OTC Pink Disclosure Document

1) Name of the issuer and its predecessor(s):

CAVU Resources, Inc. (August 13, 2014)
CAVU Resources, Inc. (April 27, 2009)
formerly known as Proxity, Inc. (January 3, 2005)
formerly known as Proxity Digital Networks, Inc. (October 16, 2001)
formerly known as CasinoBuilders.com, Inc. (May 13, 1999)
formerly known as Magic Lantern Group, Inc. (August 23, 1995)
Incorporated in the State of Nevada on August 23, 1995

2) Address of the issuer's principal executive offices:

Company Headquarters
Address 1: 6490 West Desert Inn Road
Address 2: Las Vegas, NV 89146
Phone: 518-694-2766
Website(s): www.cavuresource.com

IR Contact
None

3) Security Information:

Trading Symbol: CAVR

Preferred share information:
Exact title and class of securities outstanding: PREFERRED A
CUSIP: N/A
Par or Stated Value: $0.0001
Total shares authorized: 11,000,000 as of: 03.31.19
Total shares outstanding: 1,000,000 as of: 03.31.19

Preferred share information:
Exact title and class of securities outstanding: PREFERRED B
CUSIP: N/A
Par or Stated Value: $0.0001
Total shares authorized: 11,000,000 as of: 03.31.19
Total shares outstanding: 275,000 as of: 03.31.19

Exact title and class of securities
outstanding: COMMON CUSIP: 14965R 104
Par or Stated Value: $0.0001

Total shares authorized:	600,000,000	as of: 03.31.19
Total shares outstanding:	526,774,233	as of: 03.31.19
Total future shares to be issued issued:	671,407,758	as of: 03.31.19

Transfer Agent
Name Pacific Stock Transfer Company.
Address 1: 500 E Warm Springs Road, Suite 240
Address 2: Las Vegas, NV 89119
Phone: 702-361-3033
Fax: 702-433-1979
www.pacificstocktransfer.com

Is the Transfer Agent registered under the Exchange Act?* Yes: [X] No:

List any restrictions on the transfer of security: None

4) Issuance History

RULE 144

Describe any trading suspension orders issued by the SEC in the past 12 months.

NONE

Within the past year please list any past, pending or anticipated stock split, stock dividend, recapitalization, merger, acquisition, spin-off, or reorganization:

NONE

List below any events, in chronological order, that resulted in changes in total shares outstanding by the issuer in the past two fiscal years and any interim period. The list shall include all offerings of securities, whether private or public, and all shares or any other securities or options to acquire such securities issued for services, describing (1) the securities, (2) the persons or entities to whom such securities were issued and (3) the services provided by such persons or entities. The list shall indicate:

A. The nature of each offering (e.g., Securities Act Rule 504, intrastate, etc.);

For the year ended March 31, 2017 there were no common stock issuances For the year ended March 31, 2018 there were no common stock issuances
For the Quarter ended March 31, 2019 there were the following common stock future common stock issuances due:

William C. Robinson 35,780,536 Common Shares
Resources Unlimited NW, LLC and Mike Sheikh 8,127,222 Common Shares
Rinvest Securities, Inc. 1,000,000 Preferred A shares converted into 100,000,000 common shares.
William and Desai Robinson 110,000,000 Preferred B Shares converted into11,000,000 Common Shares
Mark Mc Laughlin 165,000,000 Preferred B Shares converted into 16,500,000 common shares
KushAmerica Original Shareholders issued 500,000,000 Common Shares

Any jurisdictions where the offering was registered or qualified; N/A

B. The number of shares

offered; N/A

C. The number of shares

sold; N/A

D. The price at which the shares were offered, and the amount actually paid to the

issuer; N/A

E. The trading status of the shares;

and RESTRICTED

F. Whether the certificates or other documents that evidence the shares contain a legend (1) stating that the shares have not been registered under the Securities Act and (2) setting forth or referring to the restrictions on transferability and sale of the shares under the Securities Act.

YES

With respect to private offerings of securities, the list shall also indicate the identity of the persons who purchased securities in such private offering; *provided*, *however*, that in the event that any such person is an entity, the list shall also indicate (a) the identity of each natural person beneficially owning, directly or indirectly, more than ten percent (10%) of any class of equity securities of such entity and (b) to the extent not otherwise disclosed, the identity of each natural person who controlled or directed, directly or indirectly, the purchase of such securities for such entity.

5. Financial Statements

Provide the financial statements described below for the most recent fiscal year end or quarter end to maintain qualification for the OTC Pink Current Information tier

A. Balance sheet;
B. Statement of income;
B. Statement of Stockholders' Equity (Deficit)
C. Statement of cash flows;
D. Financial statement notes;

FINANCIAL STATEMENTS AND FOOTNOTES ARE APPENDED TO THIS DOCUMENT

6. Describe the Issuer's Business, Products and Services

Describe the issuer's business so a potential investor can clearly understand the company. In answering this item, please include the following:

A) CAVU Resources, Inc., formerly known as Proxity, Inc. (the "Company") was incorporated under the laws of the State of Nevada on August 23, 1995 as Magic Lantern Group, Inc. The Company has operated continuously since incorporation in various business entities including Internet companies, Magic Lantern, Inc., CasinoBuilders.com, Inc., Proxity Digital Networks, Inc. and Proxity, Inc. The company has continued as an operating company throughout this period and as business environments have changed the company has redirected its business model, by acquiring its operating subsidiary, CAVU Resources, Inc. on April 24, 2009. The Company acquired and developed assets and technologies within the energy sector. Certain assets already held by the Company as a result of the acquisition of CAVU Resources, Inc. include mineral rights, oil and gas leases and equipment for oil and gas exploration. With the collapse of the energy market in 2014 and thru 2015 management made the decision to liquidate the energy assets. This was a four year drawn out process with a large percentage of assets sold and the related debts paid. CAVU has targeted undervalued companies and assets for acquisition. CAVU will continue to utilize its cash flow and company at the current capitalization unless change is approved by the majority of the shareholders of CAVU. On January 1, 2016 the company decided to divest itself of the balance of its oil and gas assets and liquidate all of the non-operating and minority holding to pay debt settle outstanding lawsuits and to redirect the company's efforts in a new direction. CAVU, through a Share Exchange Agreement, acquired the cannabis technology platform kushAmerica and its' related social media and data mining applications SoKu (Social Kush) and MediKu (Medical Kush). The company will continue to build out the platforms with a launch planned in the summer of 2019. The company plans for rapid growth and other acquisitions in the technology and information sector of cannabis, which are complimentary to its' core holding kushAmerica. At the appropriate time when marijuana is either declassified as a schedule one drug or deregulated the company plans to become fully vertically integrated into the direct ownership of dispensaries, clubs, Cannabis controlled environmental growth facilities, well managed farms, processing, distribution, branding, licensing and the entertainment field.

B) Date and State (or Jurisdiction) of Incorporation: August 23,1995 NEVADA

C) the issuer's primary and secondary SIC Codes; 2821

D) the issuer's fiscal year end date;

December 31

E) principal products or services, and their markets;

CAVU closed all oil and gas operations and sold all of the related assets. It also closed down all of its existing Partnerships, Limited Liability Companies and all operating subsidiaries.

The company has refocused its business plan on acquiring growth companies in the cannabis sector. CAVU is intensely focused on raising capital for the purchase of properties, technologies and businesses in the Cannabis business sector.

7. Describe the Issuer's Facilities

The Company's principal corporate office is located at 6490 West Desert Inn Road, Las Vegas, Nevada 89146

8. Officers, Directors, and Control Persons

Names of Officers, Directors, and Control Persons. In responding to this item, please provide the names of each of the issuer's executive officers, directors, general partners and control persons (control persons are beneficial owners of more than five percent (5%) of any class of the issuer's equity securities), as of the date of this information statement.
Rinvest Securities, Inc. 103,500,000
William, Desai Robinson and Claymore Consulting 66,853,536
kushAmerica, Inc. Shareholders 500,000,000
Mark McLaughlin 19,750,000

A) Members of the Board serve until the next annual meeting of shareholders and until their successors are elected and qualified. Officers are appointed by and serve at the discretion of the Board.

