asks for at least $332,884.

On December 26, 2018, EMA filed a lawsuit in Federal Court for breach of contract.

On July 9, 2018, the attorney for Auctus Fund, LLC ("Auctus") sent a letter to Sunstock stating that Sunstock was in default on the May 24, 2017 note payable and the October 11, 2017 note payable to Auctus. Among other defaults, the letter stated that Sunstock was in default due to changing Sunstock's transfer agent in violation of the note, and existing letter of instructions and authorizations, refusing to provide a replacement irrevocable letter of instruction from the newly appointed transfer agent and also failing to maintain sufficient reserves of stock so as to permit and accommodate the conversion requests of Auctus to go forward. The letters ask for at least $277,397 regarding the May 24, 2017 note payable and at least $299,247 regarding the October 11, 2017 note payable. On December 26, 2018, AUCTUS filed a lawsuit in Federal Court for breach of contract.

On July 10, 2018, the attorney for Crown Bridge Partners, LLC ("Crown Bridge"), sent a letter to Sunstock stating that Sunstock was in default on the December 8, 2017 note payable to Crown Bridge. The letter stated that Sunstock was in default due to changing Sunstock's transfer agent in violation of the note, and existing letter of instructions and authorizations, refusing to provide a replacement irrevocable letter of instruction from the newly appointed transfer agent and also failing to maintain sufficient reserves of stock so as to permit and accommodate the conversion requests of Crown Bridge to go forward. The letter requested that Sunstock immediately contact Crown Bridge to demonstrate compliance with the note. On August 15, 2018, the attorney for Crown Bridge sent another letter to Sunstock stating that Sunstock owed Crown Bridge $221,470, and that if Sunstock did not respond by August 21, 2018 in regards to payment, then a lawsuit would be filed. No lawsuit has been filed as of August 24, 2018 to the Company's knowledge.

On March 7, 2019, the United States Court of Massachusetts issued electronic order 38 stating that the Court granted on the merits summary judgement on violation of contract claims for the plaintiffs (Auctus Fund, LLC and EMA Financial, LLC) and found Sunstock in default.

On May 6, 2019, the United States District Court of the District of Massachusetts issued an Order to Show Cause in the case of Auctus Fund, LLC and EMA Financial, LLC vs. Sunstock, Inc. The Court ordered Auctus to show cause within 21 days why the Court had jurisdiction at the outset of the case and why the Court ought not to vacate its entry of summary judgement for Auctus, EDF No. 38. The Court said that it had taken no action with regard to EMA's claim. The Company is currently awaiting a further issuance by the Court.

On May 30, 2019, the United States District Court of Massachusetts issued an order in the case of Auctus Fund, LLC vs. Sunstock, Inc. that the Court was satisfied that Auctus compliant raised colorable securities law claims and, accordingly, the Court ruled that it had subject matter jurisdiction to enter summary judgment on Auctus' contract claims.

Item 4. Mine Safety Disclosures.

Not applicable.

PART II

Item 5. Market for Registrant’s Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities

On December 9, 2015 the Company began light trading on the NASDAQ bulletin board under the symbol “SSOK”.

Our common stock trades under the symbol “SSOK” on the OCTQB. The following table sets forth, for the quarters indicated, the high and low last sale price information for our common stock as reported by OTC Markets Inc., a research service that complies quote information reported on the National Association of Securities Dealers composite feed or other qualified inter-dealer quotation medium. These quotations reflect inter-dealer prices, without retail markup, markdown or commissions, and may not necessarily represent actual transactions.

	High	Low
Year ended December 31, 2018:		
First Quarter	$ 0.30	$ 0.0101
Second Quarter	0.1499	0.0034
Third Quarter	0.44	0.005
Fourth Quarter	0.035	0.0082
Year ended December 31, 2017:		
First Quarter	$ 1.30	$ 0.95
Second Quarter	1.40	0.54
Third Quarter	1.40	0.53
Fourth Quarter	1.05	0.13

The OTC Bulletin Board is a dealer-driven quotation service. Unlike the Nasdaq Stock Market, companies cannot directly apply to be quoted on the OTC Bulletin Board, only market makers can initiate quotes, and quoted companies do not have to meet any quantitative financial requirements. Any equity security of a reporting company not listed on the Nasdaq Stock Market or on a national securities exchange is eligible.

At such time as it qualifies, the Company may choose to apply for quotation of its securities on the Nasdaq Capital Market.

In general, there is greater liquidity for traded securities on the Nasdaq Capital Market and less on the OTC Bulletin Board.

As of December 31, 2018, there are 382,117,449 shares of common stock outstanding of which 239,616,911 shares are owned by officers and directors of the Company. There are approximately 52 holders of our common stock.

The shares of common stock held by current shareholders are considered “restricted securities” subject to the limitations of Rule 144 under the Securities Act. In general, securities may be sold pursuant to Rule 144 after being fully-paid and held for more than 12 months. While affiliates of the Company are subject to certain limits in the amount of restricted securities they can sell under Rule 144, there are no such limitations on sales by persons who are not affiliates of the Company. In the event non-affiliated holders elect to sell such shares in the public market, there is likely to be a negative effect on the market price of the Company’s securities. There is no dividend policy currently in place.

Item 6. Selected Financial Data.

There is no selected financial data required to be filed for a smaller reporting company.

Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations

Overview

You should read the following discussion and analysis in conjunction with our Consolidated Financial Statements and related Notes thereto included in Part II, Item 8 of this Report before deciding to purchase, hold or sell our common stock.

Sunstock, Inc., ("Sunstock") was incorporated on July 23, 2012 under the laws of the State of Delaware to engage in any lawful corporate undertaking, including, but not limited to, selected mergers and acquisitions.

Management intends to develop the Company for the acquisition and operation of hotels and residential properties in the high demand areas of California, particularly Southern California and the San Francisco Bay Area. In December 2015, the Company entered into the investment in precious metals as listed on their Balance sheet of December 31, 2017 of $384,981. In September 2013, management developed plans to open and operate two retail stores in Sacramento, California. On October 30, 2013, the Company entered into a Purchase Agreement with Dollar Store Services, Inc. to develop, design and build out a retail store which the Company began operating in February 2014. Additionally, the Company entered into a lease agreement on October 30, 2013 for 2,239 square feet of retail shop space for this store in Sacramento, California. The lease required monthly payments for rent and maintenance of $3,733 for thirty six months beginning February 2014. The store was closed in September 2018.

Management opened an additional retail store in Sacramento, California in May of 2014 and entered into a retail shop lease for sixty-seven months beginning May 2014 for approximately 4,756 square feet. The monthly base rent for this location was $4,756, with seven months of free rent throughout the first eleven months. The base rent gradually increased until the term was to expire in 2019. This lease terminated in December 2015.

The Company currently operates no retail variety stores.

Business opportunities may be available in many different industries and at various stages of development, all of which will make the task of comparative investigation and analysis of such business opportunities difficult and complex.

In analyzing prospective business opportunities, Sunstock may consider such matters as the available technical, financial and managerial resources; working capital and other financial requirements; history of operations, if any; prospects for the future; nature of present and expected competition; the quality and experience of management services which may be available and the depth of that management; the potential for further research, development, or exploration; specific risk factors not now foreseeable but which may be anticipated; the potential for growth or expansion; the potential for profit; the perceived public recognition or acceptance of products, services, or trades; name identification; and other relevant factors. This discussion of the proposed criteria is not meant to be restrictive of the virtually unlimited discretion of Sunstock to search for and enter into potential business opportunities.

As of December 31, 2018, The Company has not posted operating income since inception. It has an accumulated deficit of approximately ($52,800,000) since inception. These matters raise substantial doubt about the Company's ability to continue as a going concern. The Company's continuation as a going concern is dependent on its ability to generate sufficient cash flows from operations to meet its obligations, which it has not been able to accomplish to date, and /or obtain additional financing from its stockholders and/or other third parties.

On October 22, 2018, Sunstock, Inc. acquired all issued and outstanding shares of common stock of Mom's Silver Shop, Inc. of Sacramento, California. Included in the assets acquired was approximately $60,000 in precious metals inventory and approximately $13,000 in net fixtures. Also included were any licenses and permits, customer lists, logo, trade names, signs, and websites. Financing of the purchase was by $20,056 cash, $33,000 unsecured note payable with principle payments of $1,000 per week for 33 weeks starting January 1, 2019 with 4.5% annual interest accrued on the unpaid balance (total accrued interest due August 27, 2019), and the assumption of liabilities and lease obligations. Mom's Silver Shop had unaudited net revenues of approximately $4,800,000 for the year ended December 31, 2015, $4,000,000 for the year ended December 31, 2016, $3,800,000 for the year ended December 31, 2017, and $2,500,000 in 2018 to the date of acquisition. Mom's Silver Shop specializes in buying and selling gold, silver, and rare coins, and is one of the leading precious metals retailers in the greater Sacramento metropolitan area.

Critical Accounting Policies

The financial statements of the Company have been prepared in accordance with accounting principles generally accepted in the United States. The preparation of these financial statements requires making estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses, and related disclosure of contingent assets and liabilities. The estimates are based on historical experience and on various other assumptions that are believed to be reasonable under the circumstances, the results of which form the basis of making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions.

Revenue Recognition

On January 1, 2018, the Company adopted FASB Accounting Standards Codification ("ASC") Topic 606, *Revenue from Contracts with Customers* ("ASC 606") . The new guidance sets forth a new five-step revenue recognition model which replaces the prior revenue recognition guidance in its entirety and is intended to eliminate numerous industry-specific pieces of revenue recognition guidance that have historically existed in U.S. GAAP. The underlying principle of the new standard is that a business or other organization will recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects what it expects to receive in exchange for the goods or services. The standard also requires more detailed disclosures and provides additional guidance for transactions that were not addressed completely in the prior accounting guidance.

The Company's principal activities from which it generates revenue are product sales. Revenue is measured based on considerations specified in a contract with a customer. A contract exists when it becomes a legally enforceable agreement with a customer. These contracts define each party's rights, payment terms and other contractual terms and conditions of the sale. Consideration is typically paid at time of sale via credit card, check, or cash when products are sold direct to consumers

A performance obligation is a promise in a contract to transfer a distinct product to the customer, which for the Company is transfer of a product to customers. Performance obligations promised in a contract are identified based on the goods that will be transferred to the customer that are both capable of being distinct and are distinct in the context of the contract, whereby the transfer of the goods is separately identifiable from other promises in the contract. The Company has concluded the sale of product and related shipping and handling are accounted for as the single performance obligation.

