

# Adia Nutrition, Inc.

Amendment to Annual Report Annual Report ADIA 12-31-2024 - Amended for 12/31/2024 originally published through the OTC Disclosure & News Service on [04/09/2025](#)

## Explanatory Note:

2nd Amended - Audited Annual Report 12-31-2024

*\*\*This coversheet was automatically generated by OTC Markets Group based on the information provided by the Company. OTC Markets Group has not reviewed the contents of this amendment and disclaims all responsibility for the information contained herein.*

# Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines

## ADIA Nutrition, Inc.

**Principal Place of Business:**

1561 W. Fairbanks Avenue  
Suite 205  
Winter Park, Florida 32789

**Mailing Address:**

4421 Gabriella Lane  
Winter Park, Florida, 32792

---

(321) 788-0850

[www.adianutrition.com](http://www.adianutrition.com)

[ceo@adiamed.com](mailto:ceo@adiamed.com)

SIC 7389

## Annual Report

For the year ended December 31, 2024 (the "Reporting Period")

### Outstanding Shares

The number of shares outstanding of our Common Stock was:

95,889,861 as of December 31, 2024

95,889,861 as of September 30, 2024

### Shell Status

Indicate by check mark whether the company is a shell company (as defined in Rule 405 of the Securities Act of 1933, Rule 12b-2 of the Exchange Act of 1934 and Rule 15c2-11 of the Exchange Act of 1934):

Yes:  No:

Indicate by check mark whether the company's shell status has changed since the previous reporting period:

Yes:  No:

### Change in Control

Indicate by check mark whether a Change in Control<sup>4</sup> of the company has occurred during this reporting period:

Yes:  No:

---

<sup>4</sup> "Change in Control" shall mean any events resulting in:

- (i) Any "person" (as such term is used in Sections 13(d) and 14(d) of the Exchange Act) becoming the "beneficial owner" (as defined in Rule 13d-3 of the Exchange Act), directly or indirectly, of securities of the Company representing fifty percent (50%) or more of the total voting power represented by the Company's then outstanding voting securities;
- (ii) The consummation of the sale or disposition by the Company of all or substantially all of the Company's assets;
- (iii) A change in the composition of the Board occurring within a two (2)-year period, as a result of which fewer than a majority of the directors are directors immediately prior to such change; or
- (iv) The consummation of a merger or consolidation of the Company with any other corporation, other than a merger or consolidation which would result in the voting securities of the Company outstanding immediately prior thereto continuing to represent (either by remaining outstanding or by being converted into voting securities of the surviving entity or its parent) at least fifty percent (50%) of the total voting power represented by the voting securities of the Company or such surviving entity or its parent outstanding immediately after such merger or consolidation.

**1) Name and address(es) of the issuer and its predecessors (if any)**

In answering this item, provide the current name of the issuer and names used by predecessor entities, along with the dates of the name changes.

Current name of the issuer is ADIA Nutrition Inc. (formerly known as PivX Solutions).

- April 1975 - Originally incorporated in the state of Nevada as Domi Associates, Inc.
- March 2001 - Articles of incorporation were amended to change the name to Drilling, Inc.
- April 20, 2004 - Articles of incorporation were amended to change to name to PIVX Solutions Inc.
- 2012 - Articles of incorporation were amended to change to name to ADIA Nutrition, Inc.

Current State and Date of Incorporation or Registration: Nevada

Standing in this jurisdiction: (e.g. active, default, inactive): Active

Prior Incorporation Information for the issuer and any predecessors during the past five years:

The corporate history is provided in the previous section.

Describe any trading suspension or halt orders issued by the SEC or FINRA concerning the issuer or its predecessors since inception:

None noted.

List any stock split, dividend, recapitalization, merger, acquisition, spin-off, or reorganization either currently anticipated or that occurred within the past 12 months:

On June 17, 2022, the District Court of Clark County, Nevada, case number A22-852241-C, entered an Order Granting Application for Appointment (the "Order") of UMA LLC (owned by Nikki Lee) as Custodian of the Company. Pursuant to the Order, UMA LLC (the "Custodian") had the authority to take any actions on behalf of the Company, that were reasonable, prudent or for the benefit of the Company, including, but not limited to, issuing shares of stock and issuing new classes of stock, as well as entering into contracts on behalf of the Company. In addition, the Custodian, pursuant to the Order, was required to meet the requirements under the Nevada charter.

On June 17, 2022, the court-appointed Custodian designated and granted itself 1 share Special 2022 Series A Preferred Stock par value \$0.001 per share.

The Special Series A Preferred Stock has 60% voting rights over all classes of stock and is convertible to 60,000,000 shares of the Company's Common Stock.

On August 5, 2022, in a private transaction, the custodian entered into a Securities Purchase Agreement with Nairobi Anderson, to sell the Special 2022 Series A Preferred Stock to Nairobi Anderson, upon which Nairobi Anderson acquired 60% voting control of the Company.

On December 8, 2022, the Custodianship was discharged in Clark County District Court in Nevada.

On February 27, 2023, in a private transaction, Nairobi Anderson sold 1 share of Special 2022 Series A Preferred stock to Leonard Greene, providing Leonard Greene 60% control of the Company.

On January 22, 2024, Lenny Greene, of The Leonard and Elizabeth Greene Family Trust sold 1 share of Special 2022 Series A Preferred Stock to Legends Investments Properties, LLC of which Larry Powalisz is 100% owner, giving Larry Powalisz ownership and 60% control and voting control of the Company. Lenny Greene resigned as Director, and Larry Powalisz was appointed CEO and Director and Rebecca Miller was appointed as CFO of the Company.

Address of the issuer's principal executive office:

1561 W. Fairbanks Avenue  
Suite 205  
Winter Park, Florida, 32789

Address of the issuer's principal place of business:

Check if principal executive office and principal place of business are the same address:

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

No:  Yes:  If Yes, provide additional details below:

On June 17, 2022, the District Court of Clark County, Nevada, case number A22-852241-C, entered an Order Granting Application for Appointment (the "Order") of UMA LLC (owned by Nikki Lee) as Custodian of the Company. Pursuant to the Order, UMA LLC (the "Custodian") had the authority to take any actions on behalf of the Company, that were reasonable, prudent or for the benefit of the Company, including, but not limited to, issuing shares of stock and issuing new classes of stock, as well as entering into contracts on behalf of the Company. In addition, the Custodian, pursuant to the Order, was required to meet the requirements under the Nevada charter.

## 2) Security Information

### Transfer Agent

Name: Colonial Stock Transfer  
Phone: (801) 355-5740  
Email: dancarter@colonialstock.com  
Address: 7840 S 700, E 380, Sandy, UT 84070

### Publicly Quoted or Traded Securities:

*The goal of this section is to provide a clear understanding of the share information for its publicly quoted or traded equity securities. Use the fields below to provide the information, as applicable, for all outstanding classes of securities that are publicly traded/quoted.*

Trading symbol:	ADIA
Exact title and class of securities outstanding:	Common A Stock
CUSIP:	006 87W 109
Par or stated value:	\$0.001
Total shares authorized:	800,000,000 as of date: December 31, 2024
Total shares outstanding:	95,899,861 as of date: December 31, 2024
Total number of shareholders of record:	174 as of date: December 31, 2024

### Other classes of authorized or outstanding equity securities that do not have a trading symbol:

*The goal of this section is to provide a clear understanding of the share information for its other classes of authorized or outstanding equity securities (e.g., preferred shares that do not have a trading symbol). Use the fields below to provide the information, as applicable, for all other authorized or outstanding equity securities.*

Exact title and class of the security:	Common B Stock
Par or stated value:	\$0.001
Total shares authorized:	100,000,000 as of date: December 31, 2024
Total shares outstanding (if applicable):	0 as of date: December 31, 2024
Total number of shareholders of record:	0 as of date: December 31, 2024

Exact title and class of the security:	Special 2022 Series A Preferred Stock	
Par or stated value:	\$0.001	
Total shares authorized:	1	as of date: December 31, 2024
Total shares outstanding (if applicable):	1	as of date: December 31, 2024
Total number of shareholders of record:	1	as of date: December 31, 2024

Exact title and class of the security:	Series A Preferred Stock	
Par or stated value:	\$0.001	
Total shares authorized:	10,000,000	as of date: December 31, 2024
Total shares outstanding (if applicable):	10,000,000	as of date: December 31, 2024
Total number of shareholders of record:	1	as of date: December 31, 2024

Exact title and class of the security:	Series C Preferred Stock	
Par or stated value:	\$0.001	
Total shares authorized:	89,999,999	as of date: December 31, 2024
Total shares outstanding (if applicable):	1,750,000	as of date: December 31, 2024
Total number of shareholders of record:	6	as of date: December 31, 2024

**Security Description:**

*The goal of this section is to provide a clear understanding of the material rights and privileges of the securities issued by the company. Please provide the below information for each class of the company's equity securities, as applicable:*

**1. For common equity, describe any dividend, voting and preemption rights.**

Class A Common Stock: Each share of Class A Common Stock shall have, for all purposes, one (1) vote per share. Subject to the preferences applicable to Preferred Stock outstanding at any time, the holders of the shares of Class A Common Stock shall be entitled to receive such dividends and other distributions in cash, property or shares of stock of the Corporation as may be declared thereon by the Board of Directors from time to time out of assets or funds of the Corporation legally available therefrom. The holders of Class A Common Stock issued and outstanding have and possess the right to receive notice of shareholders' meetings and to vote upon the election of directors or upon any other matter as to which approval of the outstanding shares of Class A Common Stock or approval of the common shareholders is required or requested.

Class B Common Stock: The shares of Class B Common Stock may be issued from time to time in one or more series. The Board of Directors is authorized, by resolution adopted and filed in accordance with law, to provide for the issue of each series of shares of Class B Common Stock; provided, however, that any issuance of shares of Class B Common Stock shall be made only in connection with a special acquisition transaction, as determined by the Board of Directors. Each series of shares of Class B Common Stock: (a) may have such voting powers, full or limited or may be without voting powers; (b) may be subject to redemption at such time or times and at such prices as determined by the Board of Directors; (c) may be entitled to receive dividends (which may be cumulative or non-cumulative) at such rate or rates, on such conditions and at such times, and payable in preference to, or in relation to, the dividends payable on any other class or classes or series of stock; (d) may have such rights upon the dissolution of, or upon any distribution of assets of, the Corporation; (e) may be made convertible into, or exchangeable for, shares of any other class or classes or of any other series of the same or any other class or classes of stock of the Corporation or such other corporation or other entity at such price or prices or at such rates of exchange and with such adjustments; (f) may be entitled to the benefit of a sinking fund to be applied to the purchase or redemption of shares of such series in such amount or amounts; (g) may be entitled to the benefit of conditions and restrictions upon the creation of indebtedness of the Corporation or any subsidiary, upon the issue of any additional shares (including additional shares of such series or of any other series) and upon the payment of dividends or the making of other distributions on, and the purchase, redemption or other acquisition by the Corporation or any subsidiary of, any outstanding shares of the Corporation; and (h) may have such other relative, participating, optional or other special rights, qualifications, limitations or restrictions thereof, in each case as shall be stated in said resolution or resolutions providing for the issue

of such shares of Class B Common Stock. Shares of Class B Common Stock of any series that have been redeemed or repurchased by the Corporation (whether through the operation of a sinking fund or otherwise) or that, if convertible or exchangeable, have been converted or exchanged in accordance with their terms shall be retired and have the status of authorized and unissued shares of Class B Common Stock of the same series and may be reissued as a part of the series of which they were originally a part or may, upon the filing of an appropriate certificate with the Secretary of State of the State of Nevada be reissued as part of a new series of shares of Class B Common Stock to be created by resolution or resolutions of the Board of Directors or as part of any other series of shares of Class B Common Stock, all subject to the conditions or restrictions on issuance set forth in the resolution or resolutions adopted by the Board of Directors providing for the issue of any series of shares of Class B Common Stock.

