

Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines

ADIA Nutrition, Inc.

4421 Gabriella Lane
Winter Park, Florida, 32792

(321) 231-2843
www.adianutrition.com
ceo@adiamed.com
SIC 7389

Quarterly Report

For the six months ended June 30, 2024 (the "Reporting Period")

Outstanding Shares

The number of shares outstanding of our Common Stock was:

87,889,861 as of June 30, 2024

87,889,861 as of March 31, 2023

Shell Status

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

Yes: ☐ No: ☒

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

Yes: ☐ No: ☒

Change in Control

Indicate by check mark whether a Change in Control⁴ of the company has occurred during this reporting period:

Yes: ☐ No: ☒

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

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.

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

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

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

Current State and Date of Incorporation or Registration: Nevada

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

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

The corporate history is provided in the previous section.

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

None noted.

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

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

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

On June 17th, the Custodian granted itself 1 share of Special 2022 Series A Preferred Stock.

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

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

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

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

Address of the issuer's principal executive office:

4421 Gabriella Lane
Winter Park, Florida, 32792

Address of the issuer's principal place of business:

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

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

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

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

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

2) Security Information

Transfer Agent

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

Publicly Quoted or Traded Securities:

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

Trading symbol:	ADIA	
Exact title and class of securities outstanding:	Common A Stock	
CUSIP:	006 87W 109	
Par or stated value:	\$0.001	
Total shares authorized:	800,000,000	as of date: June 30, 2024
Total shares outstanding:	87,899,861	as of date: June 30, 2024
Total number of shareholders of record:	173	as of date: June 30, 2024

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

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

Exact title and class of the security:	Common B Stock	
Par or stated value:	\$0.001	
Total shares authorized:	100,000,000	as of date: June 30, 2024
Total shares outstanding (if applicable):	0	as of date: June 30, 2024
Total number of shareholders of record:	0	as of date: June 30, 2024

Exact title and class of the security:	Special 2022 Series A Preferred Stock	
Par or stated value:	\$0.001	
Total shares authorized:	1	as of date: June 30, 2024
Total shares outstanding (if applicable):	1	as of date: June 30, 2024
Total number of shareholders of record:	1	as of date: June 30, 2024

Exact title and class of the security:	Series A Preferred Stock	
Par or stated value:	\$0.001	
Total shares authorized:	10,000,000	as of date: June 30, 2024
Total shares outstanding (if applicable):	10,000,000	as of date: June 30, 2024
Total number of shareholders of record:	1	as of date: June 30, 2024

Security Description:

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

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

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

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

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

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

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

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. (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.

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

None

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

None

3) Issuance History

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

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

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

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

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

Shares Outstanding <u>Opening Balance</u> : Date <u>12/31/2021</u> Common: <u>87,899,861</u> Preferred: <u>10,000,000</u>			*Right-click the rows below and select "Insert" to add rows as needed.						
Date of Transaction	Transaction type (e.g., new issuance, cancellation, shares returned to treasury)	Number of Shares Issued (or cancelled)	Class of Securities	Value of shares issued (\$/per share) at Issuance	Were the shares issued at a discount to market price at the time of issuance? (Yes/No)	Individual/ Entity Shares were issued to. ***You must disclose the control person(s) for any entities listed.	Reason for share issuance (e.g. for cash or debt conversion) - OR- Nature of Services Provided	Restricted or Unrestricted as of this filing.	Exemption or Registration Type.
06/17/2022	New Issuance	1	Special 2022 Series A Preferred	20,000	No	UMA LLC (Controlled by (Nikki Lee) ¹	Custodian Services.	Restricted	Exempt
Shares Outstanding on Date of This Report: Date <u>6/30/2024</u> <u>Ending Balances</u> Common: <u>87,899,861</u> Preferred: <u>10,000,001</u>									

Example: A company with a fiscal year end of December 31st 2023, in addressing this item for its Annual Report, would include any events that resulted in changes to any class of its outstanding shares from the period beginning on January 1, 2022 through December 31, 2023 pursuant to the tabular format above.