The transaction price of a contract is allocated to each distinct performance obligation and recognized as revenue when or as the customer receives the benefit of the performance obligation. The transaction price is determined based on the consideration to which the Company will be entitled to receive in exchange for transferring goods to the customer. We do not issue refunds.

The Company recognizes revenue when it satisfies a performance obligation in a contract by transferring control over a product to a customer when product is shipped based on fulfillment by the Company. Taxes assessed by a governmental authority that are both imposed on and concurrent with a specific revenue-producing transaction, that are collected by the Company from a customer, are excluded from revenue. Shipping and handling costs associated with outbound freight after control over a product has transferred to a customer are accounted for as a fulfillment cost and are included in cost of product sales.

Derivative Liability

The Company applies the provisions of ASC Topic 815-40, Contracts in Entity's Own Equity ("ASC Topic 815-40"), under which convertible instruments, which contain terms that protect holders from declines in the stock price, may not be exempt from derivative accounting treatment. As a result, embedded conversion options (whose exercise price is not fixed and determinable) in convertible debt (which is not conventionally convertible due to the exercise price not being fixed and determinable) are initially recorded as a liability and are revalued at fair value at each reporting date using a binomial option pricing model The change in valuation is accounted for as a gain or loss in derivative liability.

Stock-Based Compensation:

All share-based payments are recognized in the consolidated financial statements based upon their fair values.

The Company's accounting policy for equity instruments issued to consultants and vendors in exchange for goods and services follows ASC Topic 505. The measurement date for the fair value of the equity instruments issued is determined at the earlier of (i) the date at which a commitment for performance by the consultant or vendor is reached or (ii) the date at which the consultant or vendor's performance is complete. In the case of equity instruments issued to consultants, the fair value of the equity instrument is primarily recognized over the term of the consulting agreement. In accordance with FASB guidance, an asset acquired in exchange for the issuance of fully vested, non-forfeitable equity instruments should not be presented or classified as an offset to equity on the grantor's balance sheet once the equity instrument is granted for accounting purposes.

2018 Year-End Analysis Results of Operations

Comparison of the Years Ended December 31, 2018 and 2017

Mom's Silver Shop was acquired in October 2018, which resulted in material changes in revenues, cost of goods sold, and gross profit in 2018 as compared to 2017.

For the year ended December 31, 2018, revenues were $414,565, an increase of $404,068 from $10,497 for 2017, primarily due to $401,679 revenue from Mom's Silver Shop.

For the year ended December 31, 2018, cost of goods sold were $375,961, an increase of $358,528 from $17,433 for 2017,primarily due to $355,249 cost of goods sold from Mom's Silver Shop.

For the year ended December 31, 2018, gross profit was $38,604, an increase of $45,540 from a gross loss of ($6,936) for 2017, primarily due to $46,430 from Mom's Silver Shop.

For the year ended December 31, 2018, operating expenses were $5,343,841, a decrease of $30,238,831 from $35,582,672 for 2017. Stock based compensation was approximately $5,300,000 in 2018, an approximately $30,500,000 decrease from approximately $35,200,000 in 2017.

For the year ended December 31, 2018, the net loss was $9,437,465, a decrease of $26,839,077 from a loss of $36,276,542 for 2017. The accumulated deficit at December 31, 2018 was $52,166,526.

Liquidity and Capital Resources

As of December 31, 2018, the Company had $84,439 in cash, $788 in accounts receivable, $379,781 in inventories. and $575,750 in prepaid expenses. During the year ended December 31, 2018, the Company raised $127,938 in cash from stock sales, $219,000 from notes payable from related parties, and $53,000 from convertible notes payable.

Item 8. Financial Statements and Supplementary Data

The financial statements for the years ended December 31, 2018 and 2017 are attached hereto.

Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure

None.

Item 9A. Controls and Procedures

Pursuant to Rules adopted by the Securities and Exchange Commission. The Company carried out an evaluation of the effectiveness of the design and operation of its disclosure controls and procedures, as that term is defined in Rule 13a-15(e) of the Securities Exchange act of 1934, as amended (Exchange Act), as of December 31, 2018. This evaluation was done as of the end of the fiscal year under the supervision and with the participation of the Company's principal executive officer (who is also the principal financial officer). There have been no significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of the evaluation. Based upon that evaluation, he believes that the Company's disclosure controls and procedures are not effective in gathering, analyzing and disclosing information needed to ensure that the information required to be disclosed by the Company in its periodic reports is recorded, summarized and processed timely. The principal executive officer is directly involved in the day-to-day operations of the Company.

Management's Report of Internal Control over Financial Reporting

The Company is responsible for establishing and maintaining adequate internal control over financial reporting in accordance with the Rule 13a-15(e) of the Securities Exchange Act of 1934. The Company's officer, its president, conducted an evaluation of the effectiveness of the Company's internal control over financial reporting as of December 31, 2018. Based on this evaluation, management concluded that the Company's internal control over financial reporting was not effective as of December 31, 2018, based on those criteria. A control system can provide only reasonably, not absolute, assurance that the objectives of the control system are met and no evaluation of controls can provide absolute assurance that all control issues have been detected.

Material Weaknesses :

A material weakness is a deficiency, or a combination of deficiencies, in internal control over financial reporting, such that there is a reasonable possibility that a material misstatement of the company's annual or interim financial statements will not be prevented or detected on a timely basis.

The material weaknesses identified are:

1. Inadequate number of personnel that could accurately and timely record and report the Company's financial statements in accordance with GAAP;

2. We did not employ an adequate number of people to ensure a control environment that would allow for the accurate and timely reporting of the financial statements.

3. Ineffective controls to ensure that the accounting for transactions are recorded in accordance with GAAP financial statements.

4. We have not performed a risk assessment and mapped our processes to control objectives.

Notwithstanding the existence of these material weaknesses in internal control over financial reporting, we believe that the financial statements in this Annual Report on Form 10-K fairly present, in all material respects, our financial condition in conformity with U.S. generally accepted accounting principles (GAAP). Further, we do not believe the material weaknesses identified had an impact on prior financial statements.

Remediation:

As part of our ongoing remedial efforts, we have and will continue to, among other things:

1. Expanded our accounting policy and controls organization by recently hiring qualified accounting and finance personnel;

2. Increase our efforts to educate both our existing and expanded accounting policy and control organization on the application of the internal control structure;

3. Emphasize with management the importance of our internal control structure;

4. Seek outside consulting services where our existing accounting policy and control organization believes the complexity of the existing exceeds our internal capabilities.

5. Plan to implement improved accounting systems.

We believe that the foregoing actions will improve our internal control over financial reporting, as well as our disclosure controls and procedures. We intend to perform such procedures and commit such resources as necessary to continue to allow us to overcome or mitigate these material weaknesses such that we can make timely and accurate quarterly and annual financial filings until such time as those material weaknesses are fully addressed and remediated.

Changes in Internal Control Over Financial Reporting

There have been no changes in the Company’s internal controls over financial reporting during its fourth fiscal quarter that have materially affected, or are reasonably likely to materially affect, its internal control over financial reporting.

Item 9B. Other information

Not applicable.

PART III

Item 10. Directors, Executive Officers, and Corporate Governance

The Directors and Officers of the Company are as follows:

Name	Age	Positions and Offices Held
Jason C. Chang	45	President, Secretary, Director
Dr. Ramnik S. Clair	67	Vice President, Director

Management of Sunstock

Sunstock has two employees and one consultant. Jason C. Chang and Dr. Ramnik S. Clair are the officers and directors of Sunstock and shareholders. Mr. Chang, as president of Sunstock, and Mr. Clair as vice president, have allocated time to the activities of Sunstock with minimal cash compensation.

There are no agreements or understandings for the officer or director to resign at the request of another person and the above- named officer and director is not acting on behalf of nor will act at the direction of any other person.

Set forth below are the names of the directors and officers of the Company, all positions and offices with the Company held, the period during which they have served as such, and the business experience during at least the last five years:

Jason C. Chang, serves as a director, Chief Executive Officer and President of Sunstock. Mr. Chang began his career in the hospitality industry as a child and continuing as an adult working in the family business operating several hotels throughout California. Mr. Chang has now had over 20 years of hospitality management experience. In addition, as an entrepreneur, Mr. Chang has helped fund numerous startup companies, primarily related to the technology sector.

Dr. Ramnik Clair serves as a director and Senior Vice President of Sunstock. Dr. Clair received his medical degree in India and immigrated to the United States in 1983. He completed his medical residency in New York and has subsequently served in his medical practice as a solo practitioner. Dr. Clair intends to assist the Company in building long term relationships with its client base.

Conflicts of Interest

Messrs. Chang and Clair are not directors of, or sole beneficial shareholders of any other companies which have filed registration statements on Form 10 for the registration of their common stock pursuant to the Securities Exchange Act.

There are no binding guidelines or procedures for resolving potential conflicts of interest. Failure by management to resolve conflicts of interest in favor of the Company could result in liability of management to the Company. However, any attempt by shareholders to enforce a liability of management to the Company would most likely be prohibitively expensive and time consuming.

Code of Ethics. The Company has not at this time adopted a Code of Ethics pursuant to rules described in Regulation S-K. The Company has two persons who are the only shareholders and who serve as the directors and officers. The Company has limited operations and business actually does not receive any revenues or investment capital. The adoption of an Ethical Code at this time would not serve the primary purpose of such a code to provide a manner of conduct as the development, execution and enforcement of such a code would be by the same persons and only persons to whom such code applied. Furthermore, because the Company does not have any activities, there are activities or transactions which would be subject to this code. At the time the Company enters into a business combination or other corporate transaction, the current officers and directors will recommend to any new management that such a code be adopted. The Company does not maintain an Internet website on which to post a code of ethics.

Corporate Governance.

For reasons similar to those described above, the Company does not have a nominating compensation nor audit committee of the board of directors. At this time, the Company consists of two shareholders who serve as the corporate directors and officers. The Company has no activities, and receives no revenues. At such time that the Company enters into a business combination and/or has additional shareholders and a larger board of directors and commences activities, the Company will propose creating committees of its board of directors, including both a nominating and an audit committee. Because there are only two shareholders of the Company, there is no established process by which shareholders to the Company can nominate members to the Company's board of directors. Similarly, however, at such time as the Company has more shareholders and an expanded board of directors, the new management of the Company may review and implement, as necessary, procedures for shareholder nomination of members to the Company's board of directors.

To the Company's review that no other reports were required, during the fiscal year ended December 31, 2018 all Section 16(a) filing requirements applicable to its officers, directors and greater than 10 percent beneficial owners were complied with.