**2. For preferred stock, describe the dividend, voting, conversion, and liquidation rights as well as redemption or sinking fund provisions.**

There are 100,000,000 shares of preferred stock authorized, par value \$.001 per share (the "Preferred Stock"), issuable in one or more series; (a) the Company designated one (1) share of Preferred Stock as "Special 2022 Series A Preferred Stock" possessing super-voting rights; (b) the Company designated 10,000,000 shares of Series A Preferred Stock; (c) the Company designated 89,999,999 shares of Series C Preferred Stock.

Special 2022 Series A Preferred Stock. The designation of this class of preferred stock shall be "2022 Series A Preferred Stock," par value \$.001 per share (the "Special 2022 Series A Preferred Stock"). The number of authorized shares of Special 2022 Series A Preferred Stock is one (1). (A) Voting Rights. Except as otherwise required by law, the holder of the share of Special 2022 Series A Preferred Stock shall have the following rights: (1) Number of Votes; Voting with Common Stock. Except as provided by Nevada statutes or elsewhere herein, the holder of the Special 2022 Series A Preferred Stock shall vote together with the holders of Preferred Stock (including on an as converted basis), and Common Stock, of the Corporation as a single class. The holder of the share of 2022 Series A Preferred Stock is entitled to 60% of all votes (including, but not limited to, Common Stock, and Preferred Stock (including on an as converted basis)) entitled to vote at each meeting of shareholders of the Corporation (and written actions of shareholders in lieu of meetings) with respect to any and all matters presented to the shareholders of the Corporation for their action or consideration. The share of Special 2022 Series A Preferred Stock shall not be divided into fractional shares. (2) Adverse Effects. The Corporation shall not amend, alter, or repeal the preferences, rights, powers or other terms of the 2022 Series A Preferred Stock so as to affect adversely the Special 2022 Series A Preferred Stock, or the holder thereof, without the written consent or affirmative vote of the holder of the Special 2022 Series A Preferred Stock given in writing or by vote at a meeting, consenting or voting (as the case may be) separately as a class. (B) Conversion. The share of the Special 2022 Series A Preferred Stock shall convert into common shares at a conversion rate of 1 preferred to 60,000,000 common shares. The holder of the Special 2022 Series A Preferred stock can affect the conversion at any time. The conversion into common is a right and is not required. (C) Dividends; Liquidation. The shares of 2022 Series A Preferred Stock shall not be entitled to any dividends in respect thereof and shall not participate in any proceeds available to the Corporation's shareholders upon the liquidation, dissolution or winding up of the Corporation. (D) No Impairment. The Corporation shall not intentionally take any action which would impair the rights and privileges of the Special 2022 Series A Preferred Stock set forth herein or the rights of the holder thereof. The Corporation will not, by amendment of its articles of incorporation or through any reorganization, transfer of assets, consolidation, merger, dissolution, issue or sale of securities or any other voluntary action, avoid or seek to avoid the observance or performance of any of the terms to be observed or performed hereunder by the Corporation, but will, at all times, in good faith assist in the carrying out of all the provisions herein and in the taking of all such action as may be necessary or appropriate in order to protect the rights of the holder of the 2022 Series A Preferred Stock against impairment.

Series A Preferred Stock. The designation of this class of preferred stock shall be “Series A Preferred Stock,” par value \$.001 per share (the “Series A Preferred Stock”). The number of authorized shares of Series A Preferred Stock is ten million (10,000,000). Each share of Series A Preferred Stock shall entitle the holder to five (5) votes on any matter submitted to the shareholders of the Corporation for their vote, waiver, release or other action, to be considered in connection with the establishment of a quorum, except as may otherwise be expressly required by law or by the applicable stock exchange rules. The holders of Series A Preferred Stock shall vote together with the shares of Common Stock as one class. Liquidation Rights - Upon the dissolution, liquidation or winding up of the Corporation, whether voluntary or involuntary, the holders of the then-outstanding shares of Series A Preferred Stock shall be entitled to receive out of the assets of the Corporation the sum of \$.001 per share (the “Liquidation Rate”) before any payment or distribution shall be made on any other class of capital stock of the Corporation ranking junior to the Series A Preferred Stock.

Series C Preferred Stock. The designation of this class of preferred stock shall be “Series C Preferred Stock,” par value \$.001 per share (the “Series C Preferred Stock”). The number of authorized shares of Series C Preferred Stock is eighty-nine million, nine hundred ninety-nine thousand, nine hundred and ninety nine (89,999,999). Each share of Series C Preferred Stock shall entitle the holder to one (1) vote on any matter submitted to the shareholders of the Corporation for their vote, waiver, release or other action, to be considered in connection with the establishment of a quorum, except as may otherwise be expressly required by law or by the applicable stock exchange rules. The holders of Series C Preferred Stock shall vote together with the shares of Common Stock as one class. Liquidation Rights - Upon the dissolution, liquidation or winding up of the Corporation, whether voluntary or involuntary, the holders of the then-outstanding shares of Series C Preferred Stock shall be treated *pari passu* with the Company’s common stock, except that the payment on each share of the Company’s common stock multiplied by the Conversion Rate. Conversion Rate – Each share of Series C Preferred Stock shall be convertible into four (4) shares of the Company’s common stock.

**3. Describe any other material rights of common or preferred stockholders.**

None

**4. Describe any material modifications to rights of holders of the company’s securities that have occurred over the reporting period covered by this report.**

None

**3) Issuance History**

*The goal of this section is to provide disclosure with respect to each event that resulted in any changes to the total shares outstanding of any class of the issuer’s securities in the past two completed fiscal years and any subsequent interim period.*

Disclosure under this item shall include, in chronological order, all offerings and issuances of securities, including debt convertible into equity securities, whether private or public, and all shares, or any other securities or options to acquire such securities, issued for services. Using the tabular format below, please describe these events.

**A. Changes to the Number of Outstanding Shares for the two most recently completed fiscal years and any subsequent period.**

Indicate by check mark whether there were any changes to the number of outstanding shares within the past two completed fiscal years:

No:  Yes:  (If yes, you must complete the table below)

Shares Outstanding <u>Opening Balance</u> : Date <u>12/31/2022</u> Common: <u>87,899,861</u> Preferred: <u>10,000,001</u>			*Right-click the rows below and select "Insert" to add rows as needed.						
Date of Transaction	Transaction type (e.g., new issuance, cancellation, shares returned to treasury)	Number of Shares Issued (or cancelled)	Class of Securities	Value of shares issued (\$/per share) at Issuance	Were the shares issued at a discount to market price at the time of issuance? (Yes/No)	Individual/ Entity Shares were issued to.  ***You must disclose the control person(s) for any entities listed.	Reason for share issuance (e.g. for cash or debt conversion) - OR- Nature of Services Provided	Restricted or Unrestricted as of this filing.	Exemption or Registration Type.
7/9/2024	New Issuance	8,000,000	Common	\$0.005	No	Leo's New Company, Miguel Santana	Subscription Agreement	Unrestricted	Reg A
7/11/2024	New Issuance	875,000	Series C Preferred Stock	\$0.04	No	Kevin Masson	Biolete Acquisition	Restricted	Exempt
7/11/2024	New Issuance	875,000	Series C Preferred Stock	\$0.04	No	Michael Hancock	Biolete Acquisition	Restricted	Exempt
Shares Outstanding on Date of This Report: Date <u>12/31/2024</u> <u>Ending Balances</u> Common: <u>95,899,861</u> Preferred: <u>11,750,001</u>									

**Example:** A company with a fiscal year end of December 31<sup>st</sup> 2024, in addressing this item for its Annual Report, would include any events that resulted in changes to any class of its outstanding shares from the period beginning on January 1, 2023 through December 31, 2024 pursuant to the tabular format above.

Any additional material details, including footnotes to the table are below:

## B. Convertible Debt

The following is a complete list of the Company's Convertible Debt which includes all promissory notes, convertible notes, convertible debentures, or any other debt instruments convertible into a class of the issuer's equity securities. The table includes all issued or outstanding convertible debt at any time during the last complete fiscal year and any interim period between the last fiscal year end and the date of this Certification.

Check this box to confirm the Company had no Convertible Debt issued or outstanding at any point during this period.

Date of Note Issuance	Principal Amount at Issuance (\$)	Outstanding Balance (\$)  (include accrued interest)	Maturity Date	Conversion Terms (e.g., pricing mechanism for determining conversion of instrument to shares)	# Shares Converted to Date	# of Potential Shares to be Issued Upon Conversion <sup>5</sup>	Name of Noteholder (entities must have individual with voting / investment control disclosed).	Reason for Issuance (e.g., Loan, Services, etc.)
-	-	-	-	-	-	-	-	-
<b>Total Outstanding Balance:</b>		<b>\$-</b>	<b>Total Shares:</b>		-	-		

<sup>5</sup> The total number of shares that can be issued upon full conversion of the Outstanding Balance. The number should not factor any "blockers" or limitations on the percentage of outstanding shares that can be owned by the Noteholder at a particular time. For purposes of this calculation, please use the current market pricing (e.g. most recent closing price, bid, etc.) of the security if conversion is based on a variable market rate.

Any additional material details, including footnotes to the table are below:

#### 4) Issuer's Business, Products and Services

The purpose of this section is to provide a clear description of the issuer's current operations. Ensure that these descriptions are updated on the Company's Profile on [www.OTCMarkets.com](http://www.OTCMarkets.com).

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

In connection with the change in control on January 22, 2024, the Company integrated the operations of ADIA Nutrition, Inc. ("ADIA").

ADIA is dedicated to revolutionizing healthcare through innovative partnerships. The primary focus is to work closely with healthcare providers and health insurance companies to facilitate and provide Autologous Hematopoietic Stem Cell Transplantation (AHSCT) treatments for Multiple Sclerosis (MS) patients. ADIA has opened Adia Med of Winter Park, LLC as the clinic to perform treatments, and Adia Labs, LLC which will procure and sell the products relating to these procedures.

ADIA engages with health insurance companies to advocate for the inclusion and reimbursement of AHSCT treatments for MS patients. The dedicated team navigates the complexities of insurance processes, striving to make these transformative therapies financially accessible to a wider population.