Robert Silver, Chairman of the Board and CEO

Robert Demes, President and COO

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

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

   NONE

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

   NONE

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

   NONE

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

   NONE

C. Disclosure of Family Relationships

NONE

9. Third Party Providers

Please provide the name, address, telephone number, and email address of each of the following outside providers that advise your company on matters relating to operations, business development and disclosure:

Legal
Counsel Nam
e: N/A

Accountant or
Auditor Name: N/A

Investor Relations
Consultant Name: N/A

Other Advisor: Any other advisor(s) that assisted, advised, prepared or provided information with respect to this disclosure statement.
Name: N/A

10. Issuer's Certifications

I, Robert Demes, President of the issuer certify that:

1. I have reviewed this QUARTERLY REPORT of CAVU Resources, 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 each 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 references 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.

Dated: April 14, 2019

/S/ _Robert Demes_

President

Appendix 5

FINANCIAL STATEMENTS

CAVU RESOURCES, INC.
CONDENSED CONSOLIDATED BALANCE SHEETS
AS OF MARCH 31, 2019 AND MARCH 31, 2018

	2019	2018
ASSETS	(Unaudited)	(Unaudited)
Current Assets		
Cash	$ 1,000	$ 1,000
Accounts Receivable	0	0
Deposits	0	0
Notes Receivable	0	0
Total Current Assets	1,000	1,000
Building Leases		
Building, Equipment & Vehicles,		
Other Assets	0	0
TOTAL ASSETS	$ 1,000	$ 1,000
LIABILITIES & SHAREHOLDERS' EQUITY (DEFICIT)		
Current Liabilities		
Accounts Payable	$ 15,239	$ 0
Related Party Payable (Note 5)	0	615,599
Promissory Notes (Note 6)	376,521	372,321
Long Term Liabilities		
TOTAL LIABILITIES	391,760	987,920
Commitments & Contingencies (Note 9)		
Shareholders' Equity (Deficit) (Note 7)		
570,681,991 shares issued and shares outstanding at March 31, 2019 and 526,774,233 shares outstanding March 31, 2018, respectively.	57,068	52,677
Additional Paid-in Capital	4,176,027	3,521,801
Deferred Stock Based Compensation	0	0
Shares to be Issued	0	0
Accumulated Earnings (Deficit)	(4,623,855)	(4,547,473)
Total Shareholders' Equity	(390,760)	(986,920)
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY (DEFICIT)	$ 1,000	$ 1,000

The Accompanying Notes Are an Integral Part of these Consolidated Financial Statements

Appendix 5

FINANCIAL STATEMENTS.

CAVU RESOURCES, INC.

CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY

	Common Stock		Additional		
	Shares Issued	Par $0.0001	Paid in Capital	Accumulated Deficit/Earnings	Total Stockholder's Equity
Balance with March 31, 2019	570,681,991	57,068	4,176,027	(4,546,106)	(370,079)
Stock Issued For Services	0	0	0	-0	0
Stock Issued For Investment	0	0	0	-0	0
Net Income	-	-	-	(20,681)	(20,681)
Balance, March 31, 2019	570,681,991	57,068	4,176,027	(4,566,787)	(390,760)

The Accompanying Notes Are an Integral Part of these Consolidated Financial Statements

Appendix 5

FINANCIAL STATEMENTS.

CAVU RESOURCES, INC.
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
FOR THE THREE MONTHS ENDED MARCH 31, 2019 AND 2018
(Unaudited)

	Three Months Ended March 31	
	2019	**2018**
Net Sales	$ 0	$ 0
Cost of Sales	0	0
Gross Profit	0	0
Operating Expenses:		
Depreciation and Amortization	0	0
Consulting/Legal Fees	6,200	0
Other Operating Expenses	9,039	0
Total Operating Expenses	15,239	0
Income From Operations	(15,239)	0
Other Income and (Expenses)		0
Interest Income	0	0
Interest Expense	5,442	13,925
Gain (loss) on Sale of Assets		-
Gain on sale of Subsidiary	-	-
Total Other Income and Expenses	(20,681)	(13,925)
	(20,681)	(13,925)
Income/(Loss) Per Common Share		
Basic and Diluted	$ (.0001)	$ (.0001)
Weighted Average Shares Used to Compute Basic and Diluted Loss Per Common Share	548,728,112	526,774,233

The Accompanying Notes Are an Integral Part of these Consolidated Financial Statements

Appendix 5

FINANCIAL STATEMENTS

CAVU RESOURCES, INC. CONSOLIDATED
STATEMENTS OF CASH FLOWS
Three Months Ended March 31 , 2018 and 2019

		2019		2018
		(Unaudited)		(Unaudited)
CASH PROVIDED BY OPERATING ACTIVITIES				
Net Income	$	(20,681)	$	(13,925)
Adjustments to Reconcile Net Income to Net Cash Used in Operating Activities				
Stock Based Compensation		0		0
Depreciation and Amortization		0		0
Change in Accounts receivable		0		0
Change in Note Receivable		0		0
Change in Accounts Payable		15,239		0
NET CASH (USED IN) PROVIDED BY OPERATING ACTIVITIES		(5,442)		(13,925)
CASH PROVIDED BY (USED IN) INVESTING ACTIVITIES:				
Cost of Equipment Sold (purchased)		0		0
Investment Other Assets		0		0
NET CASH USED IN FINANCING ACTIVITIES		0		0
CASH PROVIDED BY (USED IN) FINANCING ACTIVITIES:				
Proceeds From Sale of Common Stock		(654,224)		0
Payments on Related Party Payables		654,224		12,875
Payments on Promissory Notes		5,442		1,050
NET CASH PROVIDED BY FINANCING ACTIVITIES		5,442		13,925
NET INCREASE IN CASH		0		0
BEGINNING CASH		1,000.00		1,000.00
ENDING CASH	$	1,000.00	$	1,000.00
SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION				
Cash Paid for Interest	$	0	$	0
Cash Paid for Income Taxes	$	0	$	0

The Accompanying Notes Are an Integral Part of these Consolidated Financial Statements

Appendix 5

FINANCIAL STATEMENTS

CAVU RESOURCES, INC.
FOOTNOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR
Three Months ended March 31, 2019 and 2018 (Unaudited)

NOTE 1 - NATURE OF BUSINESS

CAVU Resources, Inc., formerly known as Proxity, Inc. (the "Company") was incorporated under the laws of the State of Nevada on August 23, 1995 as Magic Lantern Group, Inc. The Company has operated continuously since incorporation in various business entities including Internet companies, Magic Lantern, Inc., CasinoBuilders.com, Inc., Proxity Digital Networks, Inc. and Proxity, Inc. The company has continued as an operating company throughout this period and as business environments have changed the company has redirected its business model, by acquiring its operating subsidiary, CAVU Resources, Inc. on April 24, 2009. The Company acquired and developed assets and technologies within the energy sector. Certain assets already held by the Company as a result of the acquisition of CAVU Resources, Inc. include mineral rights, oil and gas leases and equipment for oil and gas exploration. With the collapse of the energy market in 2014 and thru 2015 management made the decision to liquidate the energy assets. This was a four year drawn out process with a large percentage of assets sold and the related debts paid. CAVU has targeted undervalued companies and assets for acquisition. CAVU will continue to utilize its cash flow and company at the current capitalization unless change is approved by the majority of the shareholders of CAVU. On January 1, 2016 the company decided to divest itself of the balance of its oil and gas assets and liquidate all of the nonoperating and minority holding to pay debt settle outstanding lawsuits and to redirect the company's efforts in a new direction. The company is focusing on acquiring companies that have Cannabis related technologies, controlled environmental growth facilities and well managed farms. There is also a focus on both the technology and marketing used in these operations and global distribution where legal of the products developed from these operations.