Item 11. Executive Compensation

The Company's officers and directors receive minimal cash compensation for services rendered to the Company. The officers and directors are not accruing any compensation pursuant to any agreement with the Company. For the years ended December 31, 2018 and 2017 the Company recorded the following:

- During the year ended December 31, 2018, the Company's chief executive officer purchased 164,310,000 shares of common stock below market price. $3,426,875 in stock based compensation expense was recorded.

- During the year ended December 31, 2018, the Company's vice president purchased 10,500,000 shares of common stock below market price. $260,400 in stock based compensation expense was recorded.

- During the year ended December 31, 2017, the Company's chief executive officer was awarded 18.05 million of the Company's common stock for services valued at an aggregate of approximately $19,500,000 (based on the closing price on the grant date), in exchange for $9,050 in cash and the remaining amount was recorded as stock based compensation expense in the accompanying statement of operations as the amounts was earned through December 31, 2017.

No retirement, pension, profit sharing, stock option or insurance programs or other similar programs have been adopted by the Company for the benefit of its employees.

The Company currently does not compensate its directors.

Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters

The following table sets forth, as of December 31, 2018, each person known by the Company to be the beneficial owner of five percent or more of the Company's common stock and the director and officer of the Company. The Company does not have any compensation plans and has not authorized any securities for future issuance. Except as noted, the holder thereof has sole voting and investment power with respect to the shares shown.

Name and Address of Beneficial Owner	Amount of Beneficial Ownership	Percent of Outstanding Stock (1)
Jason C. Chang 111 Vista Creek Circle Sacramento, CA 92835	226,036,411	59%
Dr. Ramnik C. Clair 111 Vista Creek Circle Sacramento, CA 92835	12,371,500	3%
All Executive officers and Directors as a Group (2 Persons)	238,407,911	62%

(1) Based upon 382,117,449 Shares outstanding as of the date of December 31, 2018.

Item 13. Certain Relationships and Related Transactions and Director Independence

The mother of Jason C. Chang, the Company's Chief Executive Officer and a director, received 10,500,000 shares of the Company's common stock for work for the period October 2018 through March 2019, which were valued at $189,000 based upon the closing stock price on the date of grant.

The combined parents to Jason C. Chang, the Company's Chief Executive Officer and a director, worked for a combined total of 5,900,000 shares of the Company's common stock for the year ended December 31, 2017, which were valued at approximately $7,500,000 upon grant.

The wife of Dr. Clair, a director of the Company, was issued 1,000,000 shares of the Company's common stock for the year ended December 31, 2017 as compensation for services as assistant general manager, which were valued at approximately $1,200,000 upon grant.

During the year ended December 31, 2017, the Company entered a 19-month lease with the parents of Jason Chang for Corporate office space at $1,200 per month running through December 2018.

During the year ended December 31, 2017, the Company recorded compensation to its CEO for the following.

- During the year ended December 31, 2017, the Company's chief executive officer was awarded 18.05 million of the Company's common stock for services valued at an aggregate of approximately $19,500,000 (based on the closing price on the grant date), of which $9,050 was received in cash and the remaining amount was recorded as stock based compensation expense in the accompanying statement of operations as the amounts are earned through December 31, 2017.

During the year ended December 31, 2018, the Company recorded compensation to its CEO for the following.

- During the year ended December 31, 2018, the Company's chief executive officer purchased 164.31 million of the Company's common stock below market price for $166,188. $3,426,875 was recorded as stock based compensation expense in the accompanying statement of operations.

Sunstock is not currently required to maintain an independent director as defined by Rule 4200 of the Nasdaq Capital Market nor does it anticipate that it will be applying for listing of its securities on an exchange in which an independent directorship is required. It is likely that neither Mr. Chang nor Dr. Clair would not be considered independent directors if it were to do so.

Item 14. Principal Accounting Fees and Services

Audit Fees

The aggregate fees billed or expected to be billed for each of the last two years for professional services rendered by the independent registered public accounting firm for the audits of the Company's annual financial statements review of financial statements included in the Company's Form 10-K and Form 10-Q reports, consents and services normally provided in connection with statutory and regulatory filings or engagements were as follows:

	Fiscal Year Ended December 31, 2018	Fiscal Year Ended December 31, 2017
Audit Fees		
Hall & Company	$ 65,000	$ 55,000
	$ 65,000	$ 55,000

AUDIT-RELATED FEES

None.

TAX FEES

None.

ALL OTHER FEES

None.

AUDIT COMMITTEE POLICIES AND PROCEDURES

The Company does not currently have an audit committee serving and as a result its board of directors performs the duties of an audit committee. The board of directors will evaluate and approve in advance, the scope and cost of the engagement of an auditor before the auditor renders audit and non-audit services. The Company does not rely on pre- approval policies and procedures.

PART IV

Item 15. Exhibits, Financial Statement Schedules

(a) Exhibits

31	Certification of the Chief Executive Officer and Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32	Certification of the Chief Executive Officer and Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
101.INS	XBRL Instance Document
101.SCH	XBRL Taxonomy Extension Schema
101.CAL	XBRL Taxonomy Extension Calculation Linkbase
101.DEF	XBRL Taxonomy Extension Definition Linkbase
101.LAB	XBRL Taxonomy Extension Label Linkbase
101.PRE	XBRL Taxonomy Extension Presentation Linkbase

23.1 Consent of Hall & Company – Independent Registered Public Accounting Firm

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

SUNSTOCK, INC.

Dated: June 19, 2019

By: */s/ Jason C. Chang*
Jason C. Chang
President, Chief Executive Officer and Chairman
(Principal Executive and Financial Officer)

Pursuant to the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

FINANCIAL STATEMENTS

Report of Independent Registered Public Accounting Firm

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

Opinion on The Financial Statements

We have audited the accompanying consolidated balance sheets of Sunstock, Inc. and subsidiaries (the "Company") as of December 31, 2018 and 2017, the related consolidated statements of operations, stockholders' equity(deficit) and cash flows for each of the two years in the period ended December 31, 2018, and the related notes (collectively referred to as the "financial statements"). In our opinion, the financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2018 and 2017, and the results of its operations and its cash flows for each of the two years in the period ended December 31, 2018, in conformity with accounting principles generally accepted in the United States of America.

Emphasis of Matter Regarding Going Concern

The accompanying consolidated financial statements have been prepared assuming that the Company will continue as a going concern. As discussed in Note 2 to the financial statements, the Company has suffered recurring losses from operations and has an accumulated deficit that raise substantial doubt about its ability to continue as a going concern. Management's plans in regard to these matters are also described in Note 2. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

Basis for Opinion

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

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. As part of our audits we are required to obtain an understanding of internal control over financial reporting but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no opinion.

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

/s/ Hall & Company
We have served as the Company's auditor since 2014
Irvine, CA
June 19, 2019

SUNSTOCK, INC.
CONSOLIDATED BALANCE SHEETS

	December 31, 2018	December 31, 2017
ASSETS		
Current assets		
Cash	$ 84,439	$ 59,167
Accounts receivable	788	-
Inventory - products	-	8,791
Inventory – metals and coins	379,781	384,981
Prepaid expenses	575,750	37,438
Total Current Assets	1,040,758	490,377
Property and equipment-net	15,919	7,937
Total assets	$ 1,056,677	$ 498,314
LIABILITIES AND STOCKHOLDERS' DEFICIT		
Current liabilities		
Accounts payable and accrued expenses	$ 365,905	$ 38,274
Loan payable - related parties	201,976	-
Convertible notes payable, net of discount	1,037,316	224,328
Derivative liability - conversion feature	2,356,887	1,009,896
Total Current Liabilities	3,962,084	1,272,498
Total liabilities	3,962,084	1,272,498
Stockholders' deficit		
Preferred stock; $0.0001 par value, 20,000,000 shares authorized; zero shares issued and outstanding	-	-
Common stock, $0.0001 par value, 8,000,000,000 shares authorized; 382,117,449 and 47,853,638 shares issued and outstanding as of December 31, 2018 and December 31, 2017, respectively	38,212	4,785
Additional paid - in capital	49,816,650	42,543,835
Accumulated deficit	(52,760,269)	(43,322,804)
Total stockholders' deficit	(2,905,407)	(774,184)
Total liabilities and stockholders' deficit	$ 1,056,677	$ 498,314

The accompanying notes are an integral part of the financial statements

SUNSTOCK, INC.
CONSOLIDATED STATEMENTS OF OPERATIONS

	For the Years ended December 31, 2018	For the Years ended December 31, 2017
Revenues	$ 414,565	$ 10,497
Cost of revenue	375,961	17,433
Gross profit (loss)	38,604	(6,936)
Operating expenses		
Professional fees	2,070,059	3,041,930
Compensation	3,185,349	32,123,688
Other operating expenses	88,433	417,054
Operating loss	(5,305,237)	(35,589,608)
Other income (expense):		
Unrealized gain (loss) on investments in precious metals	(26,147)	23,327
Gain from bargain purchase price	34,175	-
Interest expense	(1,091,813)	(810,758)
Loss from settlement of debt	(840,058)	-
Changes in fair value of derivative liability	(2,207,585)	101,297
Loss before income tax	(9,436,665)	(36,275,742)
Income tax	800	800
Net loss	$ (9,437,465)	$ (36,276,542)
Loss per share - basic and diluted	$ (0.09)	$ (0.98)
Weighted average number of common shares outstanding - basic and diluted	101,889,507	37,115,528

The accompanying notes are an integral part of the financial statements

SUNSTOCK, INC.
CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLERS' EQUITY (DEFICIT)
For the Years Ended December 31, 2018 and 2017

	Shares	Common Stock	Additional Paid-In Capital	Accumulated Deficit	Total
Balance at December 31, 2016	18,927,638	$ 1,892	$ 7,324,630	$ (7,046,262)	$ 280,250
Issuance of common stock for cash	17,859	2	19,568	-	19,570
Issuance of common stock for convertible notes	200,000	20	18,500	-	18,520
Estimated fair value of common stock issued for services, including shares issued in prior year	28,708,141	2,871	35,181,147	-	35,184,018
Net loss	-	-	-	(36,276,542)	(36,276,542)
Balance at December 31, 2017	47,853,638	4,785	42,543,835	(43,322,804)	(774,184)
Issuance of common stock for cash	7,341,755	734	127,204	-	127,938
Issuance of common stock for related party note payable (including expense of $729,220)	33,300,000	3,330	775,890	-	779,220
Issuance of common stock for convertible notes	35,403,811	3,541	1,101,216	*	1,104,757
Estimated fair value of common stock issued for services	258,218,245	25,822	5,268,505	-	5,294,327
Net loss				(9,437,465)	(9,437,465)
Balance at December 31, 2018	382,117,449	$ 38,212	$ 49,816,650	$ (52,760,269)	$ (2,905,407)