ADIA envisions a future where AHSCT is a widely accessible and transformative treatment option for MS patients. Through commitment, collaboration, advocacy, and quality care, the Company aims to redefine the standard of treatment for MS and contribute to improved outcomes and quality of life for those affected by the disease.

ADIA is also committed to revolutionizing the supplement industry through strategic acquisitions and investments in companies that uphold the highest standards of integrity and quality. The mission is to empower individuals worldwide to prioritize their health and well-being by providing access to premium supplements crafted exclusively from organic ingredients. ADIA has, during the third quarter of 2024, acquired Biolete, LLC, and taken an 18% equity position in Cement Factory, LLC.

ADIA strives to cultivate a portfolio of brands that exemplify excellence, transparency, and sustainability, ensuring that every product that it offers contributes to the enhancement of the consumers lives.

B. List any subsidiaries, parent company, or affiliated companies.

ADIA Nutrition, Inc. - see above description of business plan and operations.

C. Describe the issuers' principal products or services.

ADIA Nutrition, Inc. - see above description of business plan and operations.

#### 5) Issuer's Facilities

*The goal of this section is to provide investors with a clear understanding of all assets, properties or facilities owned, used or leased by the issuer and the extent in which the facilities are utilized.*

In responding to this item, please clearly describe the assets, properties or facilities of the issuer. Describe the location of office space, data centers, principal plants, and other property of the issuer and describe the condition of the properties. Specify if the assets, properties, or facilities are owned or leased and the terms of their leases. If the issuer does not have complete ownership or control of the property, describe the limitations on the ownership.

On November 1, 2024, the Company entered into a lease for 2,125 square feet of office space at 1561 W. Fairbanks Avenue, Winter Park, FL, 32789. This address is the Company's principal place of business. The Company began occupying the space in January 2025 and this facility will be used as a medical clinic to perform treatments and procedures,

for patients with autoimmune disorders, utilizing autologous hematopoietic stem cell transplantation (AHSCT) for multiple sclerosis.

As of the date of this report, the Company maintains a separate mailing address at 4421 Gabriella Lane, Winter Park, Florida, 32792.

## 6) All Officers, Directors, and Control Persons of the Company

Using the table below, please provide information, as of the period end date of this report, regarding all officers and directors of the company, or any person that performs a similar function, regardless of the number of shares they own.

In addition, list all individuals or entities controlling 5% or more of any class of the issuer's securities.

If any insiders listed are corporate shareholders or entities, provide the name and address of the person(s) beneficially owning or controlling such corporate shareholders, or the name and contact information (City, State) of an individual representing the corporation or entity. Include Company Insiders who own any outstanding units or shares of any class of any equity security of the issuer.

*The goal of this section is to provide investors with a clear understanding of the identity of all the persons or entities that are involved in managing, controlling or advising the operations, business development and disclosure of the issuer, as well as the identity of any significant or beneficial owners.*

Individual Name (First, Last) or Entity Name (Include names of control person(s) if a corporate entity)	Position/Company Affiliation (ex: CEO, 5% Control person)	City and State (Include Country if outside U.S.)	Number of Shares Owned (List common, preferred, warrants and options separately)	Class of Shares Owned	Percentage of Class of Shares Owned (undiluted)
Larry Powalisz	CEO, President, Treasurer, Secretary, and Director	Winter Park, FL	-	-	-
Rebecca Miller	CFO and Director	Winter Park, FL	-	-	-
Legends Investment Properties, LLC <sup>1</sup> , Control Person – Larry Powalisz	>5% shareholder	Winter Park, FL	1	Special 2022 Series A Preferred	100%
Lotus Fund, Inc., Control Person – Josh Wrobel	> 5% shareholder	Los Angeles, CA	10,445,165	Common	11.88%
Jason F Coombs	> 5% shareholder	Kurtistown, HI	5,000,000	Common	5.69%
Shelly Singhal	> 5% shareholder	Newport Beach, CA	10,000,000	Series A Preferred	100%
Leo's New Company, Control Person – Miguel Santana	> 5% shareholder	Boulder, CO	8,000,000	Common	8.3%
Monica Sher, MD	Director	Winter Park, FL	-	-	-
Richard Edwards, DO	Director	Winter Park, FL	-	-	-
Dr. Kalpesh Barot	Director	Orlando, FL	-	-	-

Confirm that the information in this table matches your public company profile on [www.OTCMarkets.com](http://www.OTCMarkets.com). If any updates are needed to your public company profile, log in to [www.OTCIQ.com](http://www.OTCIQ.com) to update your company profile.

**Note 1:** On January 22, 2024, Lenny Greene, of The Leonard and Elizabeth Greene Family Trust sold 1 Special 2022 Series A Preferred share to Legends Investments Properties, LLC of which Larry Powalisz is 100% owner resulting in Larry Powalisz's 60% voting control of the Company. Lenny Greene resigned as Director and Larry Powalisz was appointed CEO and Director and Rebecca Miller was appointed as CFO.

## 7) Legal/Disciplinary History

A. Identify and provide a brief explanation as to whether any of the persons or entities listed above in Section 6 have, in the past 10 years:

1. Been the subject of an indictment or conviction in a criminal proceeding or plea agreement or named as a defendant in a pending criminal proceeding (excluding minor traffic violations);

None noted.

2. Been the subject of the entry of an order, judgment, or decree, not subsequently reversed, suspended or vacated, by a court of competent jurisdiction that permanently or temporarily enjoined, barred, suspended or otherwise limited such person's involvement in any type of business, securities, commodities, financial- or investment-related, insurance or banking activities;

None noted.

3. Been the subject of a finding, disciplinary order or judgment by a court of competent jurisdiction (in a civil action), the Securities and Exchange Commission, the Commodity Futures Trading Commission, a state securities regulator of a violation of federal or state securities or commodities law, or a foreign regulatory body or court, which finding or judgment has not been reversed, suspended, or vacated;

None noted.

4. Named as a defendant or a respondent in a regulatory complaint or proceeding that could result in a "yes" answer to part 3 above; or

None noted.

5. Been the subject of an order by a self-regulatory organization that permanently or temporarily barred, suspended, or otherwise limited such person's involvement in any type of business or securities activities.

None noted.

6. Been the subject of a U.S Postal Service false representation order, or a temporary restraining order, or preliminary injunction with respect to conduct alleged to have violated the false representation statute that applies to U.S mail.

None noted.

B. Describe briefly any material pending legal proceedings, other than ordinary routine litigation incidental to the business, to which the issuer or any of its subsidiaries is a party to or of which any of their property is the subject. Include the name of the court or agency in which the proceedings are pending, the date instituted, the principal parties thereto, a description of the factual basis alleged to underlie the proceeding and the relief sought. Include similar information as to any such proceedings known to be contemplated by governmental authorities.

On May 31, 2024, the Company filed a complaint for declaratory relief, seeking an order declaring as void a total of 15,445,165 shares of the Company's issued and outstanding shares of Common Stock, held by Lotus Fund ("Lotus") (10,445,165 shares), and Jason S. Coombs ("Coombs") (5,000,000 shares). In addition, the lawsuit seeks an order declaring as void a total of 10,000,000 shares of the Company's issued and outstanding shares of Series A Preferred Shares, held by Shelly Singhal ("Singhal"). Lotus, Coombs and Singhal (collectively the "Claimants") were issued these shares but the Company deems that they were not properly acquired through any consideration. The lawsuit (Case Number: 2024CA001088, Case Style: ADIA NUTRITION INC -VS- ADIA NUTRITION INC) was filed pursuant to the laws of the State of Florida, and the venue lies in Seminole County.

## 8) Third Party Service Providers

Provide the name, address, telephone number and email address of each of the following outside providers. You may add additional space as needed.

Confirm that the information in this table matches your public company profile on [www.OTCMarkets.com](http://www.OTCMarkets.com). If any updates are needed to your public company profile, update your company profile.

Name: Eric Newlan  
Firm: Newlan Law Firm, PLLC  
Address 1: 2201 Long Prairie Road – Suite 107-762  
Address 2: Flower Mound, Texas 75022  
Phone: 940-367-6154  
Email: eric@newlanpllc.com

### Accountant or Auditor

Name: Tom Bellante  
Firm: Astra Audit & Advisory, LLC  
Address 1: 3702 W. Spruce Street # 1430  
Address 2: Tampa, FL 33607  
Phone: 813-441-9707

### Investor Relations

Name: n/a  
Firm: \_\_\_\_\_  
Address 1: \_\_\_\_\_  
Address 2: \_\_\_\_\_  
Phone: \_\_\_\_\_  
Email: \_\_\_\_\_

### *All other means of Investor Communication:*

X (Twitter): @ADIA\_Nutrition  
Discord: \_\_\_\_\_  
LinkedIn: \_\_\_\_\_  
Facebook: Adia Nutrition  
[Other ] \_\_\_\_\_

### Other Service Providers

Provide the name of any other service provider(s) that **that assisted, advised, prepared, or provided information with respect to this disclosure statement**. This includes counsel, broker-dealer(s), advisor(s), consultant(s) or any entity/individual that provided assistance or services to the issuer during the reporting period.

Name: Peter Hellwig  
Firm: H-Squared Performance Financial  
Nature of Services: Consultant and Financial Report Preparation  
Address 1: 803 Clay Street  
Address 2: Fleming Island, FL 32003  
Phone: (904) 509-4227  
Email: peter@h2performancefinancial.com

**9) Disclosure & Financial Information**

A. This Disclosure Statement was prepared by (name of individual):

Name: H-Squared Performance Financial/Peter Hellwig  
Title: Managing Partner  
Relationship to Issuer: Consultant

B. The following financial statements were prepared in accordance with:

- IFRS  
 U.S. GAAP

C. The following financial statements were prepared by (name of individual):

Name: H-Squared Performance Financial/Peter Hellwig  
Title: Managing Partner  
Relationship to Issuer: Consultant

Describe the qualifications of the person or persons who prepared the financial statements:<sup>6</sup>

Mr. Hellwig has served as the CFO (both internally and on a consultancy basis) to numerous private and public entities (both alternative reporting and fully reporting/QB companies) since 1995. He is a seasoned professional with intricate knowledge of the financial reporting requirements, compliance and financial report preparation in the public and private sectors.

Provide the following qualifying financial statements:

- Audit letter, if audited;
- Balance Sheet;
- Statement of Income;
- Statement of Cash Flows;
- Statement of Retained Earnings (Statement of Changes in Stockholders' Equity)
- Financial Notes

**Financial Statement Requirements:**

- Financial statements must be published together with this disclosure statement as one document.
- Financial statements must be "machine readable". Do not publish images/scans of financial statements.
- Financial statements must be presented with comparative financials against the prior FYE or period, as applicable.
- Financial statements must be prepared in accordance with U.S. GAAP or International Financial Reporting Standards (IFRS) but are not required to be audited.

---

<sup>6</sup> The financial statements requested pursuant to this item must be prepared in accordance with US GAAP or IFRS and by persons with sufficient financial skills.

