Alternative Reporting Standard:

OTCQX® U.S. and OTCQB® Disclosure Guidelines

ADIA Nutrition, Inc.

Principal Place of Business:	***Mailing Address:***
1561 W. Fairbanks Avenue Suite 205 Winter Park, Florida 32789	4421 Gabriella Lane Winter Park, Florida, 32792

(321) 788-0850
www.adianutrition.com
ceo@adiamed.com
SIC 8011 and 446191

Quarterly Report

For the nine months ended September 30, 2025
(the "Reporting Period")

We previously were a shell company, therefore the exemption offered pursuant to Rule 144 is not available. Anyone who purchased securities directly or indirectly from us or any of our affiliates in a transaction or chain of transactions not involving a public offering cannot sell such securities in an open market transaction.

The number of shares outstanding of our Common Stock is 94,404,696 as of September 30, 2025

The number of shares outstanding of our Common Stock is 80,404,696 as of June 30, 2025

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

Yes: ☐ No: ☒

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

Yes: ☐ No: ☒

Indicate by check mark whether a Change in Control[4] of the company has occurred over this reporting period:

Yes: ☐ No: ☒

[4] "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.

Part A General Company Information

Item 1 The exact name of the issuer and its predecessor (if any).

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 tov ADIA Nutrition, Inc.

Item 2 The address of the issuer's principal executive offices and address(es) of the issuer's principal place of business:

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

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

Item 3 The jurisdiction(s) and date of the issuer's incorporation or organization.

Current State and Date of Incorporation or Registration: Nevada
Standing in this jurisdiction: (e.g. active, default, inactive): Active

Part B Share Structure

Item 4 The exact title and class of securities outstanding.

Publicly Quoted or Traded Securities:

Trading symbol:	ADIA
Exact title and class of securities outstanding:	Common A Stock
CUSIP:	006 87W 109

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

Trading symbol:	none
Exact title and class of the security:	Common B Stock
CUSIP:	none

Trading symbol:	none
Exact title and class of the security:	Special 2022 Series A Preferred Stock
CUSIP:	none

Trading symbol: none
Exact title and class of the security: Series A Preferred Stock
CUSIP: none

Trading symbol: none
Exact title and class of the security: Series C Preferred Stock
CUSIP: none

Item 5 Par or stated value and description of the security.

A. *Par or Stated Value*.
Common A Stock, par value $0.001
Common B Stock, par value $0.001
Special 2022 Series A Preferred Stock, par value $0.001
Series A Preferred Stock, par value $0.001
Series C Preferred Stock, par value $0.001

B. *Common or Preferred Stock*.

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 provision in the issuer's charter or by-laws that would delay, defer or prevent a Change in Control of the issuer.

   None

Item 6 The number of shares or total amount of the securities outstanding for <u>each class</u> of securities authorized.

Exact title and class of securities outstanding:	Common A Stock	
Total shares authorized:	800,000,000	as of date: September 30, 2025
Total shares outstanding:	94,404,696	as of date: September 30, 2025
Freely tradable shares (public float):	11,403,616	as of date: September 30, 2025
Total number of shareholders of record:	172	as of date: September 30, 2025
Exact title and class of the security:	Common B Stock	
Total shares authorized:	100,000,000	as of date: September 30, 2025
Total shares outstanding (if applicable):	0	as of date: September 30, 2025
Total number of shareholders of record:	0	as of date: September 30, 2025
Exact title and class of the security:	Special 2022 Series A Preferred Stock	
Total shares authorized:	1	as of date: September 30, 2025
Total shares outstanding (if applicable):	1	as of date: September 30, 2025
Total number of shareholders of record:	1	as of date: September 30, 2025
Exact title and class of the security:	Series A Preferred Stock	
Total shares authorized:	10,000,000	as of date: September 30, 2025
Total shares outstanding (if applicable):	0	as of date: September 30, 2025
Total number of shareholders of record:	0	as of date: September 30, 2025
Exact title and class of the security:	Series C Preferred Stock	
Total shares authorized:	89,999,999	as of date: September 30, 2025
Total shares outstanding (if applicable):	1,750,000	as of date: September 30, 2025
Total number of shareholders of record: 6		as of date: September 30, 2025

Item 7 The name and address of the transfer agent*.

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

Colonial Stock Transfer is registered under the Exchange Act.

<u>Part C</u> Business Information

Item 8 The nature of the issuer's business.

A. <u>Business Development.</u>

Corporate Background & History

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 statues 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.

B. Business of Issuer.

Change in Shell Status to a Non-Shell Company

On January 22, 2024, the Company engaged in a change of control and merged the operation of Adia Nutrition, Inc. with the operations of the public entity. During the course of the year ended December 31, 2024, the Company began executing upon its business model and acquired operations, assets and inventory. On June 30, 2024, the Company acquired Biolete LLC. Directly prior to the acquisition of Biolete, the Company was a Shell Company. Immediately following the acquisition, the Company was no longer a Shell Company as defined in Rule 12b-2 under the Securities Exchange Act of 1934 as amended (the "Exchange Act"). The effective date of the change in Shell Company status was June 30, 2024.

The Company is no longer a Shell Company since through the acquisition, executing upon its business model, the acquisition of inventory, now has substantial assets and operations. In addition, as of January 1, 2025, the Company has opened additional medical clinics as wholly owned subsidiaries, and has been seeing patients and generating revenues. It is for the aforementioned reasons that the Company is no longer a Shell Company as defined by Rule 12b-2 under the Exchange Act.

Current Business

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 operates under SIC 8011 – *"Offices of Clinics and Doctors of Medicine"* and SIC 446191 – *"Food (Health) Supplements"*.