The accompanying notes are an integral part of the financial statements

SUNSTOCK, INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS

	For the Years ended	
	December 31, 2018	December 31, 2017
OPERATING ACTIVITIES		
Net loss	$ (9,437,465)	$ (36,276,542)
Adjustments to reconcile net loss to net cash used in operating activities		
Loss on subscription receivable	-	5,940
Change in fair value of derivative liability	2,207,585	(101,297)
Unrealized (gain) loss on investment in precious metals	26,147	(23,327)
Depreciation	32,462	5,528
Excess of fair value of common stock issued to related party upon conversion of notes payable	729,220	-
Amortization of debt discount and issuance costs	434,451	236,042
Common stock issued for services including amortization of prepaid consulting	5,294,327	35,192,788
Excess fair value of derivative	-	552,016
Increase in notes payable due to default penalties	563,486	-
Bargain purchase gain	(34,175)	-
Changes in operating assets and liabilities		
Accounts receivable	(788)	-
Other receivables	-	1,000
Inventories - products	69,340	(4,110)
Prepaid expenses	(528,397)	(12,438)
Accrued litigation	-	(82,660)
Accounts payable and accrued expenses	333,845	(11,449)
Net cash used in operating activities	(309,962)	(518,509)
INVESTING ACTIVITIES		
Inventories – metals and coins	(20,947)	(3,476)
Purchase of property and equipment	(27,165)	(8,374)
Cash paid in acquisition	(16,592)	-
Cash provided by (used in) investing activities	(64,704)	(11,850)
FINANCING ACTIVITIES		
Proceeds from convertible notes payable	53,000	559,295
Proceeds from note payable from related parties	219,000	-
Proceeds from issuance of common stock	127,938	13,630
Net cash used in financing activities	399,938	572,925
Net change in cash	25,272	42,566
Cash, beginning of period	59,167	16,601
Cash, end of period	$ 84,439	$ 59,167
SUPPLEMENTAL DISCLOSURE OF CASH FLOW ACTIVITIES:		
Interest	$ -	$ -
Income taxes	$ -	$ -
SUPPLEMENTAL DISCLOSURE OF NON-CASH		
Common stock issued as prepaid consulting	$ 931,500	$ 20,987,150
Shares issued in exchange for debt	$ 241,163	$ 18,520
Settlement of derivative with common stock	$ 913,594	$ -
Fair value of derivatives recorded as debt discount	$ 53,000	$ 559,177

The accompanying notes are an integral part of the financial statements

NOTE 1 NATURE OF OPERATIONS AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

NATURE OF OPERATIONS

Sunstock, Inc. (“Sunstock” or “the Company”) was incorporated on July 23, 2012 under the laws of the State of Delaware to engage in any lawful corporate undertaking, including, but not limited to, selected mergers and acquisitions. Sunstock may attempt to locate and negotiate with a business entity for the combination of that target company with Sunstock. The combination will normally take the form of a merger, stock-for-stock exchange or stock-for-assets exchange. In most instances the target company will wish to structure the business combination to be within the definition of a tax-free reorganization under Section 351 or Section 368 of the Internal Revenue Code of 1986, as amended. No assurances can be given that Sunstock will be successful in locating or negotiating with any target company. Sunstock has been formed to provide a method for a foreign or domestic private company to become a reporting company with a class of securities registered under the Securities Exchange Act of 1934.

On July 18, 2013, the Company has changed its name from Sandgate Acquisition Corporation to Sunstock, Inc.

On July 18, 2013, Jason Chang and Dr. Ramnik S. Clair were named as the directors of the Company.

On October 30, 2013, the Company entered into a Purchase Agreement with Dollar Store Services, Inc. to develop, design and build out a retail store which the Company opened in February 2014. The Company opened its second retail store in May 2014. On August 21, 2014 the first store was forced to close due to below code electrical wiring the landlord had provided. Perishable inventory at this store was relocated to the second store as nonperishables were moved into storage along with fixed assets. The Company’s second store was relocated in December of 2015 under lease running through June 2017 and operated on a month to month lease from then until the store was closed in September 2018. The Company currently operates no variety retail stores. The Company plans to continue purchasing more precious metals in silver and currently searching for a hotel in the Central California are as their previous selection in escrow during the 4 th quarter of 2017 did not close.

On October 22, 2018, Sunstock, Inc. acquired all assets and liabilities of Mom’s Silver Shop (see NOTE 11), Inc. of Sacramento, California. Included in the assets acquired was approximately $60,000 in precious metals inventory and approximately $13,000 in net fixtures. Also included were any licenses and permits, customer lists, logo, trade names, signs, and websites. Financing of the purchase was by $20,056 cash, $33,000 unsecured note payable with principle payments of $1,000 per week for 33 weeks starting January 1, 2019 with 4.5% annual interest accrued on the unpaid balance (total accrued interest due August 27, 2019), and the assumption of liabilities and lease obligations. Mom’s Silver Shop had unaudited net revenues of approximately $4,800,000 for the year ended December 31, 2015, $4,000,000 for the year ended December 31, 2016, $3,800,000 for the year ended December 31, 2017, and $2,500,000 in 2018 to the date of acquisition. Mom’s Silver Shop specializes in buying and selling gold, silver, and rare coins, and is one of the leading precious metals retailers in the greater Sacramento metropolitan area.

BASIS OF PRESENTATION

The summary of significant accounting policies presented below is designed to assist in understanding the Company’s financial statements. Such financial statements and accompanying notes are the representations of the Company’s management, who are responsible for their integrity and objectivity. These accounting policies conform to accounting principles generally accepted in the United States of America (“GAAP”) in all material respects, and have been consistently applied in preparing the accompanying financial statements.

USE OF ESTIMATES

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates. Significant estimates made by the Company's management include realizability and valuation of inventories and value of stock-based transactions.

CONCENTRATION OF RISK

Financial instruments that potentially subject the Company to concentrations of credit risk consist principally of cash. The Company places its cash with high quality banking institutions. The Company did not have cash balances in excess of the Federal Deposit Insurance Corporation limit as of December 31, 2018 and 2017.

INVENTORIES

Inventories – metals and coins consist primarily of silver and small amounts of gold held for sale and stated at fair value and coins stated at lower of cost or market. Currently, the Company anticipates holding its precious metals as a long-term investment. Depending on market conditions, the Company anticipates holding its silver holdings until the market price exceeds $50 per ounce. Likewise, the Company does not plan to sell its gold holdings unless the market price exceeds $2,500 per ounce. The Company acquired collectible coins in the purchase of Mom's Silver Shop. Collectible coins are purchased and then sold at a markup.

At each balance sheet date, the Company evaluates its ending inventory quantities on hand and on order and records a provision for excess quantities and obsolescence. Among other factors, the Company considers historical demand and forecasted demand in relation to the inventory on hand, competitiveness of product offerings, market conditions and product life cycles when determining obsolescence and net realizable value. In addition, the Company considers changes in the market value of components in determining the net realizable value of its inventory. Provisions are made to reduce excess or obsolete inventories to their estimated net realizable values. Once established, write-downs are considered permanent adjustments to the cost basis of the excess or obsolete inventories.

PRECIOUS METALS AND COINS

Inventories – silver principally include bullion and bullion coins and are acquired and initially recorded at fair market value. The fair market value of the bullion and bullion coins is comprised of two components: 1) published market values attributable to the costs of the raw precious metal, and 2) a published premium paid at acquisition of the metal. The premium is attributable to the additional value of the product in its finished goods form and the market value attributable solely to the premium may be readily determined, as it is published by multiple reputable sources. The Company's inventory - silver are subsequently recorded at their fair market values on a quarterly basis. The fair value of the inventory is determined using pricing and data derived from the markets on which the underlying commodities are traded. Precious metals commodities inventory are classified in Level 1 of the valuation hierarchy.

The change in fair value of the precious metals was included in the financial statements herein as recorded on the Company's Statements of Operations as an Unrealized gain (loss) on investments on precious metals of ($26,147) and $23,327 for the years ended December 31, 2018 and 2017, respectively.

The Company acquired Mom's Silver Shop in October 2018 to enter the market for collectible coins. The Company acquires collectible coins from both companies and individuals and then marks them up for resale. The inventory is recorded at lower of cost or market. Inventory can fluctuate in relation to when it is purchased and when it is sold. Inventory was $20,647 at December 31, 2018, which was low due to sales during the holidays.

PROPERTY AND EQUIPMENT

Property and equipment are stated at cost. Depreciation is computed using the straight-line method over the estimated useful lives of 3 to 5 years. Any leasehold improvements are amortized at the lesser of the useful life of the asset or the lease term.

LONG-LIVED ASSETS

The Company reviews the carrying values of its long-lived assets for possible impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. If the expected future cash flow from the use of the asset and its eventual disposition is less than the carrying amount of the asset, an impairment loss is recognized and measured using the fair value of the related asset. No impairment charges were incurred during the years ended December 31, 2018 and 2017. There can be no assurance, however, that market conditions will not change or demand for the Company's services will continue, which could result in impairment of long-lived assets in the future.

REVENUE RECOGNITION

On January 1, 2018, the Company adopted FASB Accounting Standards Codification ("ASC") Topic 606, *Revenue from Contracts with Customers* ("ASC 606") . The new guidance sets forth a new five-step revenue recognition model which replaces the prior revenue recognition guidance in its entirety and is intended to eliminate numerous industry-specific pieces of revenue recognition guidance that have historically existed in U.S. GAAP. The underlying principle of the new standard is that a business or other organization will recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects what it expects to receive in exchange for the goods or services. The standard also requires more detailed disclosures and provides additional guidance for transactions that were not addressed completely in the prior accounting guidance.

The Company's principal activities from which it generates revenue are product sales. Revenue is measured based on considerations specified in a contract with a customer. A contract exists when it becomes a legally enforceable agreement with a customer. These contracts define each party's rights, payment terms and other contractual terms and conditions of the sale. Consideration is typically paid at time of sale via credit card, check, or cash when products are sold direct to consumers

A performance obligation is a promise in a contract to transfer a distinct product to the customer, which for the Company is transfer of a product to customers. Performance obligations promised in a contract are identified based on the goods that will be transferred to the customer that are both capable of being distinct and are distinct in the context of the contract, whereby the transfer of the goods is separately identifiable from other promises in the contract. The Company has concluded the sale of product and related shipping and handling are accounted for as the single performance obligation.

The transaction price of a contract is allocated to each distinct performance obligation and recognized as revenue when or as the customer receives the benefit of the performance obligation. The transaction price is determined based on the consideration to which the Company will be entitled to receive in exchange for transferring goods to the customer. We do not issue refunds.