Control by Principal Stockholders

The Company's directors, executive officers and their affiliates or related parties, own beneficially and in the aggregate, the majority of the voting power of the outstanding shares of the common stock of the Company. Accordingly, if voting their respective shares uniformly, the directors, executive officers and their affiliates would have the ability to control the approval of most corporate actions, including increasing the authorized capital stock of the Company and the dissolution, merger or sale of the Company's assets or business.

Quasi-Reorganization

On April 24, 2009, a majority of the stockholders of record of the Company approved a plan of quasi- reorganization, which called for restatement of accounts to eliminate the accumulated deficit and related capital accounts on the Company's balance sheet. The quasi-reorganization was effective April 23, 2009 and again on December 31, 2016. In 2016 the company decided to completely eliminate its oil and gas direction and seek new opportunities. In October of 2018 the company was presented with the opportunity to enter the Cannabis Sector and since October, 2018, the Company has been operating its new business model as described previously within these footnotes.

NOTE 2 – BASIS OF PRESENTATION

In the opinion of management, the accompanying balance sheets and related quarterly statements of income, cash flows, and stockholders' equity include all adjustments, consisting only of normal recurring items, necessary for their fair presentation in conformity with accounting principles generally accepted in the United States of America ("U.S. GAAP"). Preparing financial statements requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenue and expenses. Actual results and outcomes may differ from management's estimates and assumptions. These financial statements include the results of operations for the Company.

NOTE 3 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Marketable Securities

The Company's short-term investments are classified as available-for-sale at the respective balance sheet dates. The Company accounts for its investments at fair value in accordance with SFAS 115. The investments classified as available-for-sale are recorded at fair value based upon quoted market and or valued prices, and any material temporary difference between the cost and fair value of an investment is presented as a separate component of accumulated other comprehensive income (loss.) Unrealized losses are charged against "Other income (expense)" when a decline in fair value is determined to be other than-temporary. The Company considers several factors to determine whether a loss is other- than-temporary. These factors include but are not limited to: (i) the extent to which the fair value is less than cost basis, (ii) the financial condition and near term prospects of the issuer, (iii) the length of time a security is in an unrealized loss position and (iv) the Company's ability to hold the security for a period of time sufficient to allow for any anticipated recovery in fair value. The Company's ongoing consideration of these factors could result in additional impairment charges in the future, which could adversely affect its results of operation. There were no impairment charges recorded on the Company's investments during the Three months ended March 31, 2019 and 2018, respectively. The specific identification method is used to determine the realized gains and losses on investments.

Fair Value Measurements

Effective January 1, 2008, we adopted SFAS 157, Fair Value Measurements (SFAS 157). SFAS 157 clarifies the definition of fair value, prescribes methods for measuring fair value, and establishes a fair value hierarchy to classify the inputs used in measuring fair value as follows:

Level 1-Inputs are unadjusted quoted prices in active markets for identical assets or liabilities available at the measurement date.

Level 2-Inputs are unadjusted quoted prices for similar assets and liabilities in active markets, quoted prices for identical or similar assets and liabilities in markets that are not active, inputs other than quoted prices that are observable, and inputs derived from or corroborated by observable market data.

Level 3-Inputs are unobservable inputs which reflect the reporting entity's own assumptions on what assumptions the market participants would use in pricing the asset or liability based on the best available information. The adoption of SFAS No. 157 did not have a material impact on our fair value measurements.

The following tables present our assets and liabilities that are measured at fair value on a recurring basis and are categorized using the fair value hierarchy. The fair value hierarchy has three levels based on the reliability of the inputs used to determine fair value.

		Fair Value Measurements at Reporting Date Using		
Description	March 31, 2019	in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Restricted Securities	$	$	$ —	$ —
Total Assets	$	$	$ —	$ —

Property and Equipment

Property and equipment consists only of a website and is recorded at cost less accumulated depreciation. Depreciation and amortization is calculated using the straight-line method over the expected useful life of the asset, after the asset is placed in service. The Company generally uses the following depreciable lives for its major classifications of property and equipment:

Revenue Recognition

The Company records revenues when the following fundamental criteria are met: (i) persuasive evidence of an arrangement exists,

(ii) delivery has occurred or services have been rendered, (iii) the price to the customer is fixed or determinable and (iv) collection of the resulting receivable is reasonably assured. Revenues are recorded in accordance with Staff Accounting Bulletin ("SAB") No. 104, as issued by the United States Securities and Exchange Commission (“SAB 104”), the Company is still contemplating various business plans but anticipates recognizing revenues in 2014.

The Company negotiates contracts with its customers, which may include revenue arrangements with multiple deliverables, as outlined by Emerging Issues Task Force No. 00-21 ("EITF 00-21"). The Company’s accounting policies are defined such that each deliverable under a contract is accounted for separately. Historically, the Company has not entered into contracts with its customers that provided for multiple deliverables.

NOTE 4 – GOING CONCERN

The Company’s financial statements have been prepared on a going concern basis, which contemplates continuity of operations, realization of assets and liquidation of liabilities in the normal course of business. The Company had a net loss of $20,681 during the Three Months ended March 31, 2019. The ability of the Company to operate as a going concern depends upon its ability to obtain outside sources of working capital in the near future. Management is aware of these requirements and is undertaking specific measures to address these liquidity concerns. Notwithstanding the foregoing, there can be no assurance that the Company will be successful in obtaining financing, that it will have sufficient funds to execute its business plan or that it will generate positive operating results. The financial statements do not include any adjustments relating to the recoverability and classification of asset carrying amounts or the amount and classification of liabilities that might result should the Company be unable to continue as a going concern.

NOTE 5 – RELATED PARTY TRANSACTIONS

On January 7, 2009, before the acquisition on April 24, 2009, the Company entered into five and three year leases with Verilease Financing, Inc. for drilling and oil field equipment in the amount of $800,000 and $285,362, respectively. The monthly payments for these leases began on June 15, 2009 and were for interest-only amount of $5,846 in total. As of November 15, 2009, the monthly payments for each lease will be for $17,812 and $4,100 respectively. Each lease carries 12.5% interest per annum and includes a balloon payment due upon the end of each lease. Verilease sold the equipment leased canceling these terms and is negotiating a settlement for a secured note in the amount of $344,700. On August 30, 2013 the company was awarded
$415,013.64 against the company CEO William Robinson, CAVU Capital, LLC a private company owned by William Robinson and CAVU Resources, Inc. The CEO William Robinson agreed to assume this debt and the company issued a note on March 31, 2016. William Robinson has agreed to convert this note into restricted shares of common stock of the company at $.015 a share.

The company had also entered into a mobilization loan with Resources Unlimited NW, LLC, (“RUNW”) owned by the company’s CFO Michael Sheikh. On March 31, 2016 the company agreed to settle and entered into a convertible note with a current outstanding balance of $120,000 and has accounted for accordingly. Michael Sheikh the manager of RUNW has agreed to convert this note into restricted shares of common stock of the company at $.015 a share.

NOTE 6 – DEBT

On March 18, 2010 the Company entered into a convertible note with Jim Stock in the amount of $80,000 at 8% interest. Mr. Stock has the right to convert into stock at $.02. The company was notified of Mr. Stock’s intention to convert $50,000 worth of this note. On June 19, 2011 $50,000 of the note was converted into 2,500,000 shares of common stock, as of March 31, 2018 the outstanding balance is $56,619. The company is currently working on retiring this debt.