## 10) Issuer Certification

*Principal Executive Officer:*

The issuer shall include certifications by the chief executive officer and chief financial officer of the issuer (or any other persons with different titles but having the same responsibilities) in each Quarterly Report or Annual Report.

The certifications shall follow the format below:

I, Larry Powalisz certify that:

1. I have reviewed this Disclosure Statement for ADIA Nutrition, Inc.;
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

April 9, 2025

/s/ Larry Powalisz  
[CEO's Signature]

*Principal Financial Officer:*

I, Rebecca Miller certify that:

1. I have reviewed this Disclosure Statement for ADIA Nutrition, Inc.;
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

April 9, 2025

/s/ Rebecca Miller  
[CFO's Signature]

**ADIA NUTRITION, INC.**  
**CONSOLIDATED FINANCIAL STATEMENTS**  
**DECEMBER 31, 2024 and 2023**

	Pages
Report of Independent Registered Public Accounting Firm	F-2
Consolidated Balance Sheets as of December 31, 2024 and 2023	F-3
Consolidated Statements of Operations for the years ended December 31, 2024 and 2023	F-4
Consolidated Statements of Stockholders' Equity (Deficit) for the years ended December 31, 2024 and 2023	F-5
Consolidated Statements of Cash flows for the years ended December 31, 2024 and 2023	F-6
Notes to the Audited Consolidated Financial Statements	F-7 to F-18



REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and  
Stockholders of Adia Nutrition, Inc.

**Opinion on the Financial Statements**

We have audited the accompanying consolidated balance sheets of Adia Nutrition, Inc. (the Company) as of December 31, 2024 and 2023, and the related consolidated statements of operations, stockholders' equity (deficit), and cash flows for each of the years in the two-year period ended December 31, 2024, 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, 2024 and 2023, and the results of its operations and its cash flows for each of the years in the two-year period ended December 31, 2024, in conformity with accounting principles generally accepted in the United States of America.

**Substantial Doubt about the Company's Ability to Continue as a 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, the Company has generated only nominal revenues during 2024 and has an accumulated deficit of \$15,578,018. These factors raise substantial doubt about the Company's ability to continue as a going concern. Our opinion is not modified with respect to that matter.

**Basis for Opinion**

These consolidated 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 audits 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 such 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.

A handwritten signature in black ink that reads "Astra Audit &amp; Advisory LLC".

We have served as the Company's auditor since 2025.

Tampa, Florida

April 1, 2025

**ADIA NUTRITION, INC.**  
**CONSOLIDATED BALANCE SHEETS**  
**(Audited)**

	<u>December 31,</u> <u>2024</u>	<u>December 31,</u> <u>2023</u>
<b><u>ASSETS</u></b>		
<b>Current Assets</b>		
Cash	\$ 6,323	\$ 500
Inventory		
Inventory on-hand	67,636	-
Pre-paid inventory	139,250	-
	<u>206,886</u>	<u>-</u>
Prepaid expenses	45,184	-
<b>Total Current Assets</b>	<u>258,393</u>	<u>500</u>
Investment in non-consolidated entity	79,500	-
Intangible assets – trademarks, net of amortization	5,910	-
Deposits	10,000	-
Fixed assets, net of depreciation	21,637	-
Right-of-use asset		
Operating, net	160,447	-
Finance, net	130,294	-
	<u>290,741</u>	<u>-</u>
<b>Total Assets</b>	<u>\$ 666,181</u>	<u>\$ 500</u>
<b><u>LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)</u></b>		
<b>Current Liabilities</b>		
Accounts payable	\$ 4,876	\$ -
Accrued interest – related party	6,318	-
Lease liability – current portion		
Operating	51,535	-
Finance	17,264	-
<b>Total Current Liabilities</b>	<u>79,993</u>	<u>-</u>
Related party payables	368,529	1,250
Long-term lease liabilities, net of current portion		
Operating	104,089	-
Finance	88,030	-
	<u>192,119</u>	<u>-</u>
<b>Total Liabilities</b>	<u>640,641</u>	<u>1,250</u>
Commitments and Contingencies (Note 13)		
<b>Stockholders' Equity (Deficit)</b>		
Special 2022 Series A Preferred Stock, \$0.001 par value, 1 share authorized, issued and outstanding at December 31, 2024 and 2023.	1	1
Series A Preferred Stock, \$0.001 par value, 10,000,000 shares authorized, issued and outstanding at December 31, 2024 and 2023.	10,000	10,000
Series C Preferred Stock, \$0.001 par value, 89,999,999 shares authorized, 1,750,000 and 0 shares issued and outstanding at December 31, 2024 and 2023, respectively.	1,750	-
Class A Common Stock, \$0.001 par value; 800,000,000 shares authorized, 95,899,861 and 87,899,861 issued and outstanding, at December 31, 2024 and 2023, respectively.	95,900	87,900
Class B Common Stock, \$0.001 par value; 100,000,000 shares authorized, zero issued and outstanding, at December 31, 2024 and 2023.	-	-
Shares to be issued (Series C Preferred)	110,357	-
Additional paid-in capital	15,385,550	15,298,300
Accumulated deficit	<u>(15,578,018)</u>	<u>(15,396,951)</u>
<b>Total Stockholders' Equity (Deficit)</b>	<u>25,540</u>	<u>(750)</u>
<b>Total Liabilities and Stockholders' Equity (Deficit)</b>	<u>\$ 666,181</u>	<u>\$ 500</u>

See accompanying notes to consolidated financial statements

**ADIA NUTRITION, INC.**  
**CONSOLIDATED STATEMENTS OF OPERATIONS**  
**(Audited)**

	<b>For the Years Ended December 31,</b>	
	<b>2024</b>	<b>2023</b>
<b>Revenue</b>		
Sales of supplements, net of discounts	\$ 6,380	\$ -
<b>Total Revenue</b>	6,380	-
<b>Cost of Revenue</b>		
Cost of supplements	4,186	-
<b>Gross Profit</b>	2,194	-
<b>Operating Expenses</b>		
General and administrative	29,977	-
Advertising and promotion	36,534	-
Legal and professional fees	68,559	-
Rent	10,583	-
Share-based compensation	30,857	-
Depreciation and amortization	433	-
<b>Total Operating Expenses</b>	176,943	-
<b>Loss from Operations</b>	(174,749)	-
<b>Other Income (Expense)</b>		
Interest expense – related party	(6,318)	-
<b>Total Other Income (Expense)</b>	(6,318)	-
<b>Net Loss Before provision for Income Taxes</b>	(181,067)	-
<b>Provision for Income Taxes</b>	-	-
<b>NET LOSS</b>	\$ (181,067)	\$ -
Net Loss Per Share: Basic and Diluted	\$ (0.00)	\$ (0.00)
Weighted Average Number of Shares Outstanding: Basic and Diluted	91,735,477	87,899,861

See accompanying notes to consolidated financial statements

**ADIA NUTRITION, INC.**  
**CONSOLIDATED STATEMENTS OF STOCK**  
**STOCKHOLDERS' EQUITY (DEFICIT)**  
**(Audited)**

**For the Years Ended December 31, 2024 and 2023**

	Special 2022 Series A Preferred		Series A Preferred		Series C Preferred		Shares to be issued		Class A Common Stock		Class B Common Stock		Additional Paid-In Capital (\$)	Accumulated Deficit (\$)	Total Stockholders' Equity (Deficit) (\$)
	Shares	Amount (\$)	Shares	Amount (\$)	Shares	Amount (\$)	Shares	Amount (\$)	Shares	Amount (\$)	Shares	Amount (\$)			
<b>Balance December 31, 2022</b>	1	1	10,000,000	10,000	-	-	-	-	87,899,861	87,900	-	-	15,298,300	(15,396,951)	(750)
<b>Net loss</b>	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
<b>Balance December 31, 2023</b>	1	1	10,000,000	10,000	-	-	-	-	87,899,861	87,900	-	-	15,298,300	(15,396,951)	(750)
Shares issued for acquisition	-	-	-	-	1,750,000	1,750	-	-	-	-	-	-	70,250	-	72,000
Shares to be issued – investment	-	-	-	-	-	-	1,875,000	79,500	-	-	-	-	-	-	79,500
Share-based compensation	-	-	-	-	-	-	750,000	30,857	-	-	-	-	-	-	30,857
Shares issued for subscription, net of offering costs of \$15,000	-	-	-	-	-	-	-	-	8,000,000	8,000	-	-	17,000	-	25,000
<b>Net loss</b>	-	-	-	-	-	-	-	-	-	-	-	-	-	(181,067)	(181,067)
<b>Balance December 31, 2024</b>	1	1	10,000,000	10,000	1,750,000	1,750	2,625,000	110,357	95,899,861	95,900	-	-	15,385,550	(15,578,018)	25,540

See accompanying notes to consolidated financial statements

**ADIA NUTRITION, INC.**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**  
**(Audited)**

	<b>For the Years Ended December 31,</b>	
	<b>2024</b>	<b>2023</b>
<b>Cash Flows From Operating Activities:</b>		
Net Loss	\$ (181,067)	\$ –
Adjustments to reconcile net loss to net cash used in operations		
Depreciation and amortization	433	–
Amortization of operating lease right-of-use asset	8,387	–
Share-based compensation	30,857	–
Changes in operating assets and liabilities:		
Accrued interest – related party	6,318	–
Accounts payable	4,876	–
Deposits	(10,000)	–
Prepaid expenses	(45,185)	–
Inventory	(136,886)	–
Lease liability - operating	(13,209)	–
<b>Net Cash Used In Operating Activities</b>	<b>(335,476)</b>	<b>–</b>
<b>Cash Flows From Investing Activities:</b>		
Purchase of fixed assets	(21,831)	–
Purchase of intangible assets	(4,149)	–
<b>Net Used In Investing Activities</b>	<b>(25,980)</b>	<b>–</b>
<b>Cash Flows From Financing Activities:</b>		
Proceeds from sale of common shares	25,000	–
Payments made on lease liability - finance	(25,000)	–
Related party payables	367,279	–
<b>Net Cash Provided by Financing Activities</b>	<b>367,279</b>	<b>–</b>
<b>Net Increase in Cash</b>	<b>5,823</b>	<b>–</b>
Cash at Beginning of Year	500	500
<b>Cash at End of Year</b>	<b>\$ 6,323</b>	<b>\$ 500</b>
<b><u>Supplemental disclosure of cash flow information:</u></b>		
Cash paid for interest	–	–
Cash paid for taxes	–	–
<b><u>Supplemental disclosure of non-cash investing and financing activities:</u></b>		
Shares to be issued for investment in non-consolidated business entity	\$ 79,500	\$ –
Shares issued for acquisition of Biolete, LLC	\$ 72,000	\$ –
Operating right-of-use asset obtained through operating lease obligation	\$ 168,833	\$ –
Finance right-of-use asset obtained through finance lease obligation	\$ 130,294	\$ –

See accompanying notes to consolidated financial statements

**ADIA NUTRITION, INC.**  
**NOTES TO THE AUDITED CONSOLIDATED FINANCIAL STATEMENTS**  
**DECEMBER 31, 2024 and 2023**  
**(Audited)**

**NOTE 1 – ORGANIZATION AND BUSINESS**

ADIA Nutrition Inc. (the “Company,” “we,” “us” or “our”), a Nevada corporation, has a calendar fiscal year and is listed on OTC Markets under the trading symbol ADIA. The Company had abandoned its business and failed to take steps to dissolve, liquidate and distribute its assets. It had also failed to meet the required reporting requirements with the Nevada Secretary of State, hold an annual meeting of stockholders and pay its annual franchise tax from 2013 to 2022 which resulted in its Nevada charter being revoked. The Company also failed to provide adequate current public information as defined in Rule 144, promulgated under the Securities Act of 1933, and was thus subject to revocation by the Securities and Exchange Commission pursuant to Section 12(k) of the Exchange Act. In March 2022, a shareholder filed a petition for custodianship with the District Court, Clark County, Nevada and was appointed as the custodian of the Company in June 2022. The Company’s Nevada charter was reinstated on June 27, 2022, and all required reports were filed with the State of Nevada soon thereafter. The custodian was not able to recover any of the Company’s accounting records from previous management but was able to get the shareholder information hence the Company’s outstanding common shares were reflected in the stockholders’ equity section of the unaudited financial statements for the year ended December 31, 2022.