Its medical and supplement divisions aim to boost health and vitality through innovation and expansion. Adia Med leads with a nationwide rollout of satellite locations offering Umbilical Cord Stem Cell (UCB-SC) treatments using AdiaVita from Adia Labs LLC, with at least 100 million stem cells and 3 trillion exosomes per unit. These therapies address orthopedic issues, pain management and wound repair. Partnerships with top medical entities help expand access to regenerative medicine. Full clinics with apheresis machines will also offer Autologous Hematopoietic Stem Cell Transplantation (aHSCT) for conditions like Multiple Sclerosis and Therapeutic Plasma Exchange (TPE) for diseases like Alzheimer's. Adia's revenue comes from services, product sales, and equity stakes, while pushing for standardized stem cell protocols with FDA-approved labs.

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 consumers' lives.

Item 9 The nature of products or services offered.

A. Principal products or services, and their markets;
We cater directly to consumers that can benefit from the utilization of our supplements, or the administration of our biologic products in our clinics by trained medical professionals to treat conditions or ailments whose negative affects can be mitigated by the administration of our biologic products.

B. distribution methods of the products or services;
We sell our supplements directly to consumers as well as the consumer oriented channels (i.e., Cementfactory.co). Our biologic products are utilized by our vertically integrated clinics that administer the products to patients by trained medical professionals, and we sell our biologic products to other medical facilities and practitioners who can subsequently administer the products to their patients.

C. status of any publicly announced new product or service;

Note noted.

D. competitive business conditions, the issuer's competitive position in the industry, and methods of competition;
The supplements and medical market space are relatively competitive. However, the nature and performance of our products are such that consumers looking for the benefits derived from our products will seek to find us. In addition, our medical facilities, and the facilities of our clients have an already-established customer base.

E. sources and availability of raw materials and the names of principal suppliers;
The sources of our products and raw materials is confidential in nature.

F. dependence on one or a few major customers;
None noted.

G. patents, trademarks, licenses, franchises, concessions, royalty agreements or labor contracts, including their duration; and
Most of our products and services are generally trademarked.

H. the need for any government approval of principal products or services and the status of any requested government approvals.
Our biologic products are registered with the FDA.

Item 10 The nature and extent of the issuer's facilities.

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.

Part D Management Structure and Financial Information

Item 11 Company Insiders (Officers, Directors, and Control Persons).

Please give a clear understanding of the identity of all the persons or entities that are involved in managing, controlling or advising the operations, business development and disclosure of the issuer, as well as the identity of any significant shareholders.

A. Officers and Directors.

Lawrence (Larry) A. Powalisz – CEO, Director

Address

4421 Gabriella Lane Winter Park, FL 32792

Employment

- Adia Nutrition, Inc. CEO 1/2024 – present
- Powalisz Enterprises, LLC, Managing Member, 06/2009 – present
- Helion Investments, LLC, Managing Member, 11/2009 – present
- Inview Investments, LLC, Managing Member, 12/2009 – present
- Tesla Energy Solutions, LLC, Managing Member, 08/2013 – present
- MNP Holdings, LLC, Managing Member, 1/2016 - present
- Legends Citrus Park, LLC, Managing Member, 08/2017 – 12/31/2021
- Garden Drive Properties, LLC, Managing Member, 2/2019 – present
- BBC Capital, LLC, Managing Member, 04/2021 – present
- Biolete, LLC, Managing Member 6/2021 – present
- Adia Med of Winter Park, LLC, Managing Member, 11/2024- present
- Adia Labs, LLC, Managing Member, 11/2024 – present
- MS Heal the World, Inc., President, 6/2022 – present
- Legends Investment Properties, LLC, Managing Member, 4/2004 – present
- 4600 Gabriella Properties, LLC, Managing Member, 9/2014 – present
- K&L International Enterprises, Inc., President, 7/2002 – 12/31/2023

Compensation

- No compensation

Number and Class of Securities Owned

- 1 share of Special 2022 Series A Preferred, owned by Legends Investment Properties, owned by Larry Powalisz

Rebecca Miller - CFO

Address

4421 Gabriella Lane Winter Park, FL 32792

Employment

- Adia Nutrition, Inc. CFO 1/2024 – present
- Helion Investments, LLC, Manager, 11/2009 – present
- Astute Business Solutions, LLC, Managing Member, 5/2010 - present
- Emerging Elements, Inc., President, 7/2010 - present
- MNP Holdings, LLC, Managing Member, 1/2016 - present
- Bill Davis Engineering, LLC, Managing Member, 2/2019 – present

Compensation

- No compensation

Number and Class of Securities Owned

- None

Richard Edwards, DO - Director

Address

1201 S Orlando Ave #132 Maitland, FL 32751

Employment

- Elite Medical Concierge, Primary Care Physician – 7/2023 – present
- Orlando Health, hospitalist, 09/2019

Board Certifications

- American Board of Family Medicine

Compensation

- No compensation

Number and Class of Securities Owned

- To be issued 250,000 Series C Preferred

Monica Sher, MD - Director

Address

1201 S Orlando Ave #132 Maitland, FL 32751

Employment

- Elite Medical Concierge, Primary Care Physician, 7/2023 – present
- Orlando Health, hospitalist, 9/2019 - present

Board Certifications

- Board Member of Debbies Dream Foundation

Compensation

- No compensation

Number and Class of Securities Owned

- To be issued 250,000 Series C Preferred

Kalpesh Barot, MD - Director

Address

922 Lucerne Terrace Orlando, FL 32806

Employment

- Southwest Cancer Center, MD Hematology and Oncology, 7/2010 - present

Compensation

- No compensation

Number and Class of Securities Owned

- To be issued 250,000 Series C Preferred

B. Other Control Persons.

None noted.

