

Adaptin Bio, Inc.

Amendment to [Management Certification](#) - Amended for 12/31/2025 originally published through the OTC Disclosure & News Service on 03/18/2026

Explanatory Note:

To show primary contact for Lucius Partners LLC

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

Management Certification

The undersigned, on behalf of Adaptin Bio, Inc. ("the Company"), certifies that the information provided herein is accurate and complete to the best of the Company's knowledge.

1. The Company is current in its disclosure obligations pursuant to the following reporting standard:

SEC Reporting Obligations

- The Company has a reporting obligation under Section 13 or 15(d) of the Exchange Act
- The Company has a reporting obligation under Regulation A (Tier 2)
- The Company has a reporting obligation under Regulation Crowdfunding (CF)
- Other (please describe)

Other Reporting Obligations

- The Company is a U.S. bank, bank holding company, or similar financial institution exempt from SEC registration, has a reporting obligation to a U.S. Bank Regulator and follows OTC Markets' Bank Reporting requirements.
- The Company is exempt from SEC registration and is reporting under the Alternative Reporting Standard

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

Yes: No:

3. Indicate below whether the Company is subject to Bankruptcy or reorganization proceedings.

Yes: No:

4. The Company has a Verified Company Profile on OTCMarkets.com.
5. The Company is duly organized and in good standing under the laws of the state or jurisdiction in which the Company is organized or does business.
6. The Company understands and acknowledges its obligations to report company-related actions pursuant to Exchange Act Rule 10b-17 and FINRA Rule 6490.
7. The Company understands and acknowledges its obligations to publicly disclose material information in a timely manner in accordance with applicable U.S. federal securities laws, including but not limited to Section 10(b) of the Exchange Act and Rule 10b-5 thereunder.
8. The Company's transfer agent and its address are listed below. If the Company acts as its own transfer agent, indicate that by listing the Company and its information in the fields provided.¹

Transfer Agent: Vstock Transfer LLC
Address: 18 Lafayette Pl., Woodmere, NY 11598

¹ OTCQX, OTCQB, and OTCID companies are required to retain a transfer agent that participates in the Transfer Agent Verified Shares Program. OTCID companies that act as their own transfer agent may submit data directly to OTC Markets.

9. The Company's most recent Annual Report was prepared by:

Below is a list all law firm(s) and attorney(s) (including internal counsel) that acted as the Company's primary legal counsel in preparing its most recent annual report or, if no attorney assisted in preparing the disclosure, the person(s) who prepared the disclosure and their relationship to the Company.

Wyrick Robbins Yates & Ponton LLP

10. The Company's Officers, Directors and 5% Beneficial Owners are listed below:

The table below provides information regarding all officers and directors of the Company, or any person that performs a similar function, regardless of the number of shares they own. To the best of the Company's knowledge, it includes all individuals or entities beneficially owning 5% or more of any class of the issuer's equity securities. To identify holders of 5% or more, companies may obtain a recent copy of their shareholder list that includes Non-Objecting Beneficial Owners or "NOBOs." SEC Reporting companies may also research their beneficial ownership and insider transaction filings such as on Schedules 13G or 13D or on Forms 3, 4, and 5.

As of (latest practicable date): 03/18/2026

Individual Name (First, Last) or Entity Name (Include names of control person(s) if a corporate entity)	Position/Company Affiliation (ex: CEO, ≥ 5% beneficial owner)	City and State (Include Country if outside U.S.)	Number of Shares Owned (List common, preferred, warrants and options separately)	Class of Shares Owned	Percentage of Class of Shares Owned (undiluted)
Micahel Roberts	CEO	Charlotte, NC	2,159,468	Common	25.5
Simon Pedder	Exec Chairman	Indian Land, SC	928,571	Common	11.0
Timothy L Maness	CFO	Charlotte, NC	None		
L. Arthur Hewitt	CDO	Waxhaw, NC	None		
J. Nick Riehle	Director	Mill Spring, NC	None		
Anthony Zook	Director	Naples, FL	None		
Patrick Gallagher	Director	Sarasota, FL	None		
Lucius Partners LLC	>5% Owner	New York, NY	3,250,000	Common	36.5
Matt Eitner, Managing Partner (Lucius Partners, LLC) meitner@luciuspartnersllc.c om					

Any additional material details, including conversion terms of any class of the issuer's equity securities, are below:

- Common A Warrants to purchase an aggregate of 1,400,342 shares of our Common Stock, with an exercise price of \$4.40 per share with a term of 1 (one) year.