*****Control persons for any entities in the table above must be disclosed in the table or in a footnote here.**

Use the space below to provide any additional details, including footnotes to the table above:

Note 1: 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. Upon closing of the SPA on August 5, 2022, Nairobi Anderson acquired 60% voting control of the Company. On February 27, 2023, in a private transaction, Nairobi Anderson sold 1 share of Special 2022 Series A Preferred stock to Leonard Greene resulting in Leonard Greene acquired 60% voting control of the Company.

B. Promissory and Convertible Notes

Indicate by check mark whether there are any outstanding promissory, convertible notes, convertible debentures, or any other debt instruments that may be converted into a class of the issuer's equity securities :

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

Date of Note Issuance	Outstanding Balance (\$)	Principal Amount at Issuance (\$)	Interest Accrued (\$)	Maturity Date	Conversion Terms (e.g. pricing mechanism for determining conversion of instrument to shares)	Name of Noteholder. *** You must disclose the control person(s) for any entities listed.	Reason for Issuance (e.g. Loan, Services, etc.)
1/22/2024 ¹	\$28,997	\$31,557	none	none	none	Larry Powalisz	Operating Expense
4/11/2024 ²	\$2,508	\$2,508	none	none	none	Larry Powalisz	Operating Expense
4/22/2024 ²	\$20,000	\$20,000	none	none	none	Larry Powalisz	Operating Expense
6/20/2024 ²	\$100,000	\$100,000	\$840	none	none	Larry Powalisz	Operating Expense

*****Control persons for any entities in the table above must be disclosed in the table or in a footnote here.**

Use the space below to provide any additional details, including footnotes to the table above

Note 1: During the three months ended March 31, 2024, the Company issued a demand note to an Officer of the Company who has advanced monies to the Company for operating expenses. During the three months ended March 31, 2024, the Officer of the Company advanced a total of \$31,557. These advances were memorialized in the form of a promissory note on March 31, 2024.

Note 2: During the three months ended June 30, 2024, the Officer in the Company reference in Note 1 above, advanced additional funds for operating expenses to the Company in the aggregate amount of \$122,508, which was added to the demand note due the Officer of the Company. This demand accumulated as monies were advanced. The Company entered into an agreement with the Officer for a \$500,000 line of credit facility at the end of the six months ended June 30, 2024. The line of credit bears interest of 6% per annum calculated on a daily basis. During six months ended June 30, 2024, the Officer of the Company has advanced a total of \$154,065, and the Company repaid \$2,560. At June 30, the outstanding balance on the revolving line of credit was \$151,505.

4) Issuer's Business, Products and Services

The purpose of this section is to provide a clear description of the issuer's current operations.

Ensure that these descriptions are updated on the Company's Profile on www.OTCMarkets.com.

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

In connection with the change in control on January 22, 2024, the Company merged with 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 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 strives to cultivate a portfolio of brands that exemplify excellence, transparency, and sustainability, ensuring that every product that it offers contributes to the enhancement of the consumers lives.

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

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

C. Describe the issuers' principal products or services.

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

5) Issuer's Facilities

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

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

As of the date of this report, the Company occupies 1,000 square feet of office space at 4421 Gabriella Lane, Winter Park, Florida, 32792, which is a location occupied by various businesses associated with the current President and CEO of the Company, as of the date of this report. The Company does not currently have a lease agreement in place for this location.

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

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

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

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

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

Names of All Officers, Directors, and Control Persons	Affiliation with Company (e.g. Officer Title /Director/Owner of 5% or more)	Residential Address (City / State Only)	Number of shares owned	Share type/class	Ownership Percentage of Class Outstanding	Names of control person(s) if a corporate entity
Legends Investment Properties, LLC ¹	CEO, President, Treasurer, Secretary, Director, Owner of >5%	Winter Park, FL	1	Special 2022 Series A Preferred	100%	Larry Powalisz
Lotus Fund, Inc.	> 5% shareholder	Los Angeles, CA	10,445,165	Common	11.88%	Josh Wrobel

Jason F Coombs	> 5% shareholder	Kurtistown, HI	5,000,000	Common	5.69%	n/a
Shelly Singhal	> 5% shareholder	Newport Beach, CA	10,000,000	Series A Preferred	100%	n/a

Confirm that the information in this table matches your public company profile on www.OTCMarkets.com. If any updates are needed to your public company profile, log in to www.OTCIQ.com to update your company profile.