C. Legal/Disciplinary History. Please identify whether any of the foregoing persons have, in the last five years, been the subject of:

1. A conviction in a criminal proceeding or named as a defendant in a pending criminal proceeding (excluding traffic violations and other minor offenses);

   None noted.

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

   None noted.

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

   None noted.

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

   None noted.

D. Disclosure of Family Relationships.

None noted.

E. Disclosure of Related Party Transactions.

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, total credit was increased to $750,000 with the addition of another $250,000 line of credit facility on June 12, 2025, bearing the same terms as the original line of credit. 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. During the nine months ended September 30, 2025, the Company received additional advances of $239,311, and made payments to the lender of $7,840. At September 30, 2025, the total outstanding principal balance on this line of credit facility was $600,000. For the nine months ended September 30, 2025, interest expense was $22,160, and total accrued interest at September 30, 2025, was $28,478.

E. Disclosure of Conflicts of Interest.

None noted.

Item 12 Financial information for the issuer's most recent fiscal period.

The Financial Statements, prepared in accordance with US GAAP, for the three months ended March 31, 2024, are incorporated herein by reference and have been posted on OTC Markets via the OTCIQ portal.

The Financial Statements include:

1) balance sheet;
2) statement of income;
3) statement of cash flows;
4) statement of changes in stockholders' equity (for Annual Reports only);
5) financial notes

Item 13 Similar financial information for such part of the two preceding fiscal years as the issuer or its predecessor has been in existence.

The Audited Financial Statements, prepared in accordance with US GAAP, for the years ended December 31, 2024 and 2023, are incorporated herein by reference and have been posted on OTC Markets via the OTCIQ portal.

The Audited Financial Statements include:

1) auditor opinion;
2) balance sheet;
3) statement of income;
4) statement of cash flows;
5) statement of changes in stockholders' equity (for Annual Reports only);
6) financial notes

Item 14 The name, address, telephone number, and email address of each of the following outside providers that advise the issuer on matters relating to operations, business development and disclosure:

Securities Counsel

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
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Auditor

Name: Tom Bellante
Firm: Astra Audit & Advisory, LLC
Address 1: 3702 W. Spruce Street # 1430
Address 2: Tampa, FL 33607
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Other Service Providers

Name: Peter Hellwig
Firm: H-Squared Performance Financial
Nature of Services: Consultant and Financial Report Preparation
Address 1: 803 Clay Street
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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.

Item 15 Management's Discussion and Analysis or Plan of Operation.

A. Plan of Operation.

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 begun generating revenues to during the nine months ended September 30, 2025 totaling $637,145, with an associated net loss of $176,106, and at September 30, 2025, the Company has an accumulated deficit of $15,754,124. 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 anticipates continued growth in revenue and 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 bridge capital, financing of receivables, and operating capital for continued growth. The Company continued the use of its Reg A filing to raise additional capital; the Company received $40,000 in investments, offset by $15,000 in offering costs, towards this

registration during the year ended December 31, 2024, and raised an additional $70,000 in investments during the nine months ended September 30, 2025.

In addition, the Company is aggressively executing on its clinic expansion plan. The addition of clinics throughout the United States will allow for a greater based that will purchase and subsequently administer our biologic products to consumers/patients, thereby increasing our revenue going forward.

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

For the nine months ended September 30, 2025 and 2024

Results of operations

For the nine months ended September 30, 2025 and 2024, we generated total revenue of $637,145 and $2,513, respectively. The majority of our revenue originated from our biologic products ($428,260) by Adia Labs the administration of medical procedures ($198,600) by Adia Med clinics, as well as the sales of supplements ($3,330), shipping income ($4,688), and the provision of other services of $2,267.

For the nine months ended September 30, 2025 and 2024, our cost of revenue was $393,685 and $363, respectively. Our cost of supplements was $892, cost of procedures was $136,427, and cost of biologics was $256,366. As a result, our gross profit for the nine months ended September 30, 2025 and 2024, was $243,460 and $2,150, respectively.

For the nine months ended September 30, 2025 and 2024, we incurred total operating expenses of $397,656 and $85,929, respectively. For the nine months ended September 30, 2025, these operating expenses consisted primarily of general and administrative expenses ($114,278), advertising and promotion expenses ($54,979), legal and professional fees ($104,976), rent ($48,242), research and development ($29,144), share-based compensation ($10,000), and depreciation and amortization expense ($3,178). For the nine months ended September 30, 2024, these operating expenses consisted primarily of general and administrative expenses ($21,116), and legal and professional fees ($43,283), and advertising and promotion ($21,530).

For the nine months ended September 30, 2025 and 2024, we had other expenses comprised of interest expenses to related parties on our line of credit facility of $22,160, and interest income of $250. For the nine months ended September 30, 2024, we had other expenses comprised of interest expenses to related parties on our line of credit facility of $3,132.

Liquidity and Capital Resources

For the nine months ended September 30, 2025, we had a net loss of $176,106. For the nine months ended September 30, 2025, we had an increase in depreciation and amortization expense of $3,178, an increase in the amortization of operating lease right-of-use asset of $6,535, an increase in accrue interest – related party of $22,160, a decrease in accounts payable of $2,805, an increase in accounts receivable of $105,721, an decrease in prepaid expenses of $23,380, an decrease in inventory of $97,506, and an decrease in operating lease liabilities of $12,683. As a result, we had net cash used in operating activities of $119,190 for the nine months ended September 30, 2025.