The company has entered into a series of notes with private investors to purchase existing vendor debt. These notes have had various conversion terms that have all been converted into shares of the company retiring the assumed debt. The company had two existing notes and is secured by 53,662,000 of shares owned by Claymore Consulting, LLC and personally guaranteed by William C. Robinson, 22,589,000 of these pledged shares were converted by the lien holder and the notes were transferred to Claymore Consulting, LLC.

To pay legal fees due, the company entered into a note for $90,000 with a balance as of December 31, 2014 of $46,617. The company is obligated to make payment of $5,000 a month. This note is secured by a personal guarantee of William C. Robinson and 1,000,000 shares of Claymore Consulting, LLC’s Preferred A shares. The company’s note and security agreement that included Claymore consulting’s 1,000,000 preferred shares was canceled in lieu of a default in exchange for the assignment of Claymores preferred to Hong Li and Rinvest Securities, Inc. and an agreement to freeze the issuance of any new preferred shares and allow for conversion of the outstanding preferred into common at the current conversion rate of 1000 to 1 at a future date to be agreed to by the preferred holders and to allow William Robinson with permission of the holders to continue to vote the preferred shares.

The company issues short term convertible notes from time to time to vendors on outstanding debt and currently has notes and or payment agreements all other notes and or accounts payable have expired due to the statute of limitations and have been written off of the books and records of the company.

On January 7, 2009, before the acquisition on April 24, 2009, the Company entered into five and three year leases with Verilease Financing, Inc. for drilling and oil field equipment in the amount of $800,000 and $285,362, respectively. The monthly payments for these leases began on June 15, 2009 and were for interest-only amount of $5,846 in total. As of November 15, 2009, the monthly payments for each lease will be for $17,812 and $4,100 respectively. Each lease carries 12.5% interest per annum and includes a balloon payment due upon the end of each lease. Verilease sold the equipment leased canceling these terms and is negotiating a settlement for a secured note in the amount of $344,700. On August 30, 2013 the company was awarded $415,013.64 against the company CEO William Robinson, CAVU Capital, LLC a private company owned by William Robinson and CAVU Resources, Inc. The CEO William Robinson agreed to assume this debt and the company issued a note on March 31, 2016. William Robinson has agreed to convert this note into restricted shares of common stock of the company at $.015 a share.

The company had also entered into a mobilization loan with Resources Unlimited NW, LLC, ("RUNW") owned by the company's CFO Michael Sheikh. On March 31, 2016 the company agreed to settle and entered into a convertible note with a current outstanding balance of $120,000 and has accounted for accordingly. Michael Sheikh the manager of RUNW has agreed to convert this note into restricted shares of common stock of the company at $.015 a share.

NOTE 7 - STOCKHOLDERS' EQUITY

CAVU Resources, Inc is authorized to issue 611,000,000 shares, in aggregate, consisting of 600,000,000 shares of common stock, $0.0001 par value. The Company's current Articles of Incorporation authorizes the Board of Directors (the "Board") to determine the preferences, limitations and relative rights of any class or series of preferred stock prior to issuance. Each such class or series must be given distinguishable designated rights prior to issuance. As of March 31, 2018, 526,774,233 and as of March 31, 2019, 526,774,233 shares of the Company's common stock were issued and outstanding, respectively. As per the Stock Exchange Agreement signed March 22, 2019, two debt conversions amounting to $658,62616 are being converted into 43,907,758 common share and 1,275,000,Preferred A and B are being converted into 127,500,000 common shares. The stock exchange of 100% of kushAmerica, Inc. calls for 500,000,000 common shares issued to their shareholders.

In April 2009, the Company's Board approved an increase in the authorized available number of shares of common stock that can be issued by the Company from 300,000,000 to 600,000,000 shares.

On April 21, 2009, the Company effectuated a reverse stock split of 1 share of common stock for every 250 shares of outstanding common stock.

On April 24, 2009, upon closing of a merger with CAVU Resources, Inc., a Nevada corporation, the Company issued 55,200,000 shares of common stock and 500,000 shares of Series A Preferred Stock to the shareholders of CAVU Resources, Inc. The transaction did not result in a change of control of the Company.

On April 22, 2010 the Company reduced its outstanding authorized shares from 611,000,000 to 211,000,000.

On December 12, 2011 the Company increased its outstanding authorized shares from 211,000,000 to 311,000,000.

On January 25, 2012 the Company increased its outstanding authorized shares from 311,000,000 to 611,000,000. On December 17 and March 31, 2010 the Company issued 500,000 Preferred A shares to Claymore Consulting, LLC. The issued and outstanding of Preferred A as of March 31, 2013 was 1,000,000 preferred A shares.

On May 1, 2012 and January 1, 2013 the company issued a total of 400,000 Preferred B shares in lieu of cash to various parties to serve as board members of its advisory board and executive officers. The issued and outstanding as of March 31, 2019 was 1,000,000 preferred A shares and 275,000 preferred B shares, and the common shares outstanding were 526,774,233

Om March 22, 2019 the Company entered into a stock exchange Agreement the called for completion of two debt conversions amounting to $658,62616 that converted into 43,907,758 common share and 1,275,000, Preferred A and B that converted into 127,500,000 common shares. The agreement also called for a stock exchange of 100% of kushAmerica, Inc. outstanding shares for 500,000,000 common shares to be issued to their shareholders.

NOTE 8 – INCOME TAX

United States of America

Since the Company has had operating losses since inception that offset the previous year's gains, there is no provision for corporate income taxes in the United States of America. Therefore, there are no deferred tax amounts as March 31, 2019 and March 31, 2018.

Nevada/Oklahoma

The company is incorporated in Nevada with business operations primarily in Oklahoma. The company is subject to corporate income tax based on the operations conducted in each state. SFAS 109, *Accounting for Income Taxes,* which requires the asset and liability method of accounting for income taxes. Under the asset and liability method, deferred income taxes are recognized for the tax consequences of "temporary differences" by applying enacted statutory tax rates applicable to future years to differences between the financial statement carrying amounts and the tax basis of existing assets and liabilities. The Company is not in discussions with any tax authorities whereby any settlements over past due taxes are in progress.

The Company's net deferred tax asset as of March 31, 2019 and March 31, 2018 were:

	March 31, 2019
Net operating loss carry forward	$4,603,174
Valuation allowance	
Net deferred tax asset	$4,603,174

The net operating losses generated in the periods ended March 31, 2019 and March 31, 2018 will begin to expire in 2026. The Company has recorded a full allowance against its deferred tax assets due to the fact that the likelihood of any benefit being derived by the Company in future years is indeterminable as of the date of these consolidated financial statements.

- The components of current income tax expense for the years ended March 31, 2019 and March 31, 2018, consisted of the following:

	March 31, 2019	March 31, 2018
Current federal tax expense	$ 0	$ 0
Current state tax expense	—	—
Change in NOL benefits	—	—
Change in valuation allowance	—	—
Income tax expense	$ 0	$ 0

The following is a reconciliation of the provision for income taxes at the United States federal income tax rate to the income taxes reflected in the statement of operations:

Tax expense (credit) at statutory rate-federal	(35%)	(35%)
State tax expense net of federal tax	(6%)	(6%)
Changes in valuation allowance	41%	41%
Tax expense at actual rate	0%	0%

NOTE 9 - COMMITMENTS & CONTINGENCIES

Consultants

None at this time.

Litigation

We may be involved from time to time in ordinary litigation that will not have a material effect on our operations or finances. We are not aware of any pending or threatened litigation against the Company or our officers and directors in their capacity as such that could have a material impact on our operations or finances, other than disclosed in sections ITEM IV & ITEM V.

Collateral Pledge

None at this time.

Subsequent Funding

None

NOTE 10 - RECENTLY ISSUED ACCOUNTING STANDARDS

In September 2006, the FASB issued SFAS No. 157, *Defining Fair Value Measurement* ("SFAS 157"), which defines fair value, establishes a framework for measuring fair value in generally accepted accounting principles and expands disclosures about fair value measurements. SFAS 157 is effective for financial statements issued for fiscal years beginning after November 15, 2007. The Company is currently evaluating the impact of adopting SFAS 157 on its consolidated financial statements.

