

OTC PINK BASIC DISCLOSURE GUIDELINES

**Pursuant to Rule 15c2-(11) (a) (5)
Under the Securities Exchange Act of 1934**

PRIORITY AVIATION, INC.

**15 Maiden Lane, Suite 408
New York, NY 10038**

**CUSIP No:
74273F101**

**TRADING SYMBOL:
PJET**

ISSUER'S EQUITY SECURITIES

**COMMON STOCK
\$0.001 Par Value
500,000,000 Common Shares Authorized
274,544,800 Shares Issued and Outstanding**

As at December 31, 2016

PRIORITY AVIATION, INC.

Part 1. Name of the Issuer and its Predecessors (if any)

Priority Aviation, Inc. (the “Company”) was organized under the laws of Nevada on March 25, 1999 as Thoroughbred Interests, Inc. On May 18, 2004, the Company changed its name to Phoenix Interests, Inc.; on July 14, 2009 the Company changed its name to NuMobile, Inc.; and on December 27, 2013, following completion of an agreement and plan of merger the Company changed its name to Priority Aviation, Inc.

Part 2. – The address of the issuer’s principal executive offices.

COMPANY HEADQUARTERS

Priority Aviation, Inc.
15 Maiden Lane, Suite 408
New York, NY 10038
<http://www.priorityonejets.com>
Phone: 646-783-7507
E-mail: flights@priorityonejets.