For the nine months ended September 30, 2024, we had a net loss of $86,911. For the nine months ended September 30, 2024, we had an increase in accrued interest – related party of $3,132, an increase in accounts payable of $90, and an increase in inventory of $69,637. As a result, we had $153,326 cash used in operating activities.

Investing Activities

For the nine months ended September 30, 2025, we had an increase in our fixed assets of $13,200, and a decrease in our intangible assets of $6,149. As a result, we had net cash provided by investing activities of $7,051.

For the nine months ended September 30, 2025, we had investing activities of $61,492 associated with the Biolete acquisition, and as a result had $61,492 cash used in investing activities.

Financing Activities

For nine six months ended September 30, 2025, we had proceeds from drawing on our line of credit with a related party of $231,471, we lent monies to one of our start-up clinics in the amount of $25,000, we made payments on our lease liability for equipment financing of $12,683, and we had an increase in our related party payables due to shared-based compensation of $10,000, and we had proceeds from the sale of our common stock on our Reg A of $70,000. As a result, we had net cash provided by financing activities of $273,788.

For the nine months ended September 30, 2025, we had proceeds from drawing on our line of credit with a related party of $150,256, and had procedds from the sale of our common stock of $40,000. As a result, we had net cash provided by financing activities of $190,256.

For the years ended December 31, 2024 and 2023

Results of operations

For the years ended December 31, 2024 and 2023, we generated total revenue of $6,380 and $0, respectively. 100% of which was generated by the sale of supplements.

For the years ended December 31, 2024 and 2023, our cost of revenue was $4,186 and $0, respectively, comprised of cost for supplement. As a result, our gross profit for the year ended December 31, 2024 and 2023, was $2,194 and $0, respectively.

For the years ended December 31, 2024 and 2023, we incurred total operating expenses of $176,943 and $0. For the year ended December 31, 2024, these operating expenses consisted primarily of general and administrative expenses ($29,977), advertising and promotion expenses ($36,534), legal and professional fees ($68,559), rent ($10,583), share-based compensation ($30,857), and depreciation and amortization expense ($433).

For the years ended December 31, 2024 and 2023, we had other expenses of $6,318 and $0, respectively. For the year ended December 31, 2024, other expenses was comprised of interest expenses on our line of credit facility with a related party.

Liquidity and Capital Resources

For the year ended December 31, 2024, we had a net loss of $181,067. For the year ended December 31, 2024, we had an increase in depreciation and amortization expense of $433, an increase in the amortization of operating lease right-of-use asset of $8,387, an increase in share-based compensation of $30,857, an increase in accrue interest – related party of $6,318, an increase in accounts payable of $4,876, an increase in security deposits of $10,000, an increase in prepaid expenses of $45,185, an increase in inventory of $136,886, and an increase in operating lease liabilities of $13,209. As a result, we had net cash used in operating activities of $335,476 for the year ended December 31, 2024.

For the year ended December 31, 2023, we had $0 income, and as a result $0 cash used in operating activities.

Investing Activities

For the year ended December 31, 2024, we had an increase in our fixed assets of $21,831 and an increase in intangible assets (investment in trademarks) of $4,149. As a result, we had net cash used in investing activities of $25,980.

For the year ended December 31, 2023, we had no investing activities, and as a result had $0 cash used in investing activities.

Financing Activities

For the year ended December 31, 2024, we had net proceeds from the sale of our common stock of $25,000 (8,000,000 shares as part of the Reg A offering of $40,000 with offering costs of $15,000), made a deposit on our lease liability for equipment financing of $25,000, and we had an increase in our related party payables of $367,279. As a result, we had net cash provided by financing activities of $367,279.

For the year ended December 31, 2023, we had no financing activities, and as a result we had $0 cash used in financing activities.

C. Off-Balance Sheet Arrangements.

As of September 30, 2025, we did not have any off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on our financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources.

Part E Issuance History

Item 16 List of securities offerings and shares issued for services in the past two years.

Shares Outstanding Opening Balance: Date 12/31/2022 Common: 87,899,861 Preferred: 10,000,001									
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

5/6/2025	Cancellation	(10,495,165)	Common	$0.001	No	Jason Coombs	Cancellation through court order	n/a	n/a
5/6/2025	Cancellation	(5,000,000)	Common	$0.001	No	Lotus Fund Inc., Josh Wrobel	Cancellation through court order	n/a	n/a
5/6/2025	Cancellation	(10,000,000)	Series A Preferred	$0.001	No	Shelly Singhal	Cancellation through court order	n/a	n/a
6/6/2025	New Issuance	7,700,000	Common	$0.005	No	Warp Speed Funding, Robbie Guess	Subscription Agreement	Unrestricted	Reg A
6/11/2025	New Issuance	6,300,000	Common	$0.005	No	Leo's New Company, Miguel Santana	Subscription Agreement	Unrestricted	Reg A
Shares Outstanding on Date of This Report: Date 9/30/2025 Ending Balances Common: 94,404,696 Preferred: 1,750,001									

Part F Exhibits

The following exhibits must be either described in or attached to the disclosure statement:

Item 17 Material Contracts.

The following documents have been attached hereto as exhibits to this disclosure statement:

- 7-11-2024 – ADIA - Biolete – Membership Interest Purchase Agreement (Acquisition of Biolete)
- 8-19-2024 – Sher – Independent Director Agreement (Onboarding of Monica Sher, MD as Independent Director)
  9-10-2024 – Edwards – Independent Director Agreement (Onboarding of Richard Edwards, DO as Independent Director)
  9-23-2024 – Barot – Independent Director Agreement (Onboarding of Kalpesh Barot, MD as Independent Director)
- 9-24-2024 – ADIA – Cement Factory Signed Membership Interest Agreement (Investment in 18% membership interest in Cement Factory)
- 11-1-2024 – Fairbanks Lease (Facility Lease for medical clinic)

Item 18 Articles of Incorporation and Bylaws.