In September 2006, FASB issued SFAS No. 158, *Employers' Accounting for Defined Benefit Pension and Other Postretirement Plans - an amendment of FASB Statements No. 87, 88, 106, and 132(R)* ("SFAS 158"). The Company has adopted SFAS 158 except for the requirement to measure plan assets and benefit obligations as of the date of the Company's fiscal year-end statement of financial position, which is effective to fiscal years beginning after December 15, 2008. The Company is currently assessing the potential impact that the adoption of SFAS 158 could have on its financial statements.

In December 2006, FASB issued FSB EITF 00-19-2, *Accounting for Registration Payment Arrangements* (“FSBEITF 00-19”), which specifies that the contingent obligation to make future payments or otherwise transfer consideration under a registration payment arrangement should be separately recognized and measured in accordance with FASB Statement No. 5, *Accounting for Contingencies*. FSB EITF 00-19-2 is effective immediately for new and modified registration payment arrangements entered into after December 21, 2006, and beginning in the fiscal year ended March 31, 2007 for any such instruments entered into before that date. The Company does not expect the issuance of FSB EITF00-19-2 to have a material impact on the consolidated financial statements.

In February 2007, the FASB issued SFAS No. 159, *The Fair Value Option for Financial Assets and Financial Liabilities* ("SFAS 159"). SFAS 159 permits entities to choose to measure many financial instruments, and certain other items, at fair value. SFAS No. 159 applies to reporting periods beginning after November 15, 2007. The adoption of SFAS159 is not expected to have a material impact on the Company’s financial condition or results of operations.

In April 2007, the FASB issued a FASB Statement Position ("FSP") on FASB FIN 39-1 which modifies FIN 39, *Offsetting of Amounts relating to Certain Contracts* ("FIN 39"). FIN 39-1 addresses whether a reporting entity that is party to a master netting arrangement can offset fair value amounts recognized for the right to reclaim cash collateral (a receivable) or the obligation to return cash collateral (a payable) against fair value amounts recognized for derivative instruments that have been offset under the same master netting arrangement in accordance with FIN 39. Upon adoption of this FSP, a reporting entity shall be permitted to change its accounting policy to offset or not offset fair value amounts recognized for derivative instruments under master netting arrangements. The guidance in this FSP is effective for fiscal years beginning after November 15, 2007. The Company is currently assessing the potential impact of implementing this standard.

In December 2007, the FASB issued SFAS No. 141 (R), *Business Combinations* ("SFAS 141"). SFAS 141(R) establishes principles and requirements for how the acquirer of a business recognizes and measures in its financial statements the identifiable assets acquired, the liabilities assumed, and any noncontrolling interest in the acquiree. SFAS 141R also provides guidance for recognizing and measuring the goodwill acquired in the business combination and determines what information to disclose to enable users of the financial statements to evaluate the nature and financial

The effects of the business combination. The guidance will become effective as of the beginning of the Company’s fiscal year beginning after December 15, 2008. Management believes the adoption of this pronouncement will not have a material impact on the Company's consolidated financial statements.

In December 2007, the FASB issued SFAS No. 160, Noncontrolling Interests in Consolidated Financial Statements— an amendment of ARB No. 51 ("SFAS 160"). SFAS 160 establishes accounting and reporting standards for the noncontrolling interest in a subsidiary and for the deconsolidation of a subsidiary. The guidance will become effective as of the beginning of the Company's fiscal year beginning after December 15, 2008. Management believes the adoption of this pronouncement will not have a material impact on the Company's consolidated financial statements.

In February 2008, FASB issued FSP SFAS No. 140-3, *Accounting for Transfers of Financial Assets and Repurchase Financing Transactions* ("FSP SFAS 140-3"). The objective of this FSP is to provide guidance on accounting for a transfer of a financial asset and a repurchase financing. This FSP presumes that an initial transfer of a financial asset and a repurchase financing are considered part of the same arrangement (linked transaction) under SFAS No. 140, *Accounting for Transfers and Servicing of Financial Assets and Extinguishments of Liabilities* ("SFAS 140"). However, if certain criteria are met; the initial transfer and repurchase financing shall not be evaluated as a linked transaction and shall be evaluated separately under SFAS 140. FSP SFAS 140-3 is effective for financial statements issued for fiscal years beginning after November 15, 2008, and QUARTERLY periods within these fiscal years. Earlier application is not permitted. The Company is currently reviewing the effect, if any; the proposed guidance will have on its consolidated financial statements.

In February 2008, FASB issued FSP SFAS No. 157-1, *Application of FASB Statement No. 157 to FASB Statement No.13 and Other Accounting Pronouncements That Address Fair Value Measurements for Purposes of Lease Classification or Measurement under Statement 13* ("FSP SFAS 157-1"). FSP SFAS 157-1 amends SFAS 157 to exclude SFAS 13, *Accounting for Leases* (SFAS 13), and other accounting pronouncements that address fair value measurements for purposes of lease classification or measurement under SFAS 13. However, this scope exception does not apply to assets acquired and liabilities assumed in a business combination that are required to be measured at fair value under SFAS 141, or SFAS 141(R), regardless of whether those assets and liabilities are related to leases. FSP SFAS 157-1 is effective upon the Initial adoption of SFAS 157. The Company is currently evaluating the impact of adopting FSP SFAS No. 157-1 on its consolidated financial statements.

In February 2008, FASB issued FSP SFAS No. 157-2, *Effective date of FASB Statement No. 157* ("FSP SFAS 157-2"). FSP SFAS 157-2 delays the effective date of SFAS 157 to fiscal years beginning after November 15, 2008, and QUARTERLY periods within those fiscal years. The Company is currently evaluating the impact of adopting FSP SFAS No. 157-2 on its consolidated financial statements.

In March 2008, FASB issued SFAS 161, Disclosures *about Derivative Instruments and Hedging Activities - an amendment of FASB Statement No. 133* ("SFAS 161"). SFAS 161 changes the disclosure requirements for derivative instruments and hedging activities. Entities are required to provide enhanced disclosures about (a) how and why an entity uses derivative instruments, (b) how derivative instruments and related hedged items are accounted for under Statement 133 and its related interpretations, and (c) how derivative instruments and related hedged items affect an entity's financial position, financial performance, and cash flows. SFAS 161 is effective for fiscal years and QUARTERLY period beginning after November 15, 2008. The Company is currently assessing the potential impact that the adoption of SFAS 161 could have on its consolidated financial statements.

Note 11. M ANAGEMENT DISCUSSION AND ANALYSIS OR PLAN OF OPERATION

1. A. Corporate History

Date	Corporate Action
8/23/1995	Articles of Incorporation-Incorporated as Magic Lantern Group, Inc.
10/16/1995	Amendment-Increase authorized common shares
05/13/1999	Amendment-Name Change to CasinoBuilders.com, Inc.
05/21/2001	Amendment-Increase authorized common shares
06/04/2001	Amendment-Restated Articles
10/16/2001	Amendment-Name Change to Proxity Digital Networks, Inc.
08/28/2003	Amendment-Increase authorized common shares
07/09/2004	Amendment-Increase authorized common shares
01/03/2005	Amendment-Name Change to Proxity, Inc.
04/17/2009	Wholly-owned subsidiary formed-Proxity Acquisition Sub, Inc.
04/21/2009	Amended and Restated Articles-Increase authorize shares, authorize preferred
04/21/2009	Certificate of Change-Reverse Stock Split-1 share for 250 shares4/24/2009 Certificate of Designation
04/24/2009	The Company, its wholly-owned subsidiary Proxity Acquisition Sub, Inc. and CAVU Resources, Inc., a Nevada corporation entered into and executed an Agreement and Plan of Merger. Following the merger, the Company changed its name to "CAVU Resources, Inc."
03/22/2019	The Company, agreed to exchange 500,000,000 common shares for 100% of the issued and outstanding shares of kushAmerica, Inc. a Nevada corporation now a wholly-owned subsidiary.

