

ADIA NUTRITION, INC.
4421 Gabriella Lane
Winter Park, Florida 32792

(OTC Pink: ADIA)

SUPPLEMENTAL INFORMATION — SEPTEMBER 26, 2024

Director Appointment

On September 23, 2024, Adia Nutrition, Inc., a Nevada corporation (the “*Company*”), and Kalpesh Barot, MD (“*Doctor*”), entered into a director agreement (the “*Director Agreement*”), pursuant to which the Company would appoint Doctor as a Director of Company. The Company is to issue a total of 250,000 shares of its Series C Preferred Stock at the closing of the Director Agreement (See “Designation of Series C Preferred Stock” below).

Designation of Series C Preferred Stock

On July 3, 2024, the Company filed with the State of Nevada a Certificate of Designation (the “*Certificate of Designation*”), which established a Series C Preferred Stock with the following rights, preferences, powers, restrictions and limitations:

Section 1. Designation, Amount and Par Value. The series of Preferred Stock shall be designated as Series C Preferred Stock (the “*Series C Preferred Stock*”) and the number of shares so designated shall be Eighty-Nine Million Nine Hundred Ninety-Nine Thousand Nine-Hundred Ninety Nine (89,999,999). Each share of the Series C Preferred Stock shall have a par value of \$0.001.

Section 2. Fractional Shares. The Series C Preferred Stock may be issued in fractional shares.

Section 3. Voting Rights. Each share the Series C Preferred Stock shall have one (1) vote in all matters requiring shareholder approval.

Section 4. Dividends. The Series C Preferred Stock shall be treated *pari passu* with the Company’s common stock, except that the dividend on each share of Series C Preferred Stock shall be equal to the amount of the dividend declared and paid on each share of the Company’s common stock multiplied by the Conversion Rate, as that term is defined in Section 6(a).

Section 5. Liquidation. Upon any liquidation, dissolution or winding up of the Company, whether voluntary or involuntary, payments to the holders of Series C Preferred Stock shall be treated *pari passu* with the Company’s common stock, except that the payment on each share of Series C Preferred Stock shall be equal to the amount of the payment on each share of the Company’s common stock multiplied by the Conversion Rate, as that term is defined in Section 6(a).

Section 6. Conversion and Adjustments.

(a) *Conversion Rate.* Each shares of Series C Preferred Stock shall be convertible into four (4) shares of the Company’s common stock (the “*Conversion Rate*”).

The Conversion Rate shall not be subject to adjustment by a combination of the outstanding shares of the Company’s common stock into a smaller number of shares of common stock.

The Conversion Rate shall be subject to adjustment by a subdivision of the outstanding shares of the Company’s common stock into a greater number of shares of common stock (the “*Common Stock Event*”) by multiplying the Conversion Rate then in effect by a fraction: (1) the numerator of which shall be the number of shares of Company common stock issued and outstanding immediately prior to such Common Stock Event and (2) the denominator of which shall be the number of shares of Company common stock issued and outstanding immediately after such Common Stock Event.

(b) *Partial Conversion.* A holder of shares of Series C Preferred Stock shall have the right to convert, from time to time, some or all of such holder’s shares of Series C Preferred Stock.

(c) *Adjustment for Merger and Reorganization, etc.* If there shall occur any reorganization, recapitalization, reclassification, consolidation or merger (a “**Reorganization Event**”) involving the Company in which the Company’s common stock (but not the Series C Preferred Stock) is converted into or exchanged for securities, cash or other property, then each share of Series C Preferred Stock shall be deemed to have been converted into shares of the Company’s common stock at the Conversion Rate.

Section 7. Protection Provisions. So long as any shares of Series C Preferred Stock are outstanding, the Company shall not, without first obtaining the written consent of the holders of a majority the Series C Preferred Stock, alter or change the rights, preferences or privileges of the Series C Preferred Stock.

Section 8. Waiver. Any of the rights, powers or preferences of the holders of the Series C Preferred Stock may be waived by the affirmative consent or vote of the holders of at least a majority of the shares of Series C Preferred Stock then outstanding.

Section 9. No Other Rights or Privileges. Except as specifically set forth herein, the holder(s) of the shares of Series C Preferred Stock shall have no other rights, privileges or preferences with respect to the Series C Preferred Stock.

SIGNATURES

Dated: September 26, 2024.

/s/ Larry Powalisz
Chief Executive Officer
Adia Nutrition, Inc.