The following documents have been attached hereto as exhibits to this disclosure statement:

- Amended and Restated Articles of Incorporation Adia Nutrition 1-22-2024
- Bylaws of Adia Nutrition

Item 19 Purchases of Equity Securities by the Issuer and Affiliated Purchasers.

None noted.

Item 20 Issuer's Certifications.

Chief Executive Officer

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.

October 27, 2025

/s/ Larry Powalisz
CEO

Chief 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.

October 27, 2025

/s/ Rebecca Miller
CFO

ADIA NUTRITION, INC.
CONSOLIDATED FINANCIAL STATEMENTS
SEPTEMBER 30, 2025 and 2024

	Pages
Consolidated Balance Sheets as of September 30, 2025 and December 31, 2024	F-2
Consolidated Statements of Operations for the three and nine months ended September 30, 2025 and 2024	F-3
Consolidated Statements of Stockholders' Equity (Deficit) for the three and nine months ended September 30, 2025 and 2024	F-4
Consolidated Statements of Cash flows for the nine months ended September 30, 2025 and 2024	F-5
Notes to the Unaudited Consolidated Financial Statements	F-6 to F-19

ADIA NUTRITION, INC.
CONSOLIDATED BALANCE SHEETS

	September 30, 2025	December 31, 2024 (Audited)
ASSETS		
Current Assets		
Cash	$ 153,870	$ 6,323
Accounts receivable	105,721	–
Inventory		
Inventory on-hand		
Supplements	797	67,636
Biologics	108,583	–
Pre-paid inventory	–	139,250
	109,380	206,886
Prepaid expenses	21,805	45,184
Total Current Assets	390,776	258,393
Investment in non-consolidated entity	79,500	79,500
Start-up clinic loans	25,000	–
Intangible assets – trademarks, net of amortization	–	5,910
Deposits	10,000	10,000
Fixed assets, net of depreciation	31,956	21,637
Right-of-use asset		
Operating, net	121,372	160,447
Finance, net	117,611	130,294
	238,983	290,741
Total Assets	$ 776,215	$ 666,181
LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)		
Current Liabilities		
Accounts payable	$ 2,428	$ 4,876
Accrued interest – related party	28,478	6,318
Lease liability – current portion		
Operating	56,094	51,535
Finance	18,590	17,264
Total Current Liabilities	74,684	79,993
Related party payables	600,000	368,529
Long-term lease liabilities, net of current portion		
Operating	66,990	104,089
Finance	74,021	88,030
	141,011	192,119
Total Liabilities	846,601	640,641
Stockholders' Equity (Deficit)		
Special 2022 Series A Preferred Stock, $0.001 par value, 1 share authorized, issued and outstanding at September 30, 2025 and December 31, 2024.	1	1
Series A Preferred Stock, $0.001 par value, 10,000,000 shares authorized, zero and 10,000,000 issued and outstanding at September 30, 2025 and December 31, 2024, respectively.	–	10,000
Series C Preferred Stock, $0.001 par value, 89,999,999 shares authorized, 1,750,000 shares issued and outstanding at September 30, 2025 and December 31, 2024.	1,750	1,750
Class A Common Stock, $0.001 par value; 800,000,000 shares authorized, 94,404,696 and 95,899,861 shares issued and outstanding, at September 30, 2025 and December 31, 2024, respectively.	94,405	95,900
Class B Common Stock, $0.001 par value; 100,000,000 shares authorized, zero issued and outstanding, at September 30, 2025 and December 31, 2024.	–	–
Shares to be issued	120,357	110,357
Additional paid-in capital	15,467,045	15,385,550
Accumulated deficit	(15,754,124)	(15,578,018)
Total Stockholders' Equity (Deficit)	(70,566)	25,540
Total Liabilities and Stockholders' Equity (Deficit)	$ 776,035	$ 666,181

See accompanying notes to consolidated financial statements

ADIA NUTRITION, INC.
CONSOLIDATED STATEMENTS OF OPERATIONS

	For the Three Months Ended September 30,		For the Nine Months Ended September 30,	
	2025	2024	2025	2024
Revenue				
Sales of supplements, net of discounts	$ 1,231	$ 2,513	$ 3,330	$ 2,513
Medical procedures	101,900	–	198,600	–
Sales of biologics	257,860	–	428,260	–
Shipping and delivery	3,400	–	4,688	–
Services	–	–	2,267	–
Total Revenue	364,391	2,513	637,145	2,513
Cost of Revenue				
Supplements	368	363	892	363
Procedures	44,840	–	136,427	–
Biologics	107,998	–	256,366	–
Total Cost of Revenue	153,206	363	393,685	363
Gross Profit	211,185	2,150	243,460	2,150
Operating Expenses				
General and administrative	47,462	6,677	114,278	21,116
Advertising and promotion	23,794	21,362	54,979	21,530
Equipment leases	6,696	–	20,088	–
Legal and professional fees	11,162	11,750	104,976	43,283
Licenses	433	–	2,688	–
Office supplies	7,513	–	9,940	–
Research and development	12,228	–	29,144	–
Rent	16,240	–	48,242	–
Shared-based compensation	–	–	10,000	–
Depreciation and amortization	1,261	–	3,178	–
Total Operating Expenses	126,789	39,789	397,656	85,929
Profit (Loss) from Operations	84,396	(37,639)	(154,196)	(83,779)
Other Income (Expense)				
Interest income	250	–	250	–
Interest expense – related party	(9,074)	(2,291)	(22,160)	(3,132)
Total Other Income (Expense)	(8,824)	(2,291)	(21,910)	(3,132)
Net Loss Before provision for Income Taxes	75,572	(39,930)	(176,106)	(86,911)
Provision for Income Taxes	–	–	–	–
NET LOSS	$ 75,572	$ (39,930)	$ (176,106)	$ (86,911)
Net Loss Per Share: Basic and Diluted	$ (0.00)	$ (0.00)	$ (0.00)	$ (0.00)
Weighted Average Number of Shares Outstanding: Basic and Diluted	94,404,696	87,899,861	93,323,448	87,899,861