The Company was incorporated in the State of Nevada in April 1975 as Domi Associates, Inc. In March 2001, the issuer amended its Articles of Incorporation to change its name to Drilling, Inc. On April 20, 2004, an amendment to the Articles of Incorporation was made to change the name to PIVX Solutions, Inc. In 2012, the issuer changed to ADIA Nutrition, Inc.

On March 14, 2022, UMA LLC, a shareholder of the Company, made a demand to the Company, at the last address of record, to comply with the Nevada Secretary of State statutes N.R.S. 78.710 and N.R.S. 78.150. UMA, LLC, made several attempts to locate prior management and reinstate the Company’s Nevada charter, which had been revoked. On, May 6, 2022, UMA, LLC filed a petition against the Company in the District Court of Clark County, Nevada, entitled “In the Matter of ADIA Nutrition Inc., a Nevada corporation”, case number A-22-852241-C, along with an Application for Appointment of Custodian,

On June 17, 2022, the District Court of Clark County, Nevada entered an Order Granting Application for Appointment of UMA LLC, (the “Order”), as Custodian of the Company. Pursuant to the Order, the UMA LLC (the “Custodian”) has the authority to take any actions on behalf of the Company, which are reasonable, prudent or for the benefit pursuant to, including, but not limited to, issuing shares of stock, and issuing new classes of stock, as well as entering in contracts on behalf of the Company. In addition, the Custodian, pursuant to the Order, is required to meet the requirements under the Nevada charter.

On June 17, 2022, the Custodian appointed Nikki Lee as the Company’s sole officer and director. The Custodian designated one share of preferred stock as Special 2022 Series A Preferred Stock at par value \$0.001. The Special 2022 Series A Preferred stock has 60% voting rights over all classes of stock and is convertible into sixty million shares of the Company’s common stock. On June 17, 2022, the Custodian granted to itself, one share of Special Series A Preferred Stock.

On June 27, 2022, the Company filed a Certificate of Revival with the Secretary State of the State of Nevada, which reinstated the Company’s charter and appointed a new Resident Agent in Nevada.

On August 5, 2022, in a private transaction, the Custodian entered into a Securities Purchase Agreement (the “SPA”) with Nairobi Anderson, to sell the Special 2022 Series A Preferred stock, and upon closing, Nairobi Anderson acquired 60% voting control of the Company.

On February 27, 2023, Nairobi Anderson entered into an SPA with The Leonard and Elizabeth Greene Family Trust to sell its share of Special 2022 Series A Preferred stock.

On January 22, 2024, The Leonard and Elizabeth Greene Family Trust sold its Special 2022 Series A Preferred share to Legends Investments Properties, LLC, 100% owned by Larry Powalisz. Leonard Greene resigned as Director and Larry Powalisz was appointed Chief Executive Officer and Director, and Rebecca Miller was appointed as Chief Financial Officer.

### *ADIA – Going Forward*

ADIA is dedicated to revolutionizing healthcare through innovative partnerships. The primary focus is to work closely with healthcare providers and health insurance companies to facilitate and provide Autologous Hematopoietic Stem Cell Transplantation (AHSCT) treatments for Multiple Sclerosis (MS) patients.

ADIA engages with health insurance companies to advocate for the inclusion and reimbursement of AHSCT treatments for MS patients. The dedicated team navigates the complexities of insurance processes, striving to make these transformative therapies financially accessible to a wider population.

ADIA envisions a future where AHSCT is a widely accessible and transformative treatment option for MS patients. Through commitment, collaboration, advocacy, and quality care, the Company aims to redefine the standard of treatment for MS and contribute to improved outcomes and quality of life for those affected by the disease.

ADIA is also committed to revolutionizing the supplement industry through strategic acquisitions and investments in companies that uphold the highest standards of integrity and quality. The mission is to empower individuals worldwide to prioritize their health and well-being by providing access to premium supplements crafted exclusively from organic ingredients. ADIA has, during the third quarter of 2024, acquired Biolete, LLC (see Note 7 below) and taken an 18% equity position in Cement Factory, LLC (see Note 8 below).

Being dedicated to revolutionizing healthcare through innovative partnerships. The primary focus is to work closely with healthcare providers and health insurance companies to facilitate and provide AHSCT treatments for MS patients. In late 2024, ADIA formed Adia Med of Winter Park, LLC as the clinic to perform the aforementioned treatments, and Adia Labs, LLC which will procure and sell the products relating to these procedures.

ADIA strives to cultivate a portfolio of brands that exemplify excellence, transparency, and sustainability, ensuring that every product that it offers contributes to the enhancement of the consumers lives.

### *ADIA Nutrition – Board of Directors Expansion*

On August 19, 2024, the Company appointed Monica Sher, MD as a Director of Company. The Company will issue 250,000 shares of its Series C Preferred Stock at a future date.

On September 10, 2024, the Company appointed Richard Edwards, DO as a Director of Company. The Company will issue 250,000 shares of its Series C Preferred Stock at a future date.

On September 23, 2024, the Company appointed Kalpesh Barot, MD as a Director of Company. The Company will issue 250,000 shares of its Series C Preferred Stock at a future date.

### **NOTE 2 – GOING CONCERN**

The accompanying consolidated financial statements have been prepared on a going concern basis, which contemplates the realization of assets and the satisfaction of liabilities in the normal course of business. The Company has generated only nominal revenues to date and at December 31, 2024, has an accumulated deficit of \$15,578,018, and a net operating loss of \$181,067 for the year ended December 31, 2024. These factors, among others, raise substantial doubt about the ability of the Company to continue as a going concern for a reasonable period of time. The Company's continuation as a going concern for one year after the audit report is dependent upon, among other things, its ability to generate greater revenues and its ability to obtain capital from third parties. No assurance can be given that the Company will be successful in these efforts.

Management plans to utilize the funding resources it has available (i.e., its line of credit facility) as well as the continued identification of adequate sources of funding to provide operating capital for continued growth. The Company plans to continue the use of its Reg A filing to raise additional capital; the Company has received \$40,000 in investments, offset by \$15,000 in offering costs, towards this registration during the year ended December 31, 2024.

The consolidated financial statements do not include any adjustments relating to the recoverability and classification of recorded asset amounts or the amounts and classification of liabilities that might be necessary should the Company be unable to continue as a going concern.

### **NOTE 3 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

#### **Basis of Presentation**

The Company's consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America ("GAAP"). The preparation of consolidated financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates. Management further acknowledges that it is solely responsible for adopting sound accounting practices, establishing and maintaining a system of internal accounting control and preventing and detecting fraud. The Company's system of internal accounting control is designed to assure, among other items, that (1) recorded transactions are valid; (2) valid transactions are recorded; and (3) transactions are recorded in the proper period in a timely manner to produce consolidated financial statements which present fairly the financial condition, results of operations and cash flows of the Company for the respective periods being presented.

#### **Use of Estimates**

The preparation of consolidated financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date the consolidated financial statements and the reported amount of revenues and expenses during the reporting period. Actual results could differ from those estimates.

#### **Principles of Consolidation**

The consolidated financial statements have been prepared in accordance with GAAP. The consolidated financial statements include the accounts of the Company and its wholly owned subsidiaries (Biolete, LLC, Adia Med of Winter Park, LLC and Adia Labs, LLC). All intercompany balances and transactions have been eliminated.

#### **Cash and Cash Equivalents**

The Company accounts for cash and cash equivalents under Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") 305, "*Cash and Cash Equivalents*," and considers all highly liquid investments with an original maturity of three months or less to be cash equivalents.

#### **Advertising and Promotion Costs**

Advertising and promotion costs are expensed as incurred. During the years ended December 31, 2024 and 2023, this cost was \$36,534 and \$0, respectively.

#### **Revenue Recognition**

The Company records transactions in accordance with ASU 2014-09, "*Revenue from Contracts with Customers*" and all subsequent amendments to the ASU (collectively, "ASC 606"). In accordance with ASC 606, revenues are recognized when control of the promised goods or services is transferred to our customers, in an amount that reflects the consideration we expect to be entitled to in exchange for those goods or services.

Our operations currently generate revenues exclusively from the sale of supplements. During the years ended December 31, 2024 and 2023, the Company had revenues of \$6,380 and \$0, respectively from the sale of supplements.

#### **Costs of Revenues**

Our policy is to recognize costs of revenue in the same manner in conjunction with revenue recognition. Cost of revenues include the costs directly attributable to revenue. Cost of revenue was limited to the cost of supplements, for the years ended December 31, 2024 and 2023, cost of supplements was \$4,186 and \$0, respectively.

#### **Income Taxes and Valuation Allowance**

The Company accounts for income taxes under ASC 740, "*Income Taxes*". Under the asset and liability method of ASC 740, deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statements carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period the enactment

occurs. A valuation allowance is provided for certain deferred tax assets if it is more likely than not that the Company will not realize tax assets through future operations. All of the Company's deferred tax assets were offset by a full valuation allowance at December 31, 2024.

### Financial Instruments

ASC 820, "*Fair Value Measurements and Disclosures*," defines fair value as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. ASC 820 also establishes a fair value hierarchy that distinguishes between (1) market participant assumptions developed based on market data obtained from independent sources (observable inputs) and (2) an entity's own assumptions about market participant assumptions developed based on the best information available in the circumstances (unobservable inputs). The fair value hierarchy consists of three broad levels, which gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3). The three levels of the fair value hierarchy are described below:

Level 1 - Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities.

Level 2 - Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly, including quoted prices for similar assets or liabilities in active markets; quoted prices for identical or similar assets or liabilities in markets that are not active; inputs other than quoted prices that are observable for the asset or liability (e.g., interest rates); and inputs that are derived principally from or corroborated by observable market data by correlation or other means.