The Company recognizes revenue when it satisfies a performance obligation in a contract by transferring control over a product to a customer when product is shipped based on fulfillment by the Company. Taxes assessed by a governmental authority that are both imposed on and concurrent with a specific revenue-producing transaction, that are collected by the Company from a customer, are excluded from revenue. Shipping and handling costs associated with outbound freight after control over a product has transferred to a customer are accounted for as a fulfillment cost and are included in cost of product sales. The Company does not accept returns.

INCOME TAXES

The Company accounts for income taxes and the related accounts under the liability method. Deferred tax assets and liabilities are determined based on the differences between the financial statement carrying amounts and the income tax bases of assets and liabilities. A valuation allowance is applied against any net deferred tax asset if, based on available evidence, it is more likely than not that some or all of the deferred tax assets will not be realized. Therefore, the Company has recorded a full valuation allowance against the net deferred tax assets. The Company's income tax provision consists of state minimum taxes.

The Company recognizes any uncertain income tax positions on income tax returns at the largest amount that is more-likely-than-not to be sustained upon audit by the relevant taxing authority. An uncertain income tax position will not be recognized if it has less than a 50% likelihood of being sustained.

The total unrecognized tax benefit resulting in an increase in deferred tax assets and corresponding increase in the valuation allowance at December 31, 2018 is $12,501,833. There are no unrecognized tax benefits included in the balance sheet that would, if recognized, affect the effective tax rate.

The Company's policy is to recognize interest and/or penalties related to income tax matters in income tax expense. The Company had $0 accrued for interest and penalties on each of the Company's balance sheets at December 31, 2018 and 2017.

EARNINGS (LOSS) PER COMMON SHARE

Basic earnings (loss) per share represent income (loss) available to common stockholders divided by the weighted-average number of common shares outstanding during the period. Diluted earnings (loss) per share reflects additional common shares that would have been outstanding if dilutive potential common shares had been issued, as well as any adjustment to income (loss) that would result from the assumed issuance. The potential common shares that may be issued by the Company relate to outstanding stock options and have been excluded from the computation of diluted earnings (loss) per share because they would reduce the reported loss per share and therefore have an anti-dilutive effect.

For the year ended December 31, 2018 and 2017 there were no potentially dilutive shares that were included in the diluted earnings (loss) per share as their effect would have been antidilutive for the years then ended.

FAIR VALUE OF FINANCIAL INSTRUMENTS

The Company measures the fair value of certain of its financial assets on a recurring basis. A fair value hierarchy is used to rank the quality and reliability of the information used to determine fair values. Financial assets and liabilities carried at fair value will be classified and disclosed in one of the following three categories:

Level 1 – Quoted prices (unadjusted) in active markets for identical assets or liabilities;

Level 2 – Inputs other than Level 1 that are observable, either directly or indirectly, such as unadjusted quoted prices for similar assets and liabilities, unadjusted quoted prices in the markets that are not active, or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities; and

Level 3 – Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities.

At December 31, 2018 and 2017, the Company's financial instruments include cash, accounts receivable and accounts payable. The carrying amount of cash and accounts payable approximates fair value due to the short-term maturities of these instruments.

NOTE 2 - GOING CONCERN

The Company has not posted operating income since inception. It has an accumulated deficit of approximately $52,800,000 as of December 31, 2018. These matters raise substantial doubt about the Company's ability to continue as a going concern. The Company's continuation as a going concern is dependent on its ability to generate sufficient cash flows from operations to meet its obligations, which it has not been able to accomplish to date, and /or obtain additional financing from its stockholders and/or other third parties.

These financial statements have been prepared on a going concern basis, which implies the Company will continue to meet its obligations and continue its operations for the next fiscal year. The continuation of the Company as a going concern is dependent upon financial support from its stockholders, the ability of the Company to obtain necessary equity financing to continue operations, successfully locating and negotiate with a business entity for the combination of that target company with the Company.

There is no assurance that the Company will ever be profitable. The financial statements do not include any adjustments to reflect the possible future effects on the recoverability and classification of assets or the amounts and classifications of liabilities that may result should the Company be unable to continue as a going concern.

NOTE 3 - RECENT ACCOUNTING PRONOUNCEMENTS

In June 2018, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) No. 2018-07, *Improvements to Nonemployee Share-Based Payment Accounting (Topic 718)* . The amendments in the update expand the scope of Topic 718 to include share-based payment transactions for acquiring goods and services from nonemployees. An entity should apply the requirements of Topic 718 to nonemployee awards except for specific guidance on inputs to an option pricing model and the attribution of cost (that is, the period of time over which share-based payment awards vest and the pattern of cost recognition over that period). The amendments specify that Topic 718 applies to all share-based payment transactions in which a grantor acquires goods or services to be used or consumed in a grantor's own operations by issuing share-based payment awards. The amendments also clarify that Topic 718 does not apply to share-based payments used to effectively provide (1) financing to the issuer, or (2) awards granted in conjunction with selling goods or services to customers as part of a contract accounted for under Topic 606, Revenue from Contracts with Customers. The amendments in this ASU are effective for fiscal years beginning after December 15, 2018, including interim periods within that fiscal year. The Company believes that this will not have a material effect on its financial statements.

In July 2017, the FASB issued ASU No. 2017-11, *Earnings Per Share; Distinguishing Liabilities from Equity; Derivatives and Hedging; Accounting for Certain Financial Instruments with Down Round Features; Replacement of the Indefinite Deferral for Mandatorily Redeemable Financial Instruments of Certain Nonpublic Entities and Certain Mandatorily Redeemable Noncontrolling Interests with a Scope Exception.* An entity will no longer have to consider "down round" features (i.e., a provision in an equity-linked financial instrument or an embedded feature that reduces the exercise price if the entity sells stock for a lower price or issues an equity-linked instrument with a lower exercise price) when determining whether certain equity-linked financial instruments or embedded features are indexed to its own stock. An entity that presents earnings per share (EPS) under ASC 260 will recognize the effect of a down round feature in a freestanding equity-classified financial instrument only when it is triggered. The effect of triggering such a feature will be recognized as a dividend and a reduction to income available to common shareholders in basic EPS. The new guidance will require new disclosures for financial instruments with down round features and other terms that change conversion or exercise prices. The ASU also replaces today's indefinite deferral of the guidance in ASC 480-10 for certain mandatorily redeemable financial instruments of certain nonpublic entities and certain mandatorily redeemable noncontrolling interests with a scope exception. The amendments in Part I of ASU 2017-11 are effective for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2018, the amendments in Part II do not require any transition guidance because those amendments do not have an accounting effect. The Company believes that this will not have a material effect on its financial statements.

NOTE 3 - RECENT ACCOUNTING PRONOUNCEMENTS (CONTINUED)

In August 2016, the FASB issued ASU No. 2016-15, *Statement of Cash Flows; Classification of Certain Cash Receipts and Cash Payments.* The new standard addresses eight specific cash flow issues with the objective of reducing the existing diversity in practice. The eight issues are: debt prepayment or debt extinguishment costs; settlement of zero-coupon debt instruments or other debt instruments with coupon interest rates that are insignificant in relation to the effective interest rate of the borrowing; contingent consideration payments made after a business combination; proceeds from the settlement of insurance claims; proceeds from the settlement of corporate-owned life insurance policies, including bank-owned insurance policies; distribution received from equity method investees; beneficial interests in securitization transactions; separately identifiable cash flows and application of the predominance principle. The new standard is effective for fiscal years beginning after December 15, 2018, including interim periods within fiscal periods beginning after December 15, 2019. The Company believes that this will not have a material effect on its financial statements.

In March 2016, the FASB issued ASU No. 2016-08, *Revenue from Contracts with Customers.* The new standard clarifies the implementation guidance on principal versus agent considerations in Topic 606, *Revenue from Contracts with Customers.* Topic 606 addresses that an entity should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. When an entity is a principal (that is, if it controls the specific good or service before that good or service is transferred to a customer) and satisfies a performance obligation, the entity recognizes revenue in the gross amount of consideration to which it expects to be entitled in exchange for the specific good or service transferred to the customer. When an entity is an agent and satisfies a performance obligation, the entity recognizes revenue in the amount of any fee or commission to which it expects to be entitled in exchange for arranging for the specific good or service to be provided by the other party. The new standard is effective for annual reporting periods beginning after December 15, 2017, including interim periods within that reporting period. This standard did not have a material effect on the Company’s financial statements.

In February 2016, the FASB issued its new lease accounting guidance in ASU No. 2016-02, Leases (Topic 842). Under the new guidance, lessees will be required to recognize the following for all leases (with the exception of short-term leases) at the commencement date: A lease liability, which is a lessee’s obligation to make lease payments arising from a lease, measured on a discounted basis; and a right-of-use asset, which is an asset that represents the lessee’s right to use, or control the use of, a specified asset for the lease term. Under the new guidance, lessor accounting is largely unchanged. Certain targeted improvements were made to align, where necessary, lessor accounting with the lessee accounting model and ASC 606, Revenue from Contracts with Customers. The new lease guidance simplified the accounting for sale and leaseback transactions primarily because lessees must recognize lease assets and lease liabilities. Lessees will no longer be provided with a source of off-balance sheet financing. Public business entities should apply the amendments in ASU 2016-02 for fiscal years beginning after December 15, 2018, including interim periods within those fiscal years. Early application is permitted. Lessees (for capital and operating leases) must apply a modified retrospective transition approach for leases existing at, or entered into after, the beginning of the earliest comparative period presented in the financial statements. The modified retrospective approach would not require any transition accounting for leases that expired before the earliest comparative period presented. Lessees may not apply a full retrospective transition approach. While we are currently assessing the impact ASU 2016-02 will have on the financial statements, we expect the primary impact to the financial position upon adoption will be the recognition, on a discounted basis, of the minimum commitments on the balance sheet under our noncancelable operating lease resulting in the recording of a right of use asset and lease obligation.

NOTE 4 – PROPERTY AND EQUIPMENT

	December 31, 2018	December 31, 2017
Furniture and equipment	$ 58,610	$ 18,166
Less – accumulated depreciation	(42,691)	(10,229)
	$ 15,919	$ 7,937

Depreciation expense for the years ended December 31, 2018 and 2017 was $32,462 and $5,528, respectively.

NOTE 5 - RELATED PARTY BALANCES

The combined parents of Jason Chang, the Company's Chief Executive Officer and a director, worked for a combined total of 24,000,000 shares of the Company's common stock for the year ended December 31, 2018, which were valued at approximately $539,920 upon grant.