See accompanying notes to consolidated financial statements

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

For the Three and Nine Months Ended September 30, 2025 and 2024

	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	Accumulated	Total Stockholders' Equity
	Shares	Amount ($)	Shares	Amount ($)	Shares	Amount ($)	Shares	Amount ($)	Shares	Amount ($)	Shares	Amount ($)	Capital ($)	Deficit ($)	(Deficit) ($)
Balance December 31, 2024	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
Net loss	–	–	–	–	–	–	–	–	–	–	–	–	–	(116,219)	(116,219)
Balance March 31, 2025	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	(15,694,237)	(90,679)
Cancellation of shares via court order	–	–	(10,000,000)	(10,000)	–	–	–	–	(15,495,165)	(15,495)	–	–	25,495	–	–
Shares to be issued for subscriptions – Common Stock	–	–	–	–	–	–	14,000,000	66,500	–	–	–	–	–	–	66,500
Share-based compensation – Preferred C	–	–	–	–	–	–	10,000,000	10,000	–	–	–	–	–	–	10,000
Net loss	–	–	–	–	–	–	–	–	–	–	–	–	–	(135,459)	(135,459)
Balance June 30, 2025	1	1	–	–	1,750,000	1,750	26,625,000	186,857	80,404,696	80,405	–	–	15,411,045	(15,829,696)	(149,638)
Shares issued for subscriptions – Common Stock	–	–	–	–	–	–	(14,000,000)	(66,500)	14,000,000	14,000	–	–	56,000	–	3,500
Net loss	–	–	–	–	–	–	–	–	–	–	–	–	–	75,572	75,752
Balance September 30, 2025	1	1	–	–	1,750,000	1,750	12,625,000	120,357	80,404,696	94,405	–	–	15,467,045	(15,754,124)	(70,566)

	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	Accumulated	Total Stockholders' Equity
	Shares	Amount ($)	Shares	Amount ($)	Shares	Amount ($)	Shares	Amount ($)	Shares	Amount ($)	Shares	Amount ($)	Capital ($)	Deficit ($)	(Deficit) ($)
Balance December 31, 2023	1	1	10,000,000	10,000	–	–	–	–	87,899,861	87,900	–	–	15,298,300	(15,396,951)	(750)
Net loss	–	–	–	–	–	–	–	–	–	–	–	–	–	(26,244)	(26,244)
Balance March 31, 2024	1	1	10,000,000	10,000	–	–	–	–	87,899,861	87,900	–	–	15,298,300	(15,423,195)	(26,994)
Net loss	–	–	–	–	–	–	–	–	–	–	–	–	–	(20,736)	(20,736)
Balance June 30, 2024	1	1	10,000,000	10,000	–	–	–	–	87,899,861	87,900	–	–	15,298,300	(15,443,931)	(47,730)
Issuance of director shares	–	–	–	–	–	–	750,000	750	–	–	–	–	(750)	–	–
Acquisition of Biolete	–	–	–	–	1,750,000	1,750	–	–	–	–	–	–	70,250	–	72,000
Investment in Cement Factory	–	–	–	–	–	–	1,875,000	1,875	–	–	–	–	77,625	–	79,500
Issuance of Reg A shares	–	–	–	–	–	–	–	–	8,000,000	8,000	–	–	32,000	–	40,000
Net loss	–	–	–	–	–	–	–	–	–	–	–	–	–	(39,930)	(39,930)
Balance September 30, 2024	1	1	10,000,000	10,000	1,750,000	1,750	2,625,000	2,625	95,899,861	95,900	–	–	15,477,425	(15,483,861)	103,840

See accompanying notes to consolidated financial statements

ADIA NUTRITION, INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS

	For the Nine Months Ended September 30,	
	2025	**2024**
Cash Flows From Operating Activities:		
Net Loss	$ (176,106)	$ (86,911)
Adjustments to reconcile net loss to net cash used in operations		
Depreciation and amortization	3,178	–
Amortization of operating lease right-of-use asset	6,535	–
Changes in operating assets and liabilities:		
Accrued interest – related party	22,160	3,132
Accounts payable	(2,805)	90
Accounts receivable	(105,721)	–
Prepaid expenses	23,380	–
Inventory	97,506	(69,637)
Lease liability - operating	12,683	–
Net Cash Used In Operating Activities	(119,190)	(153,326)
Cash Flows From Investing Activities:		
Purchase of furniture & equipment	(13,200)	–
Purchase of intangible assets	6,149	61,492
Net Used In Investing Activities	(7,051)	61,492
Cash Flows From Financing Activities:		
Note payable – related party	231,471	150,256
Loans to start-up clinics	(25,000)	
Payments made on lease liability - finance	(12,683)	–
Related party payables – shared based compensation	10,000	–
Proceeds from sales of common stock	70,000	40,000
Net Cash Provided by Financing Activities	273,788	190,256
Net Increase in Cash	147,547	98,422
Cash at Beginning of Year	6,323	500
Cash at End of Year	**$** 153,870	$ 98,922
Supplemental disclosure of cash flow information:		
Cash paid for interest	–	–
Cash paid for taxes	–	–
Supplemental disclosure of non-cash investing and financing activities:		
Shares to be issued for investment in non-consolidated business entity	$ 79,500	$ –
Shares to be issued for compensation	$ 10,000	$ –