Level 3 - Inputs that are both significant to the fair value measurement and unobservable.

Fair value estimates discussed herein are based upon certain market assumptions and pertinent information available to management as of December 31, 2024. The respective carrying value of certain on-balance-sheet financial instruments approximated their fair values due to the short-term nature of these instruments.

The Company does not have any assets or liabilities measured at fair value on a recurring basis.

### Related Parties

The Company follows ASC 850-10, "*Related Party Disclosures*," for the identification of related parties and disclosure of related party transactions. The Company leases office space from an entity that is controlled by the CEO and Director of the Company. In addition this related party has provided working capital to the Company on the line of credit facility it has extended to the Company.

Pursuant to ASC 850-10-20, related parties include: a) affiliates of the Company; b) principal owners of the Company; c) management of the Company; d) other parties with which the Company may deal if one party controls or can significantly influence the management or operating policies of the other to an extent that one of the transacting parties might be prevented from fully pursuing its own separate interests; and e) other parties that can significantly influence the management or operating policies of the transacting parties or that have an ownership interest in one of the transacting parties and can significantly influence the other to an extent that one or more of the transacting parties might be prevented from fully pursuing its own separate interests.

Material related party transactions are required to be disclosed in the consolidated financial statements, other than compensation arrangements, expense allowances, and other similar items in the ordinary course of business. However, disclosure of transactions that are eliminated in the preparation of consolidated or combined financial statements is not required in those statements. The disclosures shall include: a) the nature of the relationship(s) involved; b) a description of the transactions, including transactions to which no amounts or nominal amounts were ascribed, for each of the periods for which statements of operation are presented, and such other information deemed necessary to an understanding of the effects of the transactions on the financial statements; c) the dollar amounts of transactions for each of the periods for which statements of operations are presented and the effects of any change in the method of establishing the terms from that used in the preceding period; and d) amounts due from or to related parties as of the date of each balance sheet presented and, if not otherwise apparent, the terms and manner of settlement.

### Commitments and Contingencies

The Company follows ASC 450-20, "*Loss Contingencies*," to report accounting for contingencies. Liabilities for loss contingencies arising from claims, assessments, litigation, fines and penalties and other sources are recorded when it is probable that a liability has been incurred and the amount of the assessment can be reasonably estimated.

### Earnings (loss) per share

Basic income (loss) per share is computed by dividing net income (loss) attributable to common stockholders by the weighted average common shares outstanding for the period. Diluted income (loss) per share is computed giving effect to all potentially dilutive common shares. Potentially dilutive common shares may consist of incremental shares issuable upon the exercise of stock options and warrants and upon the conversion of notes. In periods in which a net loss has been incurred, all potentially dilutive common shares are considered anti-dilutive and thus are excluded from the calculation. The number of potentially dilutive common shares (if the preferred shares were converted) excluded for the years ended December 31, 2024 and 2023 are 67,000,000 and 60,000,000, respectively.

### Inventory

Inventories are carried at the lower of cost and net realizable value. Cost is determined using the first-in, first-out method. Net realizable value is the estimated selling price in the ordinary course of business, less the estimated costs of applicable variable selling expenses. Management periodically evaluates if a reserve is necessary, and management determined that a reserve was not necessary at December 31, 2024.

### Investments

In accordance with ASC 321, "*Investments – Equity Securities*," our investment in Cement Factory, LLC is stated at cost, as our investment in this entity constitutes less than 20% in Cement Factory, LLC and does not provide the Company control over this entity. The original agreement entered into was rescinded, and replaced with an agreement to acquire an 18% membership interest in Cement Factory, LLC, allowing the Company to receive an 18% dividend income from Cement Factory paid annually at the end of each calendar year based on profitability. (See Note 8.)

### Leases

In February 2016, the FASB issued Accounting Standards Update ("ASU") 2016-02, "*Leases*" Topic 842, which amends the guidance in former ASC Topic 840, Leases ("ASC 840"). The new standard increases transparency and comparability most significantly by requiring the recognition by lessees of right-of-use ("ROU") assets and lease liabilities on the balance sheet for all leases longer than 12 months. Under the standard, disclosures are required to meet the objective of enabling users of financial statements to assess the amount, timing, and uncertainty of cash flows arising from leases. For lessees, leases will be classified as finance or operating, with classification affecting the pattern and classification of expense recognition in the income statement, over the expected term on a straight-line basis. We determine if an arrangement is a lease at inception. The Company recognizes ROU assets and lease liabilities for leases with terms greater than 12 months or leases that contain a purchase option that is reasonably certain to be exercised. Leases are classified as either finance or operating leases. This classification dictates whether lease expense is recognized based on an effective interest method or on a straight-line basis over the term of the lease. Operating leases are included in operating lease ROU assets and operating lease liabilities on our consolidated balance sheets. Finance leases are included in finance lease assets, current finance lease liabilities, and long-term finance lease liabilities on our consolidated balance sheets.

The Company's ROU assets and lease liabilities are recognized on the lease commencement date in an amount that represents the present value of future lease payments over the lease term. The Company utilizes its collateralized incremental borrowing rate commensurate to the lease term as the discount rate for its leases unless the Company can specifically determine the lessor's implicit rate. Certain lease contracts contain non-lease components such as maintenance and utilities. The Company has made a policy election to not separate the lease and non-lease components, and thus recognize a single lease component for all of its right-of-use assets and liabilities.

In evaluating contracts to determine if they qualify as a lease, the Company considers factors such as if it has obtained substantially all of the rights to the underlying asset through exclusivity, if the Company can direct the use of the asset by making decisions about how and for what purpose the asset will be used and if the lessor has substantive substitution rights. Furthermore, the Company assesses whether it is reasonably certain to exercise options to extend or terminate a lease considering all relevant factors that create economic incentive to exercise such options, including asset, contract, market, and entity-based factors. These evaluations may require significant judgment.

### Loss Contingencies

From time to time the Company may be subject to various legal proceedings and claims that arise in the ordinary course of business. On at least a quarterly basis, consistent with ASC 450-20-50-1C, if the Company determines that there is a reasonable possibility that a material loss may have been incurred, or is reasonably estimable, regardless of whether the Company accrued for such a loss (or any portion of that loss), the Company will confer with its legal counsel, consistent with ASC 450. If the material loss is determinable or reasonably estimable, the Company will record it in its accounts and as a liability on the consolidated balance sheet.

### Fixed Assets

The Company follows ASC 360, “*Property, Plant, and Equipment*,” for its fixed assets. Equipment is stated at cost less accumulated depreciation. Depreciation is calculated on a straight-line basis over the estimated useful lives of the assets (3 to 7 years for equipment). Depreciation expense for the years ended December 31, 2024 and 2023 was \$194 and \$0, respectively.

### Intangible Assets

Definite life intangible assets at December 31, 2024, include trademarks and brand names recognized as part of the Biolete acquisition. Intangible assets are recorded at cost. Trademarks and brand names represent the estimated fair value of these items at the date of acquisition, and are amortized on a straight-line basis over their estimated useful life. Trademarks and brand names are assigned a life of 10 years.

### Long-lived Assets

Long-lived assets such as fixed assets and identifiable intangibles are reviewed for impairment whenever facts and circumstances indicate that the carrying value may not be recoverable. When required impairment losses on assets to be held and used are recognized based on the fair value of the asset. The fair value is determined based on estimates of future cash flows, market value of similar assets, if available, or independent appraisals, if required. If the carrying amount of the long-lived asset is not recoverable from its undiscounted cash flows, an impairment loss is recognized for the difference between the carrying amount and fair value of the asset. When fair values are not available, the Company estimates fair value using the expected future cash flows discounted at a rate commensurate with the risk associated with the recovery of the assets. We did not recognize any impairment losses for any periods presented.

### Segment Reporting

Operating segments are components of an enterprise about which separate financial information is available and is evaluated regularly by management, namely the Chief Operating Decision Maker (“CODM”) of an organization, in order to determine operating and resource allocation decisions. By this definition, the Company has identified its Chief Executive Officer as the CODM. The CODM has identified Biolete, Adia Med and Adia Labs as the Company’s operating segments.

### Stock-Based Compensation

FASB ASC 718 “*Compensation – Stock Compensation*,” prescribes accounting and reporting standards for all stock-based payments award to employees, including employee stock options, restricted stock, employee stock purchase plans and stock appreciation rights, may be classified as either equity or liabilities. The Company determines if a present obligation to settle the share-based payment transaction in cash or other assets exists. A present obligation to settle in cash or other assets exists if: (a) the option to settle by issuing equity instruments lacks commercial substance or (b) the present obligation is implied because of an entity’s past practices or stated policies. If a present obligation exists, the transaction should be recognized as a liability; otherwise, the transaction should be recognized as equity.

The Company accounts for stock-based compensation issued to non-employees and consultants in accordance with the provisions of FASB ASC 505-50 “*Equity – Based Payments to Non-Employees*.” Measurement of share-based payment transactions with non-employees is based on the fair value of whichever is more reliably measurable: (a) the goods or services received; or (b) the equity instruments issued. The fair value of the share-based payment transaction is determined at the earlier of performance commitment date or performance completion date. For the years ended December 31, 2024 and 2023, the Company had share-based compensation of \$30,857 and \$0, respectively. At December 31, 2024 and 2023, the Company recorded shares to be issued totaling \$30,857 and \$0, respectively.

### Recently Issued Accounting Pronouncements

We have reviewed the FASB issued ASU accounting pronouncements and interpretations thereof that have effectiveness dates during the periods reported and in future periods. The Company has carefully considered the new pronouncements that alter previous generally accepted accounting principles and does not believe that any new or modified principles will have a material impact on the corporation’s reported financial position or operations in the near term. The applicability of any standard is subject to the formal review of our financial management and certain standards are under consideration. We recently adopted and retroactively applied ASU 2023-07, “*Segment Reporting*.”

#### **NOTE 4 - INVENTORY**

Inventory consists of the following:

	<b>December 31, 2024</b>	<b>December 31, 2023</b>
Biolete finished goods inventory	\$ 67,636	\$ -
Adia Labs biologics (pre-paid inventory received in 2025)	139,250	-
<b>Total Inventory</b>	<b>\$ 206,886</b>	<b>\$ -</b>

#### **NOTE 5 – FIXED ASSETS, NET**

Fixed assets, net, consists of the following:

	<b>December 31, 2024</b>	<b>December 31, 2023</b>
Furniture and fixtures	\$ 5,332	\$ -
Machinery and equipment	16,499	-
Property and equipment, gross	21,831	-
Less: Accumulated depreciation	(194)	-
<b>Total Fixed Assets, Net</b>	<b>\$ 21,637</b>	<b>\$ -</b>

#### **NOTE 6 – INTANGIBLE ASSETS, NET**

Intangible assets, net, consists of the following:

	<b>December 31, 2024</b>	<b>December 31, 2023</b>
Trademarks	\$ 6,149	\$ -
Less: Accumulated amortization	(239)	-
<b>Total Intangible Assets, Net</b>	<b>\$ 5,910</b>	<b>\$ -</b>

Amortization expense for intangible assets was \$239 and \$0 for the years ended December 31, 2024 and 2023, respectively. Future amortization expense for our intangible assets is as follows:

Years ended December 31,	
2025	\$ 602
2026	602
2027	602
2028	602
2029	602
Thereafter	2,900
<b>Total</b>	<b>\$ 5,910</b>

#### **NOTE 7 – ACQUISITION OF NEW BUSINESS**

On July 11, 2024, the Company acquired a 100% membership interest in Biolete, LLC, a company involved in the development of a protein coffee with mushroom extracts. This acquisition was treated as an asset acquisition valued at \$72,000, in which the Company received \$70,000 in inventory, and a trademark on the product valued at \$2,000. Subsequently, we invested additional monies to acquire additional trademarks. Consideration provided for this acquisition was the issuance of 1,750,000 shares of the Company's Series C Preferred Stock. Going forward from the acquisition date the revenue and expenses associated with the Biolete brand have been consolidated with the Company's reported financials.