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

7) Legal/Disciplinary History

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

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

None noted.

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

None noted.

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

None noted.

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

None noted.

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

None noted.

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

None noted.

B. Describe briefly any material pending legal proceedings, other than ordinary routine litigation incidental to the business, to which the issuer or any of its subsidiaries is a party to or of which any of their property is the subject. Include the name of the court or agency in which the proceedings are pending, the date instituted, the principal parties

thereto, a description of the factual basis alleged to underlie the proceeding and the relief sought. Include similar information as to any such proceedings known to be contemplated by governmental authorities.

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

8) Third Party Service Providers

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

Confirm that the information in this table matches your public company profile on www.OTCMarkets.com. If any updates are needed to your public company profile, update your company profile.

Securities Counsel (must include Counsel preparing Attorney Letters).

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

Accountant or Auditor

Name:	<u>n/a</u>
Firm:	<u> </u>
Address 1:	<u> </u>
Address 2:	<u> </u>
Phone:	<u> </u>
Email:	<u> </u>

Investor Relations

Name:	<u>n/a</u>
Firm:	<u> </u>
Address 1:	<u> </u>
Address 2:	<u> </u>
Phone:	<u> </u>
Email:	<u> </u>

All other means of Investor Communication:

X (Twitter):	<u>@ADIA_Nutrition</u>
Discord:	<u> </u>
LinkedIn	<u> </u>
Facebook:	<u>Adia Nutrition</u>
[Other]	<u> </u>

Other Service Providers

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

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

9) Disclosure & Financial Information

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

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

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

- ☐ IFRS
☒ U.S. GAAP

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

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

Describe the qualifications of the person or persons who prepared the financial statements:⁵

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

Provide the following qualifying financial statements:

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

Financial Statement Requirements:

- Financial statements must be published together with this disclosure statement as one document.
- Financial statements must be "machine readable". Do not publish images/scans of financial statements.

⁵ The financial statements requested pursuant to this item must be prepared in accordance with US GAAP or IFRS and by persons with sufficient financial skills.

- Financial statements must be presented with comparative financials against the prior FYE or period, as applicable.
- Financial statements must be prepared in accordance with U.S. GAAP or International Financial Reporting Standards (IFRS) but are not required to be audited.

10) Issuer Certification

Principal Executive Officer:

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

The certifications shall follow the format below:

I, Larry Powalisz certify that:

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

August 1, 2024

/s/ Larry Powalisz
[CEO's Signature]

Principal Financial Officer:

I, Rebecca Miller 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.

August 1, 2024

/s/ Rebecca Miller
[CFO's Signature]

ADIA NUTRITION, INC.
CONSOLIDATED FINANCIAL STATEMENTS
JUNE 30, 2024 and 2023

	Pages
Consolidated Balance Sheets as of June 30, 2024 and December 31, 2023 (Unaudited)	F-2
Consolidated Statements of Operations for the three and six months ended June 30, 2024 and 2023 (Unaudited)	F-3
Consolidated Statements of Shareholders' Equity for the three and six months ended June 30, 2024 and 2023 (Unaudited)	F-4
Consolidated Statements of Cash flows for the six months ended June 30, 2024 and 2023 (Unaudited)	F-5
Notes to Unaudited Consolidated Financial Statements	F-6 to F-12

ADIA NUTRITION, INC.
CONSOLIDATED BALANCE SHEETS
(Unaudited)

	Year Six Months Ended June 30, 2024	Year Ended December 31, 2023
<u>ASSETS</u>		
Current Assets	\$	\$
Cash	104,708	500
Total Current Assets	104,708	500
Total Assets	<u>\$ 104,708</u>	<u>\$ 500</u>
<u>LIABILITIES AND STOCKHOLDERS' EQUITY/(DEFICIENCY)</u>		
Current Liabilities		
Accounts payable	\$ 93	\$ -
Accrued interest – related party	840	
Loan payable - related party	151,505	1,250
Total Current Liabilities	152,438	1,250
Total Liabilities	152,438	1,250
Stockholders' Equity (Deficiency)		
Special 2022 Series A Preferred Stock, \$0.001 par value, 1 share authorized, 1 share issued and outstanding at June 30, 2024 and December 31, 2023.	1	1
Series A Preferred Stock, \$0.001 par value, 10,000,000 shares authorized, 10,000,000 shares issued and outstanding at June 30, 2024 and December 31, 2023.	10,000	10,000
Class A Common Stock, \$0.001 par value; 800,000,000 shares authorized, 87,899,861 issued and outstanding, at June 30, 2024 and December 31, 2023.	87,900	87,900
Additional paid-in capital	15,298,300	15,298,300
Accumulated deficit	(15,443,931)	(15,396,951)
Total Stockholders' Equity (Deficit)	(47,730)	(750)
Total Liabilities and Stockholders' Equity (Deficit)	<u>\$ 104,708</u>	<u>\$ 500</u>