See accompanying notes to consolidated financial statements

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 statues 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 begun generating revenues during the nine months ended September 30, 2025 totaling $637,145, with an associated net loss of $176,106, and at September 30, 2025, the Company has an accumulated deficit of $15,754,124. 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 anticipates continued growth in revenue and 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 bridge capital, financing of receivables, and operating capital for continued growth. The Company continued the use of its Reg A filing to raise additional capital; the Company received $40,000 in investments, offset by $15,000 in offering costs, towards this registration during the year ended December 31, 2024, and raised an additional $70,000 in investments during the nine months ended September 30, 2025.

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 nine months ended September 30, 2025 and 2024, this cost was $54,979 and $21,530, 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 from the sale of supplements, medical procedures, the sale of our biologic products, and services rendered. During the nine months ended September 30, 2025 and 2024, the Company had revenues of $637,145 and $2,513, respectively. Revenue was generated from the following four sources:

	September 30, 2025		September 30, 2024	
Sales of supplements, net of discounts	$ 3,330	0.5%	$ 2,513	100.0%
Medical procedures	198,600	31.2%	–	0.0%
Sales of biologics	428,260	67.2%	–	0.0%
Shipping and delivery	4,688	0.7%	–	0.0%
Services	2,267	0.4%	–	0.0%
Total Fixed Assets, Net	$ **637,145**	100.0%	$ 2,513	100.0%

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 is the cost of our supplement products, the fees associated with the administration of medical procedures, the cost of our biologic products and miscellaneous merchant service fees. For the nine months ended September 30, 2025 and 2024, cost of revenue was $393,685 and $363, respectively. Cost of revenue was as a result of the following:

	September 30, 2025		September 30, 2024	
Cost of supplements	$ 892	0.2%	$ 363	0.0%
Fees for administration of medical procedures	136,427	34.7%	–	0.0%
Cost of biologics	256,366	65.1%	–	0.0%
Cost of services	–	0.0%	–	0.0%
Total Fixed Assets, Net	$ **393,685**	100.0%	$ 363	100.0%

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 September 30, 2025. 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 nine months ended September 30, 2025 and 2024, 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 September 30, 2025.

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 nine months ended September 30, 2025 and 2024, was $3,178 and $0, respectively.

Intangible Assets

Definite life intangible assets at September 30, 2025, included 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 nine months ended September 30, 2025 and 2024, the Company had share-based compensation of $10,000 and $0, respectively. At September 30, 2025, and December 31, 2024, the Company recorded shares to be issued totaling $120,357 and $110,357, 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:

	September 30, 2025	December 31, 2024
Biolete finished goods inventory (supplements)	$ 797	$ 67,636
Biologic products	108,583	139,250
Total Inventory	$ **109,380**	$ **206,886**

NOTE 5 – FIXED ASSETS, NET

Fixed assets, net, consists of the following:

	September 30, 2025	December 31, 2024
Furniture and fixtures	$ 5,332	$ 5,332
Machinery and equipment	29,698	16,499
Property and equipment, gross	35,030	21,831
Less: Accumulated depreciation	(3,074)	(194)
Total Fixed Assets, Net	$ **31,956**	$ **21,637**

NOTE 6 – INTANGIBLE ASSETS, NET

At September 30, 2025, the Company no longer has any intangible assets. The Company sold all of its trademarks on the Biolete supplement product line to Cement Factory, in which the Company continues to hold an 18% membership interest.

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.

On September 30, 2025, the Company sold the inventory on hand and the associated trademarks of the Biolete brand to Cement Factory, in which the Company continues to hold an 18% membership interest. The Company transferred the inventory at cost totaling $66,192, all of the trademarks on the Biolete brands net of depreciation totaling $5,463, and the cost of the investment into the Biolete website totaling $706, as a result the Company is holding a receivable in the amount of $72,361.

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 nine months ended September 30, 2025, 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 September 30, 2025, and 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, total credit was increased to $750,000 with the addition of another $250,000 line of credit facility on June 12, 2025, bearing the same terms as the original line of credit. 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. During the nine months ended September 30, 2025, the Company received additional advances of $239,311, and made payments to the lender of $7,840. At September 30, 2025, the total outstanding principal balance on this line of credit facility was $600,000. For the nine months ended September 30, 2025, interest expense was $22,160, and total accrued interest at September 30, 2025, was $28,478.

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

NOTE 10 – START-UP LOAN TO CLINICS

On July 15, 2025, the Company provided a start-up loan to Aspire Regenerative Therapy in the amount of $25,000. The terms of the loan are for the principal to be repaid in 5 years at 6% interest per annum. The Company has agreed to receive interest only payment for the first year. At September 30, 2025, the total outstanding principal balance on this loan was $25,000. For the nine months ended September 30, 2025, interest income was $250.

NOTE 11 - 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 nine months ended September 30, 2025, was $15,872. The Company executed a finance lease during the year ended December 31, 2024, the lease period commenced January 1, 2025, the amortization and interest expense associated with the finance lease for the nine months ended September 30, 2025 was $12,683 and $7,405 respectively.