## **NOTE 8 – INVESTMENT IN NON-CONSOLIDATED BUSINESS ENTITY**

On July 29, 2024, the Company acquired a 7% membership interest in Cement Factory Nutrition, a health and wellness company. Consideration provided for this acquisition was the issuance of 1,875,000 shares of the Company's Series C Preferred Stock. On September 24, 2024, the agreement for the acquisition of the membership interest in Cement Factory Nutrition was rescinded and replaced with the acquisition of 18% membership interest in Cement Factory, LLC. Going forward, the Company will receive 18% dividend income from Cement Factory paid annually at the end of each calendar year based on profitability. Our investment in Cement Factory, LLC is stated at cost, as our investment in this entity constitutes less than 20% in Cement Factory, LLC and does not provide the Company control over this entity. To date, Cement Factory has not generated a profit; as a result, for the year ended December 31, 2024, the Company did not receive any dividend income.

## **NOTE 9 – RELATED PARTY TRANSACTIONS**

During the fiscal year ended December 31, 2023, an Officer of the Company assisted in funding the Company's operating expenses for which the Company issued a demand note. The note had no interest obligations and was not convertible into the Company's stock and does not have a maturity date. As of December 31, 2023, the Officer had advanced a total of \$1,250 which is presented as related party payables in the accompanying 2023 consolidated balance sheet. On January 22, 2024, as part of the change in control to present management, the Company repaid the (now) former Officer \$1,250. As of December 31, 2024, the balance due is \$0.

On June 30, 2024, the Company entered into an agreement with the Chief Executive Officer of the Company for an unsecured \$500,000 line of credit facility. The line of credit bears interest of 6% per annum calculated on a daily basis, and there is no stated maturity date. The entire unpaid principal balance plus any accrued but unpaid interest shall be due and payable twelve months from the date of receipt of demand of payment by the lender. The monies that had been advanced by the Chief Executive Officer of the Company up to June 30, 2024 were transferred to this line of credit facility. The aggregate of the advances were \$154,065 of which the Company paid back \$2,560, resulting in a total of \$151,505 being extended on the line of credit facility at June 30, 2024. During the balance of the year ended December 31, 2024, additional advances on the line of credit totaled \$223,548, and additional payments were made in the aggregate amount of \$6,524. At December 31, 2024, the total outstanding principal balance on this line of credit facility was \$368,529. For the year ended December 31, 2024, interest expense was \$6,318, and total accrued interest at December 31, 2024, was \$6,318.

The above amounts and terms of the transactions are not necessarily typical of agreements entered into by third parties.

## **NOTE 10 - LEASES**

The Company has an operating lease for office space and a finance lease for equipment. Leasing arrangements require fixed payments and also include an amount that is probable and will be owed under residual value guarantees, if applicable. Lease payments also include payments related to purchase or termination options when the lessee is reasonably certain to exercise the option or is reasonably certain not to exercise the option, respectively. The Company's lease agreements do not contain any material restrictive covenants. The leases have remaining terms of 3 to 5 years. Total rent expense incurred on the operating lease for the year ended December 31, 2024 was \$10,583. The Company executed a finance lease during the year ended December 31, 2024, the lease period commences January 1, 2025, as a result, there are no amortization or interest expenses associated with the finance lease.

The Company's right-of-use assets and lease liabilities and other disclosures as of and for the year ended December 31, 2024, are as follows:

	<b>Operating Lease</b>	<b>Finance Lease</b>
Right-of-use assets obtained in exchange for new lease liabilities	\$ 168,833	\$ 130,294
Weighted-average remaining lease term	3 years	5 years
Weighted average discount rate	7.9%	9.9%
	<b>Operating Lease</b>	<b>Finance Lease</b>
Right-of-use assets	\$ 168,833	\$ 130,294
Less: amortization	8,386	-
Lease assets, net	<u>\$ 160,447</u>	<u>\$ 130,294</u>
Lease liabilities		
Lease liabilities, current	\$ 51,535	\$ 17,264
Lease liabilities, long-term	104,089	88,030
Total lease obligation	<u>\$ 155,624</u>	<u>\$ 105,294</u>

Future payments of lease liabilities at December 31, 2024 are as follows:

Year Ending December 31,	Operating Lease	Finance Lease
2025	\$ 56,798	\$ 26,784
2026	63,791	26,784
2027	54,482	26,784
2028	-	26,784
2029	-	26,784
Thereafter	-	-
	175,071	133,920
Less interest	(19,447)	(28,626)
Total	\$ 155,624	105,294

## **NOTE 11 – STOCKHOLDERS’ EQUITY**

### **Common Stock**

The Company has 900,000,000 authorized common shares with a par value of \$0.001 per share. Each common share entitles the holder to one vote, in person or proxy, on any matter on which action of the stockholders of the corporation is sought.

The Company has two common stock designations; Class A Common Stock with 800,000,000 shares authorized, and Class B Common Stock with 100,000,000 shares authorized.

**Class A Common Stock:** Each share of Class A Common Stock shall have, for all purposes, one (1) vote per share. Subject to the preferences applicable to Preferred Stock outstanding at any time, the holders of the shares of Class A Common Stock shall be entitled to receive such dividends and other distributions in cash, property or shares of stock of the Corporation as may be declared thereon by the Board of Directors from time to time out of assets or funds of the Corporation legally available therefrom. The holders of Class A Common Stock issued and outstanding have and possess the right to receive notice of shareholders’ meetings and to vote upon the election of directors or upon any other matter as to which approval of the outstanding shares of Class A Common Stock or approval of the common shareholders is required or requested.

**Class B Common Stock:** The shares of Class B Common Stock may be issued from time to time in one or more series. The Board of Directors is authorized, by resolution adopted and filed in accordance with law, to provide for the issue of each series of shares of Class B Common Stock; provided, however, that any issuance of shares of Class B Common Stock shall be made only in connection with a special acquisition transaction, as determined by the Board of Directors. Each series of shares of Class B Common Stock: (a) may have such voting powers, full or limited or may be without voting powers; (b) may be subject to redemption at such time or times and at such prices as determined by the Board of Directors; (c) may be entitled to receive dividends (which may be cumulative or non-cumulative) at such rate or rates, on such conditions and at such times, and payable in preference to, or in relation to, the dividends payable on any other class or classes or series of stock; (d) may have such rights upon the dissolution of, or upon any distribution of assets of, the Corporation; (e) may be made convertible into, or exchangeable for, shares of any other class or classes or of any other series of the same or any other class or classes of stock of the Corporation or such other corporation or other entity at such price or prices or at such rates of exchange and with such adjustments; (f) may be entitled to the benefit of a sinking fund to be applied to the purchase or redemption of shares of such series in such amount or amounts; (g) may be entitled to the benefit of conditions and restrictions upon the creation of indebtedness of the Corporation or any subsidiary, upon the issue of any additional shares (including additional shares of such series or of any other series) and upon the payment of dividends or the making of other distributions on, and the purchase, redemption or other acquisition by the Corporation or any subsidiary of, any outstanding shares of the Corporation; and (h) may have such other relative, participating, optional or other special rights, qualifications, limitations or restrictions thereof, in each case as shall be stated in said resolution or resolutions providing for the issue of such shares of Class B Common Stock. Shares of Class B Common Stock of any series that have been redeemed or repurchased by the Corporation (whether through the operation of a sinking fund or otherwise) or that, if convertible or exchangeable, have been converted or exchanged in accordance with their terms shall be retired and have the status of authorized and unissued shares of Class B Common Stock of the same series and may be reissued as a part of the series of which they were originally a part or may, upon the filing of an appropriate certificate with the Secretary of State of the State of Nevada be reissued as part of a new series of shares of Class B Common Stock to be created by resolution or resolutions of the Board of Directors or as part of any other series of shares of Class B Common Stock, all subject to the conditions or restrictions on issuance set forth in the resolution or resolutions adopted by the Board of Directors providing for the issue of any series of shares of Class B Common Stock.

On July 9, 2024, the Company received an investment on its Reg A registration statement in the amount of \$40,000 in investments, offset by \$15,000 in offering costs, resulting in subsequent issuance of 8,000,000 shares of the Company’s Class A Common Stock.

At December 31, 2024 and 2023, there were 95,899,861 and 87,899,861 Class A Common Shares issued and outstanding, respectively.

At December 31, 2024 and 2023, there were no Class B Common Shares issued and outstanding.

### Preferred Stock

There are 100,000,000 shares of preferred stock authorized, par value \$.001 per share (the “Preferred Stock”), issuable in one or more series; (a) the Company designated one (1) share of Preferred Stock as “Special 2022 Series A Preferred Stock” possessing super-voting rights; (b) the Company designated 10,000,000 shares of Series A Preferred Stock; and (c) the Company designated 89,999,999 shares of Series C Preferred Stock.