During the year ended December 31, 2018, Jason Chang, the Company's Chief Executive Officer and director, was awarded 197,610,000 shares of the Company's common stock for services valued at an aggregate of approximately $3,935,647 based on the closing price on the grant date.

During the year ended December 31, 2018, Ramnik Clair, the Company's senior VP and a director, was awarded 10,500,000 shares of the Company's common stock for services valued at an aggregate of approximately $156,450 based on the closing price on the grant date.

During the year ended December 31, 2018, the Company was provided loans totaling $219,000 by the Company's CEO. The loans bear interest at 6% per annum. During the year ended December 31, 2018, $49,750 of the loans were converted into 33,300,000 shares of the Company's common stock, which resulted in a loss from settlement of debt of $840,058. In connection with the acquisition of Mom's Silver Shop, the Company incurred a $33,000 note payable to the former owner of Mom's Silver Shop.

During the year ended December 31, 2017, the Company's chief executive officer was awarded 18.05 million of the Company's common stock for services valued at an aggregate of approximately $19,500,000 (based on the closing price on the grant date), in exchange for $9,050 in cash and the remaining amount was recorded as stock based compensation expense in the accompanying statement of operations as the amount was earned through December 31, 2017.

The combined parents to Jason C. Chang, the Company's Chief Executive Officer and a director, worked for a combined total of 5,900,000 shares of the Company's common stock for the year ended December 31, 2017, which were valued at approximately $7,500,000 upon grant.

During the year ended December 31, 2017, the Company entered a 19-month lease with the parents of Jason Chang for Corporate office space at $1,200 per month running through December 2018.

The wife of Dr. Clair, a director of the Company, was issued 1,000,000 shares of the Company's common stock for the year ended December 31, 2017 as compensation for services as assistant general manager, which were valued at approximately $1,200,000 upon grant.

NOTE 6 – COMMITMENTS AND CONTINGENCIES

The Company entered into a lease agreement in December 2015 for 2,700 square feet of retail shop space to replace their previous location. The lease required combined monthly payments of base rent of $1,950 for six months beginning January 2015 with an option for an additional one year running through June of 2017. The Company continued to operate at this location on a month to month agreement for $2,100 per month through September 2018.

During the quarter ended June 30, 2017, the Company entered a 19-month lease with the parents of Jason Chang for Corporate office space at $1,200 per month running through December 2018.

The Company entered into a lease agreement in October 2018 for 1,088 square feet of retail shop space for Mom's Silver Shop. The lease requires combined monthly payments of base rent and triple net of $1,866 per month for sixty months.

The Company entered into a lease agreement in October 2018 for the lease of equipment for Mom's Silver Shop. The lease is for three years at $60.93 per month.

Future minimum lease payments are as follows:

Year Ended December 31,				
2019	2020	2021	2022	2023
$ 16,469	$ 16,939	$ 17,301	$ 17,198	$ 14,960

LITIGATION

In December 2013, the Company issued 75,000 shares of common stock to a third party (the "Shareholder") for consideration of $16,000. Such consideration was received directly by Jason Chang, CEO, and was not deposited into the Company's bank account. As the funds had not been received by the Company, such amounts have been recorded as compensation to Mr. Chang as of December 31, 2014 (see Note 5). In April 2014, the Company received notice from the Shareholder that he had filed a lawsuit against the Company and its CEO relating to the delay in the complainants' stock reaching public listing services. The Company had made efforts to settle this issue, without an agreement being reached. As such, the Company has recorded a loss contingency based on its best estimate of all costs to be incurred for the ultimate settlement of this matter. The Company had settled on the amount $82,660. Repayment was made in December 2017 for $90,000.

On June 18, 2018, Power Up Lending Group, LTD. ("Power Up"), filed in the Supreme Court of the State of New York that Sunstock and Jason Chang (president and CFO of Sunstock and board member) and Rammk Clair (board member of Sunstock) materially breached the October 24, 2017, December 19, 2017, and April 16, 2018 notes payable to Power Up by, in June 2018, changing Sunstock's transfer agent in violation of the Notes and Agreements, and existing letter of instructions and authorizations, refusing to provide a replacement irrevocable letter of instruction from the newly appointed transfer agent and also failing to maintain sufficient reserves of stock so as to permit and accommodate the conversion requests of Power Up to go forward. Power Up has requested judgment against Sunstock for $160,180 with default interest, judgment against Sunstock for reasonable legal fees and costs of litigation, three judgments against Jason Chang and Rammk Clair for $160,180 and interest for each judgment, and a temporary restraining order and a preliminary and permanent injunction directing Sunstock, Jason Chang, and Rammk Clair to take all steps necessary and proper to permit the conversion of debt into stock and to deliver the stock to Power Up.

On June 22, 2018, EMA Financial, LLC ("EMA") sent a letter to Sunstock stating that Sunstock was in default on the June 5, 2017 note payable and the October 11, 2017 note payable to EMA. Among other defaults, the letter stated that Sunstock was in default due to refusing to provide a replacement irrevocable letter of instruction from the newly appointed transfer agent and also failing to maintain sufficient reserves of stock. The letter asks for at least $332,884.

On December 26, 2018, EMA filed a lawsuit in Federal Court for breach of contract.

On July 9, 2018, the attorney for Auctus Fund, LLC ("Auctus") sent a letter to Sunstock stating that Sunstock was in default on the May 24, 2017 note payable and the October 11, 2017 note payable to Auctus. Among other defaults, the letter stated that Sunstock was in default due to changing Sunstock's transfer agent in violation of the note, and existing letter of instructions and authorizations, refusing to provide a replacement irrevocable letter of instruction from the newly appointed transfer agent and also failing to maintain sufficient reserves of stock so as to permit and accommodate the conversion requests of Auctus to go forward. The letters ask for at least $277,397 regarding the May 24, 2017 note payable and at least $299,247 regarding the October 11, 2017 note payable. On December 26, 2018, AUCTUS filed a lawsuit in Federal Court for breach of contract.

On July 10, 2018, the attorney for Crown Bridge Partners, LLC ("Crown Bridge"), sent a letter to Sunstock stating that Sunstock was in default on the December 8, 2017 note payable to Crown Bridge. The letter stated that Sunstock was in default due to changing Sunstock's transfer agent in violation of the note, and existing letter of instructions and authorizations, refusing to provide a replacement irrevocable letter of instruction from the newly appointed transfer agent and also failing to maintain sufficient reserves of stock so as to permit and accommodate the conversion requests of Crown Bridge to go forward. The letter requested that Sunstock immediately contact Crown Bridge to demonstrate compliance with the note. On August 15, 2018, the attorney for Crown Bridge sent another letter to Sunstock stating that Sunstock owed Crown Bridge $221,470, and that if Sunstock did not respond by August 21, 2018 in regards to payment, then a lawsuit would be filed. No lawsuit has been filed as of June 18, 2019 to the Company's knowledge.

On March 7, 2019, the United States Court of Massachusetts issued electronic order 38 stating that the Court granted on the merits summary judgement on violation of contract claims for the plaintiffs (Auctus Fund, LLC and EMA Financial, LLC) and found Sunstock in default.

On May 6, 2019, the United States District Court of the District of Massachusetts issued an Order to Show Cause in the case of Auctus Fund, LLC and EMA Financial, LLC Vs. Sunstock, Inc. The Court ordered Auctus to show cause within 21 days why the Court had jurisdiction at the outset of the case and why the Court ought not to vacate its entry of summary judgement for Auctus, EDF No. 38. The Court said that it had taken no action with regard to EMA's claim. The Company is currently awaiting a further issuance by the Court.

On May 30, 2019, the United States District Court of Massachusetts issued an order in the case of Auctus Fund, LLC vs. Sunstock, Inc. that the Court was satisfied that Auctus compliant raised colorable securities law claims and, accordingly, the Court ruled that it had subject matter jurisdiction to enter summary judgment on Auctus' contract claims.

INDEMNITIES AND GUARANTEES

The Company has made certain indemnities and guarantees, under which it may be required to make payments to a guaranteed or indemnified party, in relation to certain actions or transactions. The Company indemnifies its directors, officers, employees and agents, as permitted under the laws of the State of Delaware. In connection with its facility leases, the Company has agreed to indemnify its lessors for certain claims arising from the use of the facilities. The duration of the guarantees and indemnities varies, and is generally tied to the life of the agreement. These guarantees and indemnities do not provide for any limitation of the maximum potential future payments the Company could be obligated to make. Historically, the Company has not been obligated nor incurred any payments for these obligations and, therefore, no liabilities have been recorded for these indemnities and guarantees in the accompanying balance sheets.

NOTE 7 – OUTSTANDING DEBT

Convertible notes are as follows as of December 31, 2018:

	Outstanding as of December 31, 2018 (1) (2)	Debt Discount	Net Amount	Interest rate	Accrued Interest	Maturity (2)
Auctus May 24, 2017	$ 239,551	$ -	$ 239,551	12%	$ 62,297	February 18, 2018
EMA June 5, 2017	166,442	-	166,442	10%	21,122	June 5, 2018
Auctus October 11, 2017	212,500	(982)	211,518	12%	62,297	October 11, 2018
EMA October 11, 2017	166,442	(982)	165,460	12%	21,122	October 11, 2018
Power Up October 21, 2017	1,770	(981)	789	12%	7,190	October 21, 2018
Crown Bridge December 8, 2017	97,500	(982)	96,518	8%	7,884	December 8, 2018
Power Up December 21, 2017	79,500	(981)	78,519	12%	9,482	
Power Up April 16, 2018	79,500	(981)	78,519	12%	7,426	September 30, 2018
	$ 1,043,205	$ (5,889)	$ 1,037,316	-	$ 198,820	-
Derivative liability	$ 2,356,887					

(1) Included in this amount are estimated aggregate penalties of approximately $563,486 resulting from various events of default. The related penalties are estimates and the actual amounts to be paid could be significantly different. See discussions in NOTE 6.

(2) All notes are currently in default and due on demand and the Company is currently in litigation with all noteholders.

During the year ended December 31, 2018, the Company recorded an aggregate of approximately $173,000 of debt discount to interest expense.

During the year ended December 31, 2017, the Company recorded an aggregate of approximately $560,000 of debt discount and $550,000 of excess derivative fair value to interest expense upon issuance of the convertible notes.