2. The Company was first organized on August 23, 1995 in the state of Nevada as Magic Lantern Group, Inc.

3. The Company's fiscal year is March 31.

4. Neither the Company nor any predecessor has been in bankruptcy, receivership or any similar proceeding in the past three years.

5. On April 24, 2009, the Company merged its wholly owned subsidiary Proxity. A acquisition Sub, Inc., with CAVU Resources, Inc., with CAVU Resources, Inc., surviving as a subsidiary of the Company. The Company then subsequently merged CAVU Resources, Inc., I into the Company and changed its name to CAVU Resources, Inc., in connection with the merger (the "Merger").

6. The Company did not have a change of control in connection with the Merger.

7. A reverse stock split of 1:250 shares of common stock was authorized in March of 2009 and effectuated in April of 2009.The Merger is described in item 5. Other than the reverse stock split and merger referenced in the prior sentences, to the best knowledge of the Company there are no past pending or anticipated stock splits, stock dividends, recapitalizations, mergers, acquisitions, spin-offs, or reorganizations.

8. The Company has purchased a number of oil and gas well leases and equipment to facilitate the drilling of the oil and gas. The oil and gas well leases and equipment are further detailed in this disclosure.

9. On February 16, 2011 the company entered into a consulting agreement with Resources Unlimited NW, LLC, to provide Michael Sheikh as the CFO of the company. Mr. Sheikh was paid 2,000,000 shares of common stock valued at $20,000. Mr. Sheikh was also paid 4 units of CAVU Resources Two, LP the company expensed the $40,000 as consulting fees.

10. The company also paid $50,000 in pre-paid professional fees in 2012 by having 5 units in CAVU Resources Two, LP issued and recognized $50,000.

11. On February 16, 2012 the company issued 1,500,000 shares for $10,500 in debt conversion.

12. The company issued 90,084,104 Reg. D shares for $659,445 cumulative from January 1, 2011 thru June 15, 2012 for the payment of debt and operations.

13. The company issued 72,585,534 144 shares for $543,746.56 cumulative from January 1, 2011 thru June 15, 2012 for the retirement of vendor debt.

14. The company issued 158,744,100 shares for $1,047,540 cumulative from December 2011 thru June 15, 2012 for the retirement of promissory notes, settlement of debt, operations and vendor debt to private investors.

15. On January 25, 2012 the company voted to amend its articles and increased the authorized to 611,000,000.

16. On March 31, 2012 the company issued an additional 100,000 Preferred B shares to reserve for executives and advisory board members in lieu of cash.

17. In January, 2013 the Company issued 50,000 series B Preferred Shares to Louis E. Silver as part of his compensation as CEO.

18. In January and February, 2013 the Company issued 15,000 and 25,000 shares of Series B Preferred to Mark McLaughlin as part of loan agreements.

19. On January 31, 2019 the company converted $536,708 of debt with William Robinson for of 35,780,536 common shares

20. On January 31, 2019 the company converted $121,908 of debt with Resources Unlimited NW, LLC for of 8,127,222 common shares.

21. To the best knowledge of the Company, any pending or threatened legal proceedings or administrative actions either by or against the issuer that could have a material effect on the issuer's business, financial condition, or operations. Other than what has been disclosed and or identified in Sections Note 11 and Note 12.

A. Business of Issuer:

CAVU closed all oil and gas operations and sold all of the related assets. It also closed down all of its existing Partnerships, Limited Liability Companies and all operating subsidiaries. The company has refocused its business plan on acquiring growth companies in the cannabis sector.

B. Plan of Operation:

CAVU is intensely focused on raising capital for the purchase of properties, technologies and businesses in the Cannabis business sector.

Forward-Looking Statements

Certain statements, other than purely historical information, including estimates, projections, statements relating to our business plans, objectives, and expected operating results, and the assumptions upon which those statements are based, are “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995, Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. These forward-looking statements generally are identified by the words “believes,” “project,” “expects,” “anticipates,” “estimates,” “intends,” “strategy,” “plan,” “may,” “will,” “would,” “will be,” “will continue,” “will likely result,” and similar expressions. We intend such forward-looking statements to be covered by the safe- harbor provisions for forward-looking statements contained in the Private Securities Litigation Reform Act of 1995, and are including this statement for purposes of complying with those safe-harbor provisions. Forward-looking statements are based on current expectations and assumptions that are subject to risks and uncertainties, which may cause actual results to differ materially from the forward-looking statements. Our ability to predict results or the actual effect of future plans or strategies is inherently uncertain. Factors which could have a material adverse effect on our operations and future prospects on a consolidated basis include, but are not limited to: changes in economic conditions, legislative / regulatory changes, availability of capital, interest rates, competition, and generally accepted accounting principles. These risks and uncertainties should also be considered in evaluating forward- looking statements and undue reliance should not be placed on such statements. We undertake no obligation to update or revise publicly any forward-looking statements, whether as a result of new information, future events or otherwise. Further information concerning our business, including additional factors that could materially affect our financial results, is included herein and can also be obtained by contacting the Company.

1. The Company's primary SIC Code is 2821

2. The Company’s and its subsidiaries current operations are limited to the 1) the acquisition of high growth companies in the Cannabis Sector, 20 the acquisition of facilities and farms in the cannabis production 30 the acquisition of companies in the virtual and technology in the cannabis sector.

3. The Company is not a shell company and, to the best knowledge of current management, has never been a shell company.

Securities Act Rule 405 defines a “shell company” as a company that has a) no or nominal operations and b) either, no or nominal assets, assets consisting solely of cash and cash equivalents, or assets consisting of any amount of cash and cash equivalents and nominal other assets. Because the Company possesses significant assets that are neither cash, nor cash equivalents, the Company is not a “shell company” as described in Securities Act Rule 405.

Current management assumed control of the Company in October of 2001 and possesses incomplete information about the Company and its operations prior to that date. However, to the best knowledge of current management, the Company has never been a shell company within the meaning of Rule 405.

CURRENT INDUSTRY ENVIRONMENT

A. Status of any publicly announced new product or service. With respect to future acquisitions, we currently lack the capital necessary to implement our plan. Until sufficient capital can be raised, except for our continued passive capture of deminimis amounts; of targeted acquisitions, we are currently negotiating contracts to acquire operating companies. Upon finalization of these contracts and our raising of sufficient capital, then we will begin implementing business plan.

B. Competitive business conditions, the issuer's competitive position in the industry, and methods of competition. The cannabis producing properties, land development and growing prospects, industry related technology and produced products are highly competitive. Properties in which we have an interest will encounter strong competition from many other competitors in the respective industries, including many that possess financial resources greater than ours.

C. Sources and availability of raw materials and the names of principal suppliers. The Company sources its materials from a variety of vendors, contractors and suppliers for its work in the Cannabis industry and alternative energy industry. The availability of these materials and supplies is generally favorable due to the competitive nature of the industry. However, during times of great demand for materials, equipment and services, the Company could experience delays in getting the equipment, materials and services its needs.

D. Patents, trademarks, licenses, franchises, concessions, royalty agreements or labor contracts, including their duration. We do not own, either legally or beneficially, any patent or trademark.

E. The need for any government approval of principal products or services and the status of any requested government approvals.

RISK FACTORS: The following are certain identifiable risk factors for the Company, and its subsidiaries business operations. You should carefully consider the following risk factors and all other information contained herein in evaluating our business and prospects. You should also refer to the other information contained in document notes in determining the viability of the business.