See accompanying notes to consolidated financial statements

ADIA NUTRITION, INC.
CONSOLIDATED STATEMENTS OF OPERATIONS
(Unaudited)

	For the Three Months Ended June 30,		For the Six Months Ended June 30,	
	2024	2023	2024	2023
Revenue	\$	\$	\$	- \$
Operating Expenses				
General and administrative	6,396	-	14,607	-
Legal & professional fees	13,500	-	31,533	-
Total Operating Expenses	19,896	-	46,140	-
Profit (Loss) from Operations	(19,896)	-	(46,140)	-
Other Income (Expense)				
Interest expense – related party	840	-	-	-
Total Other Income (Expense)	-	-	-	-
Net Loss Before provision for Income Taxes	(20,736)	-	(46,140)	-
Provision for Income Taxes	-	-	-	-
NET PROFIT (LOSS)	(20,736)	-	(46,140)	-
Net Profit (Loss) Per Share: Basic and Diluted	(0.00)	(0.00)	(0.00)	(0.00)
Weighted Average Number of Shares Outstanding: Basic and Diluted	87,899,861	87,899,861	87,899,861	87,899,861

See accompanying notes to consolidated financial statements

ADIA NUTRITION, INC.
CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY (DEFICIT)
(Unaudited)

For the Three and Six Months Ended June 30, 2024 and 2023

	<u>Series A Preferred</u>		<u>Special 2022 Series A Preferred</u>		<u>Common Stock</u>		<u>Additional Paid-In Capital</u>	<u>Accumulated Deficit</u>	<u>Total Stockholders' Equity/ (Deficit) (\$)</u>
	<u>Shares</u>	<u>Amount (\$)</u>	<u>Shares</u>	<u>Amount (\$)</u>	<u>Shares</u>	<u>Amount (\$)</u>	<u>(\$)</u>	<u>(\$)</u>	<u>(\$)</u>
Balance December 31, 2022	10,000,000	10,000	1	1	87,899,861	87,900	15,298,300	(15,396,201)	—
Net loss	—	—	—	—	—	—	—	—	—
Balance March 31, 2023	10,000,000	10,000	1	1	87,899,861	87,900	15,298,300	(15,396,201)	—
Net loss	—	—	—	—	—	—	—	—	—
Balance June 30, 2023	10,000,000	10,000	1	1	87,899,861	87,900	15,298,300	(15,396,201)	—

	<u>Series A Preferred</u>		<u>Special 2022 Series A Preferred</u>		<u>Common Stock</u>		<u>Additional Paid-In Capital</u>	<u>Accumulated Deficit</u>	<u>Total Stockholders' Equity/ (Deficit) (\$)</u>
	<u>Shares</u>	<u>Amount (\$)</u>	<u>Shares</u>	<u>Amount (\$)</u>	<u>Shares</u>	<u>Amount (\$)</u>	<u>(\$)</u>	<u>(\$)</u>	<u>(\$)</u>
Balance December 31, 2023	10,000,000	10,000	1	1	87,899,861	87,900	15,298,300	(15,396,951)	(750)
Net loss	—	—	—	—	—	—	—	(26,244)	(26,244)
Balance March 31, 2024	10,000,000	10,000	1	1	87,899,861	87,900	15,298,300	(15,423,195)	(26,994)
Net loss	—	—	—	—	—	—	—	(20,736)	(20,736)
Balance June 30, 2024	10,000,000	10,000	1	1	87,899,861	87,900	15,298,300	(15,443,931)	(47,730)