The Company's right-of-use assets and lease liabilities and other disclosures at September 30, 2025, are as follows:

	Operating Lease	Finance Lease
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%

	Operating Lease	Finance Lease
Right-of-use assets	$ 160,447	$ 130,294
Less: amortization	39,075	12,683
Lease assets, net	$ 121,372	$ 117,611
Lease liabilities		
Lease liabilities, current	$ 56,094	$ 18,590
Lease liabilities, long-term	66,990	74,021
Total lease obligation	$ 123,084	$ 92,611

Future payments of lease liabilities at September 30, 2025 are as follows:

Year Ending December 31,	Operating Lease	Finance Lease
2025	$ 15,714	$ 6,696
2026	63,791	26,784
2027	54,482	26,784
2028	-	26,784
2029	-	26,784
Thereafter	-	-
	133,987	113,832
Less interest	(10,903)	(21,221)
Total	$ 123,084	92,611

NOTE 12 – 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.

On May 5, 2025, the Company retired 15,495,165 shares of its Common Stock. Initially, on May 31, 2024, the Company filed a complaint for declaratory relief, seeking an order declaring as void a total of 15,495,165 shares of the Company's issued and outstanding shares of Common Stock, held by Lotus Fund ("Lotus") (10,495,165 shares), and Jason S. Coombs ("Coombs") (5,000,000 shares), as well as the certain issued and outstanding shares of Series A Preferred Shares. 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. This matter was settled in favor of the Company on May 5, 2025.

On June 6, 2025, the Company received an investment on its Reg A registration statement in the amount of $38,500 in investments, offset by $15,000 in offering costs, resulting in shares to be issued of 7,700,000 shares of the Company's Class A Common Stock.

On June 11, 2025, the Company received an investment on its Reg A registration statement in the amount of $31,500 in investments, offset by $15,000 in offering costs, resulting in shares to be issued of 6,300,000 shares of the Company's Class A Common Stock.

At September 30, 2025 and December 31, 2024, there were 94,404,696 and 95,899,861 Class A Common Shares issued and outstanding, respectively.

At September 30, 2025 and December 31, 2024, 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.

On May 5, 2025, the Company retired and declared void 10,000,000 shares of the Company Series A Preferred Shares. Initially, on May 31, 2024, the Company filed a complaint for declaratory relief, seeking an order declaring as void certain shares of the Company's issued and outstanding shares of Common Stock. In addition, the lawsuit sought 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"). 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. This matter was settled in favor of the Company on May 5, 2025.

At the nine months ended September 30, 2025, per their employment agreements, two officers of the Company were entitled to the option to purchase a total of 10,000,000 shares of the Company's Series C Preferred Stock, however, the Company is obligated to issue these shares at some point in the future, regardless if the options are exercised by the Company or not.

At September 30, 2025 and December 31, 2024, there is one (1) share of Special 2022 Series A Preferred issued and outstanding.

At September 30, 2025 and December 31, 2024, there are zero and 10,000,000 shares of Series A Preferred issued and outstanding, respectively.

At September 30, 2025 and December 31, 2024, there are 1,750,000 shares of Series C Preferred issued and outstanding.

NOTE 13 – SEGMENT REPORTING

The Company has three operating segments: (1) Biolete, (2) Adia Med, and (3) Adia Labs. The Biolete segment comprises the sale of supplements and had $1,328 and $73,974 of total assets at September 30, 2025 and December 31, 2024, respectively. Adia Med performs stem cell treatments to patients and had $288,481 and $323,590 of total assets at September 30, 2025 and December 31, 2024, respectively. Adia Labs procures and sells stem cell products to outside clinics or to Adia Med, and had $101,040 and $139,250 of total assets at September 30, 2025 and December 31, 2024, respectively. Unallocated assets held at the corporate level totaled $385,366 and $129,367 at September 30, 2025 and December 31, 2024, 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:

	Unallocated Corporate Overhead	Biolete	ADIA Med	ADIA Labs	Totals
Segment Revenue					
Sales of products and services	$ 2,267	$ 3,330	$ 198,960	$ 432,588	$ 637,145
Total Segment Revenue	2,267	3,330	198,960	432,588	637,145
Cost of Revenue					
Cost of goods sold	–	994	137,094	255,597	393,685
Gross Profit	2,267	2,336	61,866	176,991	243,460
Operating Expenses					
General and administrative	189,403	2,227	148,035	2,535	342,200
Advertising and promotion	27,617	67	22,230	5,066	54,980
Segment Operating Expenses	217,020	2,294	170,265	7,601	397,180
Segment Profit (Loss)	$ (214,753)	$ 41	$ (108,398)	$ 169,390	$ (153,720)

NOTE 14 – COMMITMENTS AND CONTINGENCIES

On May 5, 2025, the Company retired 15,495,165 shares of its Common Stock and declared void 10,000,000 shares of the Company Series A Preferred Shares. Initially, on May 31, 2024, the Company filed a complaint for declaratory relief, seeking an order declaring as void a total of 15,495,165 shares of the Company's issued and outstanding shares of Common Stock, held by Lotus Fund ("Lotus") (10,495,165 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. This matter was settled in favor of the Company on May 5, 2025.

NOTE 15 – INCOME TAXES

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

	For the year ended December 31, 2024	For the year ended December 31, 2023
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:

	2024	2023
Non-Current deferred tax asset:		
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
Valuation allowance	(4,128,175)	(4,080,192)
Net non-current deferred tax asset	$ -	$ -

NOTE 16 – SUBSEQUENT EVENTS

Management has evaluated subsequent events through the date these consolidated financial statements were available to be issued. Based on our evaluation, the following material events have occurred that require further disclosure:

- On October 13, 2025, the Company appointed Dr. Evan Thomas, MD, PhD. as an Independent Medical Director for the Company's medical division, Adia Med. The Company will issue 250,000 shares of its Series C Preferred Stock at a future date.