On May 24, 2017, the Company entered a Convertible Promissory Note with Auctus Fund, LLC., ("Auctus") in the principle amount of $112,250 (the "Auctus Note") The Auctus Note bears interest at the rate of 12% per annum (24% upon an event of default) and was due and payable on February 24, 2018. The note is currently in default. The principle amount of the Auctus Note and all accrued interest is convertible at the option of the holder at the lower of (a) 55% multiplied by the average of the two lowest trading prices during the 25 trading days prior to the date of the note and (b) 55%, (a 45% discount) multiplied by the average market price (the trading period preceding 25 days of the conversion date). The variable conversion term was a derivative liability and the Company recorded approximately $100,000 of debt discount upon issuance. The prepayment amount ranges from 135% to 140% of the outstanding principle plus accrued interest of the note, depending on when such prepayment is made. In addition, the Company recognized issuance costs of $12,750 on the funding date and amortized such costs as interest expense over the term of the note. The Company recorded approximately $159,000 in default penalty that was added to the note as of December 31, 2018.

NOTE 7 – OUTSTANDING DEBT (CONTINUED)

On June 5, 2017, the Company entered a Convertible Promissory Note with EMA Financial, LLC., ("EMA") in the principle amount of $115,000 (the "EMA Note"). The EMA Note bears interest at the rate of 10% per annum (24% upon an event of default) and is due and payable on June 5, 2018. The principle amount of the EMA Note and all accrued interest is convertible at the option of the holder at the lower of (a) the closing sales price 50% and (b) (a 50% discount) multiplied by the average market price (the trading period preceding 25 days of the conversion date) or the closing bid price. The variable conversion term was a derivative liability, see Note 7, and the Company recorded approximately $115,000 of debt discount upon issuance and is amortizing such costs to interest expense over the term of the note. The prepayment amount ranges from 135% to 150% of the outstanding principle plus accrued interest of the note, depending on when such prepayment is made. In addition, the Company recognized issuance costs of $6,900 on the funding date and is amortizing such costs as interest expense over the term of the note. The Company recorded approximately $109,000 in default penalty that was added to the note as of December 31, 2018.

On October 11, 2017, the Company entered into a securities purchase agreement ("SPA AUC") with Auctus Fund, LLC, upon the terms and subject to the conditions of SPA3, we issued a convertible promissory note in the principal amount of $85,000.00 (the "Note") to Auctus. The Company received proceeds of $77,000.00 in cash from Auctus. Interest accrues on the outstanding principal amount of the Note at the rate of subject 12% per annum (24% upon an event of default). The Note is due and payable on July 11, 2018. The Note is convertible into common stock, subject to Rule 144, at any time after the issue date, at the lower of (i) the closing sale price of the common stock on the on the trading day immediately preceding the closing date, and (ii) 50% of the lowest sale price for the common stock during the two (2) lowest trading days during the twenty-five (25) Trading Day period ending on the last complete Trading Day prior to the Conversion Date. The variable conversion term was a derivative liability and the Company recorded approximately $74,000 of debt discount upon issuance, which is being amortized to interest expense over the life of the note Regarding the Note, the Company paid Auctus $10,750 for its expenses and legal fees. The Company recorded approximately $127,000 in default penalty that was added to the note as of December 31, 2018.

On October 11, 2017, the Company entered into a securities purchase agreement ("SPA4") with EMA Financial, LLC ("EMA2"), upon the terms and subject to the conditions of SPA4, we issued a convertible promissory note in the principal amount of $85,000.00 (the "Note4") to EMA. The Company received proceeds of $79,395.00 in cash from EMA2. Interest accrues on the outstanding principal amount of the Note4 at the rate of 10% per annum (24% upon an event of default). The Note4 is due and payable on October 11, 2018. The Note4 is convertible into common stock, subject to Rule 144, at any time after the issue date, at the lower of (i) the closing sale price of the common stock on the on the trading day immediately preceding the closing date, and (ii) 50% of the lowest sale price for the common stock during the twenty (25) consecutive trading days immediately preceding the conversion date. The variable conversion term was a derivative liability and the Company recorded approximately $85,000 of debt discount upon issuance, which is being amortized to interest expense over the life of the note. If the closing sale price at any time fall below $0.17 or less. (as appropriately and equitably adjusted for stock splits, stock dividends, stock contributions and similar events), then such 50% figure mentioned above shall be reduced to 35%. In connection with the EMA Note, the Company paid EMA2 $5,100 for its expenses and legal fees. The Company recorded approximately $81,000 in default penalty that was added to the note as of December 31, 2018.

NOTE 7 – OUTSTANDING DEBT (CONTINUED)

On October 24, 2017, the Company entered into a securities purchase agreement (“SPA5”) with Powerup Lending Group, LTD (“POWER”), upon the terms and subject to the conditions of SPA5, we issued a convertible promissory note in the principal amount of $108,000.00 (the “Note5”) to POWER. The Company received proceeds of $108,000 in cash from POWER. Interest accrues on the outstanding principal amount of the Note5 at the rate of 12% per annum (22% upon an event of default). The Note5 is due and payable on July 30, 2018. The Note5 is convertible into common stock, subject to Rule 144, at any time after the issue date, at the lower of (i) the closing sale price of the common stock on the on the trading day immediately preceding the closing date, and (ii) 61% of the lowest three sale prices for the common stock during the fifteen (15) consecutive trading days immediately preceding the conversion date. The variable conversion term was a derivative liability and the Company recorded approximately $108,000 of debt discount upon issuance, which is being amortized to interest expense over the life of the note. If the closing sale price at any time fall below $0.17 or less. (as appropriately and equitably adjusted for stock splits, stock dividends, stock contributions and similar events), then such 61% figure mentioned above shall be reduced to 39%. In connection with the Note5, the Company paid POWER $3,000 for its expenses and legal fees. The Company recorded approximately $590 in default penalty that was added to the note as of December 31, 2018.

On December 8, 2017, the Company entered into a securities purchase agreement (“SPA3”) with Crown Bridge Partners, LLC (“CROWN”), upon the terms and subject to the conditions of SPA6, we issued a convertible promissory note in the principal amount of $65,000.00 (the “Note6”) to CROWN. The Company received proceeds of $56,000 in cash from CROWN. Interest accrues on the outstanding principal amount of the Note6 at the rate of 8% per annum (15% upon an event of default). The Note6 is due and payable on December 8, 2018. The Note6 is convertible into common stock, subject to Rule 144, at any time after the issue date, at the lower of (i) the closing sale price of the common stock on the on the trading day immediately preceding the closing date, and (ii) 55% of the lowest sale price for the common stock during the twenty (25) consecutive trading days immediately preceding the conversion date. If the closing sale price at any time fall below $0.10 or less. (as appropriately and equitably adjusted for stock splits, stock dividends, stock contributions and similar events), then such 55% figure mentioned above shall be reduced to 45%. The variable conversion term was a derivative liability and the Company recorded approximately $65,000 of debt discount upon issuance, which is being amortized to interest expense over the life of the note. In connection with the Note6, the Company paid CROWN $2,500 for its expenses and legal fees. The Company recorded approximately $32,000 in default penalty that was added to the note as of December 31, 2018.

On December 21, 2017, the Company entered into a securities purchase agreement (“SPA7”) with Powerup Lending Group, LTD (“POWER2”), upon the terms and subject to the conditions of SPA7 we issued a convertible promissory note in the principal amount of $53,000 (the “Note7”) to POWER2. The Company received proceeds of $50,000 in cash from POWER2. Interest accrues on the outstanding principal amount of the Note7 at the rate of 12% per annum (22% upon an event of default). The Note7 is due and payable on September 30, 2018. The Note7 is convertible into common stock, subject to Rule 144, at any time after the issue date, at the lower of (i) the closing sale price of the common stock on the on the trading day immediately preceding the closing date, and (ii) 61% of the lowest three sale prices for the common stock during the fifteen (15) consecutive trading days immediately preceding the conversion date. If the closing sale price at any time fall below $0.10 or less. (as appropriately and equitably adjusted for stock splits, stock dividends, stock contributions and similar events), then such 61% figure mentioned above shall be reduced to 39%. In connection with the Note7, the Company paid POWER2 $3,000 for its expenses and legal fees. The Company recorded approximately $26,000 in default penalty that was added to the note as of December 31, 2018.

NOTE 7 – OUTSTANDING DEBT (CONTINUED)

On April 16, 2018, the Company entered into a securities purchase agreement (“SPA8”) with Powerup Lending Group, LTD (“POWER3”), upon the terms and subject to the conditions of SPA8 we issued a convertible promissory note in the principal amount of $53,000.00 (the “Note8”) to POWER3. The Company received proceeds of $50,000 in cash from POWER3. Interest accrues on the outstanding principal amount of the Note8 at the rate of 12% per annum (22% upon an event of default. The Note8 is due and payable on January 30, 2019. The Note8 is convertible into common stock, subject to Rule 144, at any time after the issue date, at the lower of (i) the closing sale price of the common stock on the on the trading day immediately preceding the closing date, and (ii) 61% of the lowest sale price for the common stock during the fifteen (15) consecutive trading days immediately preceding the conversion date. In connection with the Note8, the Company paid POWER3 $3,000 for its expenses and legal fees. The Company recorded approximately $26,000 in default penalty that was added to the note as of December 31, 2018.

NOTE 8 – DERIVATIVE LIABILITIES

The Company evaluates its debt instruments, or other contracts to determine if those contracts or embedded components of those contracts qualify as derivatives to be separately accounted for under the relevant sections of ASC Topic 815-40, *Derivative Instruments and Hedging: Contracts in Entity’s Own Equity* . The result of this accounting treatment could be that the fair value of a financial instrument is classified as a derivative instrument and is marked-to-market at each balance sheet date and recorded as a liability. In the event that the fair value is recorded as a liability, the change in fair value is recorded in the statement of operations as other income or other expense. Upon conversion or exercise of a derivative instrument, the instrument is marked to fair value at the conversion date and then that fair value is reclassified to equity. Financial instruments that are initially classified as equity that become subject to reclassification under ASC Topic 815-40 are reclassified to a liability account at the fair value of the instrument on the reclassification date.

The Company applies the accounting standard that provides guidance for determining whether an equity-linked financial instrument, or embedded feature, is indexed to an entity’s own stock. The standard applies to any freestanding financial instrument or embedded features that have the characteristics of a derivative, and to any freestanding financial instruments that are potentially settled in an entity’s own common stock.