- Common B Warrants to purchase an aggregate of 703,584 shares of our Common Stock, with an exercise price of \$6.568 per share with a term of 5 (five) years.
- Pre-Merger Warrants to purchase an aggregate of 132,570 shares of our Common Stock, with an exercise price of either \$3.30 or \$4.40 per share and a term of 5 (five) years.
- Placement Agent Warrants to purchase an aggregate of 350,086 shares of our Common Stock, with an exercise price of \$4.40 per share and a term of 7 (seven) years.
- Placement Agent Warrants to purchase an aggregate of 33,040 shares of our Common Stock, with an exercise price of \$5.00 per share and a term of 7 (seven) years.

11. The Company has Convertible Debt as detailed below:

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

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

TABLE A – 2023 Senior Debt

Date of Note Issuance	Principal Amount at Issuance (\$)	Outstanding Balance (\$) (include accrued interest)	Maturity Date	Conversion Terms (e.g., pricing mechanism for determining conversion of instrument to shares)	# Shares Converted to Date	# of Potential Shares to be Issued Upon Conversion ²	Name of Noteholder (entities must have individual with voting / investment control disclosed).	Reason for Issuance (e.g., Loan, Services, etc.)
4/5/23	\$250,000	\$-0-	4/5/24	75% of offering price at qualified offering	90,025	n/a	Donald Garlikov	Loan
4/14/23	\$50,000	\$-0-	4/14/24	75% of offering price at qualified offering	17,950	n/a	Michael Ferece	Loan
4/14/23	\$50,000	\$-0-	4/14/24	75% of offering price at qualified offering	17,950	n/a	Pumba Investments LLC	Loan
4/6/23	\$80,000	\$-0-	4/6/24	75% of offering price at qualified offering	28,802	n/a	Michael and Sheila Carroll JTWROS	Loan
9/5/23	\$70,000	\$-0-	9/5/24	75% of offering price at qualified offering	24,299	n/a	Daniel Wikel	Loan
Total Outstanding Balance:		\$-0-	Total Shares:		179,025	-0-		

TABLE B – 2024 Convertible Debt

² The total number of shares that can be issued upon full conversion of the Outstanding Balance. The number should not factor any "blockers" or limitations on the percentage of outstanding shares that can be owned by the Noteholder at a particular time. For purposes of this calculation, please use the current market pricing (e.g. most recent closing price, bid, etc.) of the security if conversion is based on a variable market rate.

Date of Note Issuance	Principal Amount at Issuance (\$)	Outstanding Balance (\$) (include accrued interest)	Maturity Date	Conversion Terms (e.g., pricing mechanism for determining conversion of instrument to shares)	# Shares Converted to Date	# of Potential Shares to be Issued Upon Conversion ³	Name of Noteholder (entities must have individual with voting / investment control disclosed).	Reason for Issuance (e.g., Loan, Services, etc.)
3/13/24	\$30,000	\$-0-	3/13/25	75% of offering price at qualified offering	9,936	n/a	Stonex Financial Inc. C/F Matthew Eitner SEP IRA	Loan
3/20/24	\$50,000	\$-0-	3/20/25	75% of offering price at qualified offering	16,473	n/a	Joseph Procida	Loan
3/21/24	\$20,000	\$-0-	3/21/25	75% of offering price at qualified offering	6,611	n/a	Ironman Football LLC	Loan
4/3/24	\$50,000	\$-0-	4/3/25	75% of offering price at qualified offering	16,531	n/a	TTM Capital Investments LLC	Loan
4/12/24	\$65,000	\$-0-	4/12/25	75% of offering price at qualified offering	21,365	n/a	Todd Vignola	Loan
4/12/24	\$25,000	\$-0-	4/12/25	75% of offering price at qualified offering	8,217	n/a	Todd and Francis Vignola JTWROS	Loan
5/15/24	\$100,000	\$-0-	5/15/25	75% of offering price at qualified offering	32,592	n/a	Thomas Brulato	Loan
7/2/24	\$25,000	\$-0-	7/2/25	75% of offering price at qualified offering	8,047	n/a	Alan Morell	Loan
7/9/25	\$25,000	\$-0-	7/9/25	75% of offering price at qualified offering	8,032	n/a	Phillip Todd Herndon	Loan
7/10/24	\$31,000	\$-0-	7/10/25	75% of offering price at qualified offering	9,957	n/a	Kevin J Poor	Loan
7/24/24	\$50,000	\$-0-	7/24/25	75% of offering price at qualified offering	16,001	n/a	Don Brennan	Loan
7/30/24	\$30,000	\$-0-	7/30/25	75% of offering price at qualified offering	9,585	n/a	Gloria L Roth	Loan

³ The total number of shares that can be issued upon full conversion of the Outstanding Balance. The number should not factor any "blockers" or limitations on the percentage of outstanding shares that can be owned by the Noteholder at a particular time. For purposes of this calculation, please use the current market pricing (e.g. most recent closing price, bid, etc.) of the security if conversion is based on a variable market rate.