Risk Related to New Business and Financial Condition

Because we have a limited operating history related to our current business strategy, we are subject to the risks of failure associated with any new business ventures. Potential investors should be aware that there is a substantial risk of failure associated with any new business strategy as a result of problems encountered in connection with their commencement of new operations. These include, but are not limited to, the entry of new competition, unknown or unexpected additional costs, and expenses that may exceed estimates.

If we are not able to raise additional funds in the future to complete our business plan and grow the business, we will not meet our long term business and financial goals.

Our cash requirements will be significant. Our current cash position will not enable us to pursue all aspects of our business plan. We have no commitments to obtain any additional funds and cannot be sure that we will be able to raise additional funds on favorable terms, if at all. We cannot be certain that the future revenues we generate or capital we raise will be sufficient to meet our expected expenses. If we do not have sufficient funds in the future we may have to cease operations. We may be unable to fund growth continue to take advantage of business opportunities, or respond to competitive pressures, any of which could have a material and adverse effect on our business, results of operations and financial condition and the value of your investment. If we raise additional funds by issuing equity securities, existing shareholders may experience significant dilution in their ownership interests. If we obtain additional financing by issuing debt securities, the terms of these securities could restrict or prevent us from paying dividends and could restrict our flexibility in making business decisions.

Risk Factors related to our Speculative Activities That Involve Numerous Risks and Substantial and Uncertain Costs, We May Be Unable to Maintain Profitability.

Acquiring new companies involves numerous risks, including the risk that will be encountered.

The cost of operations may be curtailed, delayed or cancelled as a result of a variety of factors beyond our control, including:

§§ equipment failures or accidents;

§§ inability to obtain leases on economic terms, where applicable;

§§ adverse weather conditions;

§§ compliance with governmental requirements; and

§§ the results of previous development efforts and the acquisition, review and analysis of data;

§§ the availability of sufficient capital resources to us for the drilling of the prospects;

§§ economic and industry conditions at the time

§§ our financial resources and results;

§§ the availability of leases and permits on reasonable terms for the prospects; and

§§ the success of our technology.

Cannabis related operations

Cannabis operations are subject to extensive federal, state and local government regulations, which may be changed from time to time. We have not obtained the governmental approvals that will be necessary for us to begin active operations. These factors cannot be accurately predicted and the combination of these factors may result in our company not receiving an adequate return on invested capital. We cannot assure you that these projects can be successfully developed or any targeted acquisitions will be closed, there are many factors beyond our control that could adversely affect our ability to maintain profitability in the future.

Are Highly Volatile in General, Low Prices Will Negatively Affect Our Financial Results.

Our revenues, operating results, profitability, cash flow, future rate of growth and ability to borrow funds or obtain additional capital are substantially dependent upon prevailing prices of available products. A wide variety of factors affect the prices of national and international economic conditions, and consumer demand for gasoline and a wide variety of manufactured products. We have no control over the factors affecting the prices, nor can we predict its fluctuations.

Historically, the markets for targeted products changes in the supply of and demand, market uncertainty and a variety of additional factors that are beyond our control, including:

§§ worldwide and domestic supplies;

§§ the level of consumer product demand;

§§ weather conditions;

§§ domestic and foreign governmental regulations;

§§ overall domestic and global economic conditions.

It is extremely difficult to predict future price movements with any certainty. Declines in prices may materially adversely affect our financial condition, liquidity, ability to finance planned capital expenditures and results of operations.

Because We Are a Small Company Compared with Our Competitors, We May Not Be Able to Keep Pace with Technological Developments in Our Industry.

We are in an industry that has technological advancements and introductions of new products and services using new technologies.

As others use or develop new technologies, we may be placed at a competitive disadvantage or competitive pressures may force us to implement those new technologies at substantial costs. In addition, other companies may have greater financial, technical, and personnel resources that allow them to enjoy technological advantages and may in the future allow them to implement new technologies before we can. We may not be able to respond to these competitive pressures and implement new technologies on a timely basis or at an acceptable cost. If one or more of the technologies we use now or in the future were to become obsolete or if we are unable to use the most advanced commercially available technology, our business, financial condition, and results of operations could be materially adversely affected.

Risks Related to Cannabis

If existing regulations and policies and future changes to these regulations and policies present technical, regulatory and economic barriers to the use of alternative power sources, which we are unable to overcome, our business may fail.

The market for Cannabis is heavily influenced by foreign, U.S. federal, state and local government regulations and policies concerning this industry. These regulations and policies often relate to pricing i n the U.S, these regulations and policies are being modified and may continue to be modified. Further investment in the research and development could be deterred by these regulations and policies, which could result insufficient capital for the Company. Any new government regulations or utility policies pertaining to our industry may result in significant additional expenses to the end user and, as a result, could cause a significant reduction in demand for our services.

Risks Related to Management

If We Are Unable to Retain the Services of Our Present Management or If We Are Unable to Successfully Recruit Qualified Managerial and Field Personnel Having Experience, We May Not Be Able to Continue Our Operations.

Our success depends to a significant extent upon the continued services of our current management. Loss of their services could have a material adverse effect on our growth, revenues, and prospective business. In addition, in order to successfully implement and manage our business plan, we will be dependent upon, among other things, successfully recruiting qualified managerial and field personnel having experience in our targeted businesses. Competition for qualified individuals is intense. There can be no assurance that we will be able to find, attract and retain existing employees or that we will be able to find, attract and retain qualified personnel on acceptable terms.

Because Our Articles of Incorporation and Bylaws and Nevada Law Limit the Liability of Our Officers, Directors, and Others, Shareholders May Have No Recourse for Acts Performed in Good Faith.

Under our articles of incorporation, bylaws and Nevada law, each of our officers, directors, employees, attorneys, accountants and agents are not liable to us or the shareholders for any acts they perform in good faith, or for any non-action or failure to act, except for acts of fraud, willful misconduct or gross negligence. Our articles and bylaws provide that we will indemnify each of our officers, directors, employees, attorneys, accountants and agents from any claim, loss, cost, damage liability and expense by reason of any act undertaken or omitted to be undertaken by them, unless the act performed or omitted to be performed constitutes fraud, willful misconduct or gross negligence.

Our executive officers have significant influence over our affairs, and might cause us to engage in transactions that are not in our or our stockholders' best interests.

In addition to managing us, our executive officers provide advice on our operating policies and strategies. Our executive officers may also cause us to engage in future transactions with them and their affiliates, subject to the approval of, or guidelines approved by, the Board of Directors. Our Board of Directors, however, consists of two of our executive officers. Accordingly, our executive officers have significant influence over our affairs, and may cause us to engage in transactions, which are not in our best interest.

We anticipate that our business strategy moving forward will be the acquisition of businesses in the cannabis sector. However, our executive officers will have considerable discretion in the direction of our company, and individual shareholders will not have the opportunity to assess whether our funds are being used appropriately. Corporate funds may be used for corporate purposes that do not increase our operating results or market value, and until they are used, they may be placed in investments that do not produce income or that lose value.

Risks Related to Our Securities

Because we do not expect to Pay Dividends on the Common Stock for the Foreseeable Future, Investors Seeking Cash Dividends Should Not Purchase our Common Stock.

We do not currently intend to pay cash dividends on our common stock and do not anticipate paying any dividends at any time in the foreseeable future. We currently intend to retain future earnings, if any, to finance the expansion of our business. As a result, we do not anticipate paying any cash dividends on the common stock in the foreseeable future.

Our payment of any future dividends will be at the discretion of our Board of Directors after taking into account various factors, including but not limited to our financial condition, operating results, cash needs, growth plans and the terms of any credit agreements that we may be a party to at the time. Accordingly, investors must rely on sales of their own common stock after price appreciation, which may never occur, as the only way to realize gains on their investment. Investors seeking cash dividends should not purchase the common stock.