See accompanying notes to consolidated financial statements

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

	For the Six Months Ended June 30,	
	2024	2023
Cash Flows From Operating Activities:		
Net Loss	\$ (46,980)	\$ –
Adjustments to reconcile net loss to net cash used in operations		
Changes in operating assets and liabilities:		
Accounts payable	93	–
Accrued interest – related party	840	–
Net Cash Provided by (Used in) Operating Activities	(46,047)	–
Cash Flows From Investing Activities:		
	–	–
Net Cash Used in Investing Activities	–	–
Cash Flows From Financing Activities:		
Note payable – related party	150,255	–
Net Cash Provided by Financing Activities	150,255	–
Net Increase (Decrease) in Cash	104,208	–
Cash at Beginning of Period	500	–
Cash at End of Period	\$ 104,708	\$ –
Supplemental disclosure of cash flow information:	–	–
Supplemental disclosure of non-cash investing and financing activities:	–	–

See accompanying notes to consolidated financial statements

ADIA NUTRITION, INC.
NOTES TO THE UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS
JUNE 30, 2024 and 2023
(Unaudited)

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 equity section of the unaudited financial statements for the years ended December 31, 2022, and 2021.

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

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

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

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

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

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

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

On April 1, 2023, Adia Nutrition, Inc. acquired Hydration Foundation, Inc. Immediately following the acquisition of Hydration Foundation, ADIA applied for removal of Shell Company Status, as defined in Rule 12b-2 under the Securities Exchange Act of 1934 as amended (the “Exchange Act”). Due to the fact that the Company had active operations, the effective date of the change in Shell Company status was April 1, 2023.

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 CEO and Director, and Rebecca Miller was appointed as CFO.

ADIA Nutrition – 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 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.

NOTE 2 – GOING CONCERN

The accompanying financial statements have been prepared on a going concern basis, which contemplates the realization of assets and the satisfaction of liabilities in the normal course of business. The Company has generated no revenues to date and at June 30, 2024, has an accumulated deficit of \$15,443,931, and a working capital deficit of \$47,730. 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 is dependent upon, among other things, its ability to generate revenues and its ability to obtain capital from third parties. No assurance can be given that the Company will be successful in these efforts.

Management plans to identify adequate sources of funding to provide operating capital for continued growth. In its continued efforts to raise capital, the Company has filed a Reg A, to begin the efforts of raising capital to execute upon the aforementioned strategies and business plan.

The 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 financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America ("GAAP"). The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America 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 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 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 financial statements in conformity with generally accepted accounting principles 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 financial statements and the reported amount of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Principals of Consolidation

The consolidated financial statements have been prepared in accordance with U.S. generally accepted accounting principles (GAAP). The consolidated financial statements include the accounts of the Company and its wholly owned subsidiaries. All intercompany balances and transactions have been eliminated.

Cash and Cash Equivalents

The Company accounts for cash and cash equivalents under FASB 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.

Convertible Instruments

The Company evaluates and accounts for conversion options embedded in convertible instruments in accordance with ASC 815 “Derivatives and Hedging Activities”.

Applicable GAAP requires companies to bifurcate conversion options from their host instruments and account for them as free standing derivative financial instruments according to certain criteria. The criteria include circumstances in which (a) the economic characteristics and risks of the embedded derivative instrument are not clearly and closely related to the economic characteristics and risks of the host contract, (b) the hybrid instrument that embodies both the embedded derivative instrument and the host contract is not re-measured at fair value under other GAAP with changes in fair value reported in earnings as they occur and (c) a separate instrument with the same terms as the embedded derivative instrument would be considered a derivative instrument.

The Company accounts for convertible instruments (when it has been determined that the embedded conversion options should not be bifurcated from their host instruments) as follows: The Company records when necessary, discounts to convertible notes for the intrinsic value of conversion options embedded in debt instruments based upon the differences between the fair value of the underlying common stock at the commitment date of the note transaction and the effective conversion price embedded in the note. Debt discounts under these arrangements are amortized over the term of the related debt to their stated date of redemption.

Deferred 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. No deferred tax assets or liabilities were recognized at June 30, 2024.