From time to time, the Company has issued notes with embedded conversion features. Certain of the embedded conversion features contain price protection or anti-dilution features that result in these instruments being treated as derivatives for accounting purposes. Accordingly, the Company has classified all conversion features as derivative liabilities as of December 31, 2018, and has estimated the fair value of these embedded conversion features using a binomial options pricing model with the following assumptions:

	For the Year ended December 31, 2018
Annual Dividend yield	0%
Expected life (years)	0.75
Risk-free interest rate	2.09% - 2.63%
Expected volatility	207% - 408%

NOTE 8 – DERIVATIVE LIABILITIES (CONTINUED)

The following table presents the changes in fair value of our embedded conversion features measured at fair value on a recurring basis for the year ended December 31, 2018:

Balance December 31, 2017	$	1,009,896
Allocation of derivative recorded as debt discount		53,000
Settlement due to conversions		(913,594)
Change in fair value		2,207,585
Balance as of December 31, 2018	$	2,356,887

NOTE 9 - STOCKHOLDER'S EQUITY (DEFICIT)

The Company is authorized to issue 8,000,000,000 shares of common stock and 20,000,000 of preferred stock.

During the year ended December 31, 2018, the Company received an aggregate of $127,938 from the issuance of 7,341,755 shares of its common stock.

During the year ended December 31, 2018, the Company converted $184,949 of notes payable and $6,214 of accrued interest into 35,403,811 shares of its common stock. The fair value of the shares, derivative liability and accelerated discount resulted in a loss of approximately $110,000.

During the year ended December 31, 2018, the Company converted $50,000 of notes payable to officer into 33,300,000 shares of its common stock, which resulted in a loss from settlement of debt of $729,220.

During the year ended December 31, 2018, the Company issued 258,218,245 shares of its common stock for services with a fair market value of $5,294,327, of which $357,750 was expensed in the year ended December 31, 2018 and $573,750 was prepaid expense at December 31, 2018

During the year ended December 31, 2017, the Company received an aggregate of $13,570 (net of approximately $6,000 subscription receivable forgiven) from the issuance of 17,589 shares of its common stock. In addition, the Company issued upon conversion of issued notes payable and accrued interest of approximately $18,500 for convertible notes in relation to 200,000 shares of common stock.

During the year ended December 31, 2017, the Company issued 28,708,141 shares of fully vested non-forfeitable shares of common stock to certain employees and consultants for future services. The fair value of the shares issued was determined to be approximately $32,660,000, and the remaining amount was recorded as prepaid consulting. During the year ended December 31, 2017, the Company amortized approximately $32,642,000 to stock based compensation expense related to these issuances. In addition, the Company recorded approximately $2,520,000 of compensation expense in 2017 related to the vesting of shares issued in 2016.

During the year ended December 31, 2017, the Company's chief executive officer was awarded 18.05 shares million of the Company's common stock for services valued at an aggregate of approximately $19,500,000 (based on the closing price on the grant date), in exchange for $9,050 in cash and the remaining amount was recorded as stock based compensation expense in the accompanying statement of operations as the amount was earned through December 31, 2017.

NOTE 9 - STOCKHOLDER'S EQUITY (DEFICIT) (CONTINUED)

During 2016, the Company issued an aggregate of 330,000 shares of fully vested non-forfeitable shares of common stock to certain consultants of the Company to be earned over a one-year period. The Company also received proceeds of $720. The shares were valued at $403,500 (based on the closing market price on the measurement date) and have been recorded as prepaid consulting in the accompanying condensed balance sheet. The Company has amortized $376,330 of such expense during the year ended December 31, 2016 and $27,170 during the year ended December 31, 2017.

NOTE 10 - INCOME TAXES

The Company is subject to taxation in the United States of America and the state of California. The provision for income taxes for the years ended December 31, 2018 and 2017 is summarized below:

	December 31, 2018	December 31, 2017
Current:		
Federal	$ -	$ -
State	800	800
Total current	800	800
Deferred:		
Federal	9,810,841	12,675,722
State	2,690,992	2,140,461
Change in valuation allowance	(12,501,833)	(14,816,183)
Total deferred	-	-
Income tax provision(benefit)	$ 800	$ 800

A reconciliation of income taxes computed by applying the statutory U.S. income tax rate to the Company's loss before income taxes to the income provision is as follows:

	December 31, 2018	December 31, 2017
U.S. federal statutory tax rate	21.00%	34.00%
State tax benefit, net	(0.0085)%	(0.0023)%
Stock based compensation	(11.1472)%	(33.0975)%
Other	0.00%	0.00%
Valuation allowance	(9.8494)%	(0.9010)%
Effective income tax rate	(0.0085)%	(0.0023)%

NOTE 10 INCOME TAXES (CONTINUED)

Deferred tax assets and liabilities reflect the net tax effects of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for income tax purposes. Significant components of the Company's deferred tax assets are as follows:

	December 31, 2018		December 31, 2017	
Deferred tax assets:				
NOL's	$	1,621,187	$	659,748
State taxes		-		-
Inventory and other reserves		-		-
Depreciation and amortization		-		-
NQ stock option expense		10,880,646		14,156,435
Total deferred tax assets		12,501,833		14,816,183
Valuation allowance		(12,501,833)		(14,816,183)
Net deferred tax assets	$	-	$	-

Realization of deferred tax assets is dependent upon future earnings, if any, the timing and amount of which are uncertain. Accordingly, the net deferred tax assets have been fully offset by a valuation allowance. The valuation allowance decreased by approximately $2,300,000 for the year ended December 31, 2018.

As of December 31, 2018, the Company had net operating loss carryforwards for federal income tax purposes of approximately $1,300,000 which expire beginning in the year 2032. As of December 31, 2018, the Company had net operating loss carryforwards for state income tax purposes of approximately $325,000 which expire beginning in the year 2032.

Utilization of the net operating losses may be subject to substantial annual limitation due to federal and state ownership change limitations provided by the Internal Revenue Code and similar state provisions. Such annual limitations could result in the expiration of the net operating losses ad credits before their utilization. The Company has not performed an analysis to determine the limitation of the net operating loss carryforwards.

NOTE 11. PURCHASE OF MOM'S SILVER SHOP

On October 22, 2018, Sunstock, Inc. acquired all assets and liabilities of Mom's Silver Shop, Inc. of Sacramento, California. Included in the assets acquired was approximately $60,000 in precious metals inventory and approximately $13,000 in net fixtures. Also included were any licenses and permits, customer lists, logo, trade names, signs, and websites. Financing of the purchase was by $16,592 cash, $33,000 unsecured note payable with principle payments of $1,000 per week for 33 weeks starting January 1, 2019 with 4.5% annual interest accrued on the unpaid balance (total accrued interest due August 27, 2019), and the assumption of liabilities and lease obligations. Mom's Silver Shop had unaudited net revenues of approximately $3,800,000 for the year ended December 31, 2017, and $2,500,000 in 2018 to the date of acquisition. Mom's Silver Shop specializes in buying and selling gold, silver, and rare coins, and is one of the leading precious metals retailers in the greater Sacramento metropolitan area, which compliments our precious metals business.

The following summarizes the transaction with Mom's Silver Shop at closing on October 22, 2018:

Prepaid expenses	$	10,449
Inventory – coins		60,549
Property & equipment, net		13.279
Total Assets	$	84,277
Accounts payable & accrued expenses		(558)
Net Purchase	$	83,719

The Company paid $16,592 cash and issued a note payable in the amount of $32,976 to the owners of Mom's Silver Shop.

The following unaudited supplemental pro forma information for the year ended December 31, 2018.7 and the year ended December 31, 2017 assumes the acquisition of Mom's Silver Shop had occurred as of January 1, 2018 and 2017, giving effect to purchase accounting adjustments such as amortization of intangible assets. The pro forma data is for informational purposes only and may not necessarily reflect the actual results of operations had the assets of Mom's Silver Shop been operating as part of the Company since January 1, 2018 and 2017.

	December 31, 2018		December 31, 2017	
Revenues	$	2,944,852	$	3,785,443
Expenses		12,399,836		40,046,832
Net Loss	$	(9,454,984)	$	(36,261,389)

NOTE 12 – SUBSEQUENT EVENTS

In January, February, and March 2019, the Chief Executive Officer of the Company purchased an aggregate of 195,000,000 shares for a total of $79,350.

On March 7, 2019, the United States Court of the District of Massachusetts issued electronic order 38 stating that the Court granted on the merits summary judgement on violation of contract claims for the plaintiffs (Auctus Fund, LLC and EMA Financial, LLC) and found Sunstock in default.

On May 6, 2019, the United States District Court of the District of Massachusetts issued an Order to Show Cause in the case of Auctus Fund, LLC and EMA Financial, LLC vs. Sunstock, Inc. The Court ordered Auctus to show cause within 21 days why the Court had jurisdiction at the outset of the case and why the Court ought not to vacate its entry of summary judgement for Auctus, EDF No. 38. The Court said that it had taken no action with regards to EMA's claims. The Company is currently awaiting a further issuance by the Court.

On May 30, 2019, the United States District Court of Massachusetts issued an order in the case of Auctus Fund, LLC vs. Sunstock, Inc. that the Court was satisfied that Auctus compliant raised colorable securities law claims and, accordingly, the Court ruled that it had subject matter jurisdiction to enter summary judgment on Auctus' contract claims.

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in the Registration Statement of Sunstock, Inc. (the "Company") on Forms S-8 (Nos. 333-228153, 333-218930, and 333-213455), pertaining to the Company's registration of shares of the Employees, Officers, Directors, and Consultants Stock Plan for the Year 2018, 2017, and 2016, respectively, of our report dated June 18, 2019, on our audits of the consolidated financial statements as of December 31, 2018 and 2017, and for each of the years in the two-year period ended December 31, 2018, which report is included in the Annual Report on Form 10-K.

Hall & Company

Hall & Company Certified Public Accountants & Consultants, Inc.

Irvine, CA
June 19, 2019

EXHIBIT 31

CERTIFICATION PURSUANT TO SECTION 302

I, Jason C. Chang, certify that:

1. I have reviewed this Form 10-K for the year ended December 31, 2018 of Sunstock, Inc. (formerly Sandgate Acquisition Corporation).

2. Based on my knowledge, this report 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 report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluations; and

d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):

a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: June 19, 2019

/s/ Jason C. Chang

Jason C. Chang
President, Chief Financial Officer
(Principal Executive and Accounting Officer

EXHIBIT 32

CERTIFICATION PURSUANT TO SECTION 906

Pursuant to 18 U.S.C. Section 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, I, the undersigned officer of Sunstock Inc. (formerly Sandgate Acquisition Corporation (the “Company”)), hereby certify to my knowledge that:

The Report on Form 10-K for the year ended December 31, 2018 of the Company fully complies, in all material respects, with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, and the information contained in the Report fairly represents, in all material respects, the financial condition and results of operations of the Company.

A signed original of this written statement required by Section 906 has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.

Date: June 19, 2019

/s/ Jason C. Chang
Jason C. Chang
President, Chief Financial Officer
(Principal Executive and Accounting Officer)