Special 2022 Series A Preferred Stock. The designation of this class of preferred stock shall be “Special 2022 Series A Preferred Stock,” par value \$.001 per share (the “Special 2022 Series A Preferred Stock”). The number of authorized shares of Special 2022 Series A Preferred Stock is one (1). (A) Voting Rights. Except as otherwise required by law, the holder of the share of Special 2022 Series A Preferred Stock shall have the following rights: (1) Number of Votes; Voting with Common Stock. Except as provided by Nevada statutes or elsewhere herein, the holder of the Special 2022 Series A Preferred Stock shall vote together with the holders of Preferred Stock (including on an as converted basis), and Common Stock, of the Corporation as a single class. The holder of the share of Special 2022 Series A Preferred Stock is entitled to 60% of all votes (including, but not limited to, Common Stock, and Preferred Stock (including on an as converted basis)) entitled to vote at each meeting of shareholders of the Corporation (and written actions of shareholders in lieu of meetings) with respect to any and all matters presented to the shareholders of the Corporation for their action or consideration. The share of Special 2022 Series A Preferred Stock shall not be divided into fractional shares. (2) Adverse Effects. The Corporation shall not amend, alter, or repeal the preferences, rights, powers or other terms of the Special 2022 Series A Preferred Stock so as to affect adversely the Special 2022 Series A Preferred Stock, or the holder thereof, without the written consent or affirmative vote of the holder of the Special 2022 Series A Preferred Stock given in writing or by vote at a meeting, consenting or voting (as the case may be) separately as a class. (B) Conversion. The share of the Special 2022 Series A Preferred Stock shall convert into common shares at a conversion rate of 1 preferred to 60,000,000 common shares. The holder of the Special 2022 Series A Preferred stock can affect the conversion at any time. The conversion into common is a right and is not required. (C) Dividends; Liquidation. The shares of Special 2022 Series A Preferred Stock shall not be entitled to any dividends in respect thereof and shall not participate in any proceeds available to the Corporation’s shareholders upon the liquidation, dissolution or winding up of the Corporation. (D) No Impairment. The Corporation shall not intentionally take any action which would impair the rights and privileges of the Special 2022 Series A Preferred Stock set forth herein or the rights of the holder thereof. The Corporation will not, by amendment of its articles of incorporation or through any reorganization, transfer of assets, consolidation, merger, dissolution, issue or sale of securities or any other voluntary action, avoid or seek to avoid the observance or performance of any of the terms to be observed or performed hereunder by the Corporation, but will, at all times, in good faith assist in the carrying out of all the provisions herein and in the taking of all such action as may be necessary or appropriate in order to protect the rights of the holder of the Special 2022 Series A Preferred Stock against impairment.

Series A Preferred Stock. The designation of this class of preferred stock shall be “Series A Preferred Stock,” par value \$.001 per share (the “Series A Preferred Stock”). The number of authorized shares of Series A Preferred Stock is ten million (10,000,000). Each share of Series A Preferred Stock shall entitle the holder to five (5) votes on any matter submitted to the shareholders of the Corporation for their vote, waiver, release or other action, to be considered in connection with the establishment of a quorum, except as may otherwise be expressly required by law or by the applicable stock exchange rules. The holders of Series A Preferred Stock shall vote together with the shares of Common Stock as one class. (c) Liquidation Rights. Upon the dissolution, liquidation or winding up of the Corporation, whether voluntary or involuntary, the holders of the then-outstanding shares of Series A Preferred Stock shall be entitled to receive out of the assets of the Corporation the sum of \$.001 per share (the “Liquidation Rate”) before any payment or distribution shall be made on any other class of capital stock of the Corporation ranking junior to the Series A Preferred Stock.

Series C Preferred Stock. The designation of this class of preferred stock shall be “Series C Preferred Stock,” par value \$.001 per share (the “Series C Preferred Stock”). The number of authorized shares of Series C Preferred Stock is eighty-nine million, nine hundred ninety-nine thousand, nine hundred and ninety nine (89,999,999). Each share of Series C Preferred Stock shall entitle the holder to one (1) vote on any matter submitted to the shareholders of the Corporation for their vote, waiver, release or other action, to be considered in connection with the establishment of a quorum, except as may otherwise be expressly required by law or by the applicable stock exchange rules. The holders of Series C Preferred Stock shall vote together with the shares of Common Stock as one class. Liquidation Rights - Upon the dissolution, liquidation or winding up of the Corporation, whether voluntary or involuntary, the holders of the then-outstanding shares of Series C Preferred Stock shall be treated *pari passu* with the Company’s common stock, except that the payment on each share of the Company’s common stock multiplied by the Conversion Rate. Conversion Rate – Each share of Series C Preferred Stock shall be convertible into four (4) shares of the Company’s common stock.

On July 11, 2024, the Company acquired a 100% membership interest in Biolete, LLC; consideration provided for this acquisition was the issuance of 1,750,000 shares of the Company’s Series C Preferred Stock.

On July 29, 2024, the Company acquired a 7% membership interest in Cement Factory Nutrition; consideration provided for this acquisition was the issuance of 1,875,000 shares of the Company's Series C Preferred Stock. On September 24, 2024 the acquisition of the 7% interest in Cement Factory Nutrition was rescinded and these shares were returned and a new agreement was made to acquire and 18% membership interest in Cement Factory, LLC; consideration provided for this acquisition was the reservation of 1,875,000 shares of the Company's Series C Preferred Stock to be issued at a future date.

On August 19, 2024, the Company appointed Monica Sher, MD as a Director of Company. The Company will issue 250,000 shares of its Series C Preferred Stock at a future date.

On September 10, 2024, the Company appointed Richard Edwards, DO as a Director of Company. The Company will issue 250,000 shares of its Series C Preferred Stock at a future date.

On September 23, 2024, the Company appointed Kalpesh Barot, MD as a Director of Company. The Company will issue 250,000 shares of its Series C Preferred Stock at a future date.

At December 31, 2024 and 2023, there is one (1) share of Special 2022 Series A Preferred issued and outstanding.

At December 31, 2024 and 2023, there are 10,000,000 shares of Series A Preferred issued and outstanding.

At December 31, 2024 and 2023, there are 1,750,000 and zero shares of Series C Preferred issued and outstanding, respectively.

### **NOTE 12 – SEGMENT REPORTING**

The Company has three operating segments: (1) Biolete, (2) Adia Meds, and (3) Adia Labs. The Biolete segment comprises the sale of supplements and had \$73,974 and \$0 of total assets at December 31, 2024 and 2023, respectively. Adia Meds will perform stem cell treatments to patients and had \$323,590 and \$0 of total assets at December 31, 2024 and 2023, respectively. Adia Meds will procure and sell stem cell products to outside clinics or to Adia Labs, and had \$139,450 of total assets at December 31, 2024 and 2023, respectively. Unallocated assets held at the corporate level totaled \$129,367 and \$500 at December 31, 2024 and 2023, respectively.

The CODM reviews performance based on gross profit (sales less cost of products or services sold), operating profit, and net income (loss). Profitability is important to the Company's ability to grow and expand operations. The Company does not have any operations or sources of revenue outside of the United States. Corporate overhead is not allocated to each segment unless the cost is specifically incurred to support the single segment. This provides the CODM with segment specific costs and profits.

The Company chooses to disclose the following in its segment reporting requirements:

	<b>Unallocated Corporate Overhead</b>	<b>Biolete</b>	<b>ADIA Med</b>	<b>ADIA Labs</b>	<b>Totals</b>
<b>Segment Revenue</b>					
Sales of supplements, net of discounts	\$ -	\$ 6,380	\$ -	\$ -	\$ 6,380
<b>Total Segment Revenue</b>	<b>-</b>	<b>6,380</b>	<b>-</b>	<b>-</b>	<b>6,380</b>
<b>Cost of Revenue</b>					
Cost of supplements	-	4,186	-	-	4,186
<b>Gross Profit</b>	<b>-</b>	<b>2,194</b>	<b>-</b>	<b>-</b>	<b>2,194</b>
<b>Operating Expenses</b>					
General and administrative	112,990	5,052	20,420	1,947	140,409
Advertising and promotion	12,606	22,981	947	-	36,534
<b>Segment Operating Expenses</b>	<b>125,596</b>	<b>28,033</b>	<b>21,367</b>	<b>1,947</b>	<b>176,943</b>
<b>Segment Loss</b>	<b>\$ (125,596)</b>	<b>\$ (25,839)</b>	<b>\$ (21,367)</b>	<b>\$ (1,947)</b>	<b>\$ (174,749)</b>

### NOTE 13 – COMMITMENTS AND CONTINGENCIES

On May 31, 2024, the Company filed a complaint for declaratory relief, seeking an order declaring as void a total of 15,445,165 shares of the Company's issued and outstanding shares of Common Stock, held by Lotus Fund ("Lotus") (10,445,165 shares), and Jason S. Coombs ("Coombs") (5,000,000 shares). In addition, the lawsuit seeks an order declaring as void a total of 10,000,000 shares of the Company's issued and outstanding shares of Series A Preferred Shares, held by Shelly Singhal ("Singhal"). Lotus, Coombs and Singhal (collectively the "Claimants") were issued these shares but the Company deems that they were not properly acquired through any consideration. The lawsuit (Case Number: 2024CA001088, Case Style: ADIA NUTRITION INC -VS- ADIA NUTRITION INC) was filed pursuant to the laws of the State of Florida, and the venue lies in Seminole County.

### NOTE 14 – INCOME TAXES

A reconciliation of statutory income tax rate to effective tax rate was as follows for each of the periods presented:

	<b>For the year ended December 31, 2024</b>	<b>For the year ended December 31, 2023</b>
Federal income taxes at statutory rate	21.0%	21.0%
State income taxes at statutory rate	5.5%	5.5%
Valuation allowance	(26.5%)	(26.5%)
Effective tax rate	0.0%	0.0%

As of December 31, 2024 and 2023, the Company had a net operating loss for tax purposes of \$181,067 and \$0, respectively.

The Company's policy is to recognize potential interest and penalties accrued related to unrecognized tax benefits within income tax expense. For the years ended December 31, 2024 and 2023 the Company did not recognize any interest or penalties in its consolidated statement of operations, nor did it have any interest or penalties accrued on its consolidated balance sheets at December 31, 2024 and 2023, relating to unrecognized tax benefits.

Under the provisions of ASC 740, "Accounting for Uncertainty in Income Taxes," the Company identified no significant uncertain tax positions for 2023 and 2024. The Company files income tax returns in U.S. jurisdiction. There are no federal or state income tax examinations underway for these, and tax returns for the current year are still open to examination as neither year, nor the years prior have been filed with the appropriate taxing authorities.

Utilization of our net operating losses (NOL) carryforwards may be subject to a substantial annual limitation due to ownership change limitations that may have occurred or that could occur in the future, as required by Section 382 of the Internal Revenue Code (IRC) of 1986, as amended (the Code), as well as similar state provisions. These ownership changes may limit the amount of NOL carryforwards that can be utilized annually to offset future taxable income. In general, an "ownership change" as defined by Section 382 of the Code results from a transaction or series of transactions over a three-year period resulting in an ownership change of more than 50 percentage points of the outstanding stock of a company by certain stockholders. At the time of closing the consolidated books, the Company had not yet completed a study to determine the extent of the limitation based on ownership changes that may have occurred. As of December 31, 2024, the Company has available for federal income tax purposes a net operating loss carry forward of approximately \$15,578,018, expiring in the year 2039, that may be used to offset future taxable income, but could be limited under Section 382.

The Company's deferred taxes as of December 31, 2024 and 2023, consist of the following:

	<b>2024</b>	<b>2023</b>
<b>Non-Current deferred tax asset:</b>		
Net operating loss carry-forwards	\$ 15,578,018	\$ 15,396,951
Tax provision (U.S. federal and state combined) tax rate	26.5%	26.5%
Deferred tax asset	4,128,175	4,080,192
<b>Valuation allowance</b>	<b>(4,128,175)</b>	<b>(4,080,192)</b>
Net non-current deferred tax asset	\$ -	\$ -

### NOTE 15 – SUBSEQUENT EVENTS

Management has evaluated subsequent events through the date these consolidated financial statements were available to be issued. Based on our evaluation, no material events have occurred that require further disclosure.