Financial Instruments

“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 June 30, 2024. The respective carrying value of certain on-balance-sheet financial instruments approximated their fair values due to the short-term nature of these instruments.

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

Related Parties

The Company follows ASC 850, “*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 memorialized in the form of Notes Payable – Related Party on the Company’s balance sheet.

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.

Forgiveness of Indebtedness

The Company follows the guidance of AS 470.10 related to debt forgiveness and extinguishment. Debts of the Company are considered extinguished when the statute of limitations in the applicable jurisdiction expires or when terminated by judicial authority such as the granting of a declaratory judgment. Debts to related parties or shareholders are treated as capital transactions when forgiven or extinguished and credited to additional paid in capital. Debts to non-related parties are treated as other income when forgiven or extinguished.

Leases

In February 2016, the FASB issued 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. Operating leases are recognized on the balance sheet as right-of-use assets, current operating lease liabilities and non-current operating lease liabilities. We determine if an arrangement is a lease at inception. Operating leases are included in operating lease right-of-use (“ROU”) assets and operating lease liabilities on our consolidated balance sheets. Finance leases are included in property and equipment, current liabilities, and long-term liabilities on our consolidated balance sheets.

When the Company initiates a lease, we will record the transaction in accordance with ASC 840.

Recently Issued Accounting Pronouncements

We have reviewed the FASB issued Accounting Standards Update (“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.

NOTE 4 – NOTES PAYABLE – RELATED PARTY

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. During the year ended December 31, 2023, the Officer has advanced a total of \$1,250. On January 22, 2024, as part of the change in control to present management, the Company repaid the (now) former Officer \$1,250. At June 30, 2024, the balance due is \$0.

During the six months ended June 30, 2024, the Company issued a demand note for operating expenses paid on behalf of the Company by the Officer, or advance made by the Officer to cover operating expenses. During six months ended June 30, 2024, the Officer of the Company has advanced a total of \$154,065, and the Company repaid \$2,560. The Company entered into an agreement with the Officer for a \$500,000 line of credit facility at the end of the six months ended June 30, 2024. And aggregated the demand notes into this line of credit facility. The line of credit bears interest of 6% per annum calculated on a daily basis. At June 30, the outstanding balance on the revolving line of credit was \$151,505. For the six months ended June 30, 2024, interest expense was \$840, and the accrued interest at June 30, 2024 is \$840.

NOTE 5 – SHAREHOLDERS’ EQUITY

Common Stock

The Company has 800,000,000 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: 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.

At June 30, 2024, there are 87,899,861 Class A 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; and (b) The Company designated 10,000,000 shares of Series A 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.

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

At June 30, 2024, there are 10,000,000 shares of Series A Preferred share issued and outstanding.

NOTE 6 – SUBSEQUENT EVENTS

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

- On May 31, 2024, the Company filed a complaint for declaratory relief, seeking an order declaring as void a total of 15,445,165 shares of the Company's issued and outstanding shares of Common Stock, held by Lotus Fund ("Lotus") (10,445,165 shares), and Jason S. Coombs ("Coombs") (5,000,000 shares). In addition, the lawsuit seeks an order declaring as void a total of 10,000,000 shares of the Company's issued and outstanding shares of Series A Preferred Shares, held by Shelly Singhal ("Singhal"). Lotus, Coombs and Singhal (collectively the "Claimants") were issued these shares but the Company deems that they were not properly acquired through any consideration. The lawsuit (Case Number: 2024CA001088, Case Style: ADIA NUTRITION INC -VS- ADIA NUTRITION INC) was filed pursuant to the laws of the State of Florida, and the venue lies in Seminole County.
- On July 9, 2024, the Company received an investment on its Reg A registration statement in the amount of \$40,000, resulting in subsequent issuance of 8,000,000 shares of the Company's Class A Common Stock.
- On July 11, 2024, entered into an agreement to acquire a 100% membership interest in Biolete, LLC, a company involved in the development of a protein coffee with mushroom extracts. Consideration provided for this acquisition was the issuance of 1,750,000 shares of the Company's preferred stock.
- On July 29, 2024, the Company entered into a Purchase Agreement to acquire a 7% membership interest in Aspire Rejuvenation Nutraceuticals, LLC d/b/a 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 preferred stock.