7/30/24	\$25,000	\$-0-	7/30/25	75% of offering price at qualified offering	7,988	n/a	Scott Byer	Loan
7/31/24	\$50,000	\$-0-	7/31/25	75% of offering price at qualified offering	15,972	n/a	Shawn Gutterson	Loan
7/31/24	\$120,000	\$-0-	7/31/25	75% of offering price at qualified offering	38,333	n/a	Michael and Sheila Carroll JTWROS	Loan
8/5/24	\$25,000	\$-0-	8/5/25	75% of offering price at qualified offering	7,975	n/a	James W Lees	Loan
8/6/24	\$50,000	\$-0-	8/6/25	75% of offering price at qualified offering	15,949	n/a	Mariusz J Klin	Loan
8/22/24	\$21,500	\$-0-	8/22/25	75% of offering price at qualified offering	6,828	n/a	Carlos De Serpa Pimentel	Loan
8/27/24	\$10,000	\$-0-	8/27/25	75% of offering price at qualified offering	3,171	n/a	Sarah Catherine Huempfer	Loan
8/27/24	\$10,000	\$-0-	8/27/25	75% of offering price at qualified offering	3,171	n/a	Elizabeth Pearson Frost	Loan
8/29/24	\$75,000	\$-0-	8/29/25	75% of offering price at qualified offering	23,775	n/a	Unicorn Capital Partners LLC	Loan
8/30/24	\$50,000	\$-0-	8/30/25	75% of offering price at qualified offering	15,829	n/a	Gabriel V Vazquez	Loan
9/4/24	\$21,750	\$-0-	9/4/25	75% of offering price at qualified offering	6,883	n/a	Sanderson Living Trust U/A/D DTD 10/18/19	Loan
9/4/24	\$23,250	\$-0-	9/4/25	75% of offering price at qualified offering	7,358	n/a	Robert J Wahl JR & Joann Wahl JTWROS	Loan
9/5/24	\$10,000	\$-0-	9/5/25	75% of offering price at qualified offering	3,164	n/a	Peter M Dangelewicz	Loan
9/6/24	\$7,500	\$-0-	9/6/25	75% of offering price at qualified offering	2,372	n/a	Rein Geerdes	Loan
Total Outstanding Balance:		\$-0-	Total Shares:		322,115	-0-		

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

In 2023, Private Adaptin entered into Securities Purchase Agreements with accredited investors that provide for an aggregate of up to \$500,000, 10% secured promissory notes payable to the investors with a term of twelve months from the issuance date (or prepayable in the event of a Qualified Offering). In December 2024, the Company entered into Note Exchange Agreements with the holders of the 2023 Senior Debt whereby these 10% secured promissory notes payable to holders with a term of twelve months from the issuance date were cancelled and exchanged for the Company's 10% Secured Convertible Promissory Notes. (Reference Table A above).

In 2024, Private Adaptin entered into Securities Purchase Agreements with certain accredited investors that provide for an aggregate of up to \$1,000,000, 10% secured subordinated convertible promissory notes payable to investors with a term of twelve months from the issuance date. (Reference Table B above).

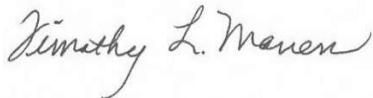
On February 11, 2025, at the Initial Closing of the PIPE, the \$1,500,000 aggregate principal amount of 2023 Senior Notes and 2024 Convertible Debt, plus accrued interest thereon, automatically converted into shares of Public Adaptin common stock. All shares issued are included in the Company's Registration Statement on Form S-1. There is no remaining obligation under these debt agreements. **The Company no longer has any convertible debt as of the date of this certification.**

Signature:

Name of Principal Executive Officer or Principal Financial Officer: Timothy L Maness

Title: CFO

Date: March 18, 2026



Signature: _____

/s/ Timothy L Maness

(Digital Signatures should appear as "/s/ [OFFICER NAME]")