Because we are Subject to the "Penny Stock" Rules, the Level of Trading Activity in our Stock may be Reduced.

Broker-dealer practices in connection with transactions in "penny stocks" are regulated by penny stock rules adopted by the Securities and Exchange Commission. Penny stocks generally are equity securities with a price of less than $5.00 (other than securities registered on some national securities exchanges or quoted on Nasdaq). The penny stock rules require a broker-dealer, prior to a transaction in a penny stock not otherwise exempt from the rules, to deliver a standardized risk disclosure document that provides information about penny stocks and the nature and level of risks in the penny stock market. The broker-dealer also must provide the customer with current bid and offer quotations for the penny stock, the compensation of the broker-dealer and its salesperson in the transaction, and, if the broker- dealer is the sole market maker, the broker-dealer must disclose this fact and the broker-dealers' presumed control over the market, and monthly account statements showing the market value of each penny stock held in the customer's account. In addition, broker-dealers who sell these securities to persons other than established customers and "accredited investors" must make a special written determination that the penny stock is a suitable investment for the purchaser and receive the purchaser's written agreement to the transaction. Consequently, these requirements may have the effect of reducing the level of trading activity, if any, in the secondary market for a security subject to the penny stock rules, and investors in the common stock may find it difficult to sell their shares.

If a Substantial Number of Shares are Sold, the Market Price for Our Common Stock Could Decline

If any of our stockholders sells substantial amounts of our common stock in the public market, the market price of our common stock could fall. In addition, such sales could create the perception of difficulties or problems with our business strategy. As a result, these stock sales also might make it more difficult for us to sell equity or equity-related securities in the future at a time and price that we deem appropriate.

Because the Company has agreed to convert 1,000,000 shares of Series A Preferred stock shares into 100,000,000 common shares and 275,000 shares of Preferred B shares into 27,500,000 common shares, along with the 500,000,000 that were issued to the shareholders of kushAmerica, Inc. approximately 59% of the voting shares of outstanding common stock of the Company, on a fully diluted basis is controlled by the kushAmerica, Inc., Rinvest Securities, Inc., Hong Li, Mark McLaughlin, William and Desai Robinson, Claymore Consulting, LLC and the executive officers and advisory board would have control of the Company and concentrated stock in their hands.

The level of control exercised by the preferred shareholders will enable these parties to elect our entire board of directors without the concurrence of any of our other shareholders. Accordingly, they are in a position to control our policies, management and affairs. Thus any purchaser of a common share of stock of the Company should expect that such share will not entitle him to any meaningfully voting say in the Company's matters.

If we issue shares of preferred stock with superior rights than the common stock registered in this prospectus, it could result in a decrease in the value of our common stock and delay or prevent a change in control of us.

Our board of directors is authorized to issue up to 11,000,000 shares of preferred stock. Our Board of Directors has the power to establish the dividend rates, liquidation preferences, voting rights, redemption and conversion terms and privileges with respect to any series of preferred stock.

The issuance of any shares of preferred stock having rights superior to those of the common stock may result in a decrease in the value or market price of the common stock. Holders of preferred stock may have the right to receive dividends, certain preferences in liquidation and conversion rights. The issuance of preferred stock could, under certain circumstances, have the effect of delaying, deferring or preventing a change in control of us without further vote or action by the stockholders and may adversely affect the voting and other rights of the holders of common stock.

The nature and extent of the issuer's facilities as filed

Clearly describe the assets, properties or facilities of the issuer, give the location of the principal plants and other property of the issuer and describe the condition of the properties. If the issuer does not have complete ownership or control of the property (for example, if other also own property or if there is a mortgage on the property), describe the limitations on the ownership. If the issuer leases any assets, properties or facilities, clearly describe them as above and the terms of their leases. The foregoing summary descriptions of certain terms and conditions of items described in this disclosure are necessarily incomplete and are qualified in their entirety by the full terms of the respective contracts, copies of which are attached hereto.

Management's Discussion and Analysis or Plan of Operation

Plan of Operation for the Next Twelve Months

The Company presently lacks the capital necessary to implement its full business plan over the next twelve months. It is the Company's intention to focus in the short term on raising capital. The Company hopes to generate the capital necessary to implement its business plan through the sale of its common stock and the issuance of debt in private placements. In addition, the Company is currently negotiating contracts 1) to provide design and planning and acquisition of property for the production of cannabis, 2) to design, develop and implement apps and online technology related to the promotion, sales and delivery of cannabis related products and 3) to acquire operating companies to rework to increase production and create new revenues for the Company. If the Company is successful in obtaining such contracts, it anticipates that it will be able to obtain the financing necessary to perform such agreements by factoring or other commercial financing transactions. There can be no assurance that the Company will be successful in these efforts.

Off- Balance Sheet Arrangements: None.

Note 11. LEGAL PROCEEDINGS.

To the best of our knowledge, during the past five years, none of the following occurred with respect to our present or former director, executive officer, control person or employee: (1) any bankruptcy petition filed by or against any business of which such person was a general partner or executive officer either at the time of the bankruptcy or within two years prior to that time; (2) any conviction in a criminal proceeding or being subject to a pending criminal proceeding (excluding traffic violations and other minor offenses); (3) being subject to any order, judgment or decree, not subsequently reversed, suspended or vacated, of any court of competent jurisdiction, permanently or temporarily enjoining, barring, suspending or otherwise limiting his or her involvement in any type of business, securities or banking activities; and (4) being found by a court of competent jurisdiction (in a civil action), the SEC or the Commodities Futures Trading Commission to have violated a federal or state securities or commodities law, and the judgment has not been reversed, suspended or vacated.

On January 7, 2009, before the acquisition on April 24, 2009, the Company entered into five and three year leases with Verilease Financing, Inc. for drilling and oil field equipment in the amount of $800,000 and $285,362, respectively. The monthly payments for these leases began on June 15, 2009 and were for interest-only amount of $5,846 in total. As of November 15, 2009, the monthly payments for each lease will be for $17,812 and $4,100 respectively. Each lease carries 12.5% interest per annum and includes a balloon payment due upon the end of each lease. Verilease sold the equipment leased canceling these terms and is negotiating a settlement for a secured note in the amount of $344,700. On August 30, 2013 the company was awarded $415,013.64 against the company

CEO William Robinson, CAVU Capital, LLC a private company owned by William Robinson and CAVU Resources, Inc. The CEO William Robinson agreed to assume this debt and the company issued a note on March 31, 2016. There were several small claims that weren't material and these were either assumed and or settled by William Robinson. William Robinson has agreed to convert this note into restricted shares of common stock of the company at $.015 a share.

On July 10, 2014 Redwood Management, LLC was awarded $318,852 for notes outstanding, the Company has accounted for this and is currently negotiating a settlement.

Note 12. D EFA U LTS U PO N SEN IO R S ECURITIES

1. On July 10, 2014 Redwood Management, LLC was awarded $318,852 for notes outstanding, the Company is in the process of negotiating a settlement.

Note 13. OTHER INFORMATION.

NO N E

Note 14. E XHIB ITS AS FIL E D.

A. Material Contracts.

1. On December 31, 2016 the Company entered into a note with Claymore Consulting, LLC in the amount of $415,014 at 10% interest, the note is due December 31, 2019. Settlement entered into on January 31, 2019 to convert the outstanding debt into 35,780,536 common shares.
2. On December 31, 2016 the Company entered into a note with Resources Unlimited NW, LLC in the amount of $100,000 at 10% interest, the note is due December 31, 2019. Settlement entered into on January 31, 2019 to convert the outstanding debt into 8,127,222 common shares.
3. Mark McLaughlin and William Robinson has entered into an agreement to provide their services as Chairman and Co Chairman of the Advisory Board, each were issued 100,000 shares of the super voting preferred B shares.
4. Stock Exchange Agreement with kushAmerica, Inc. dated March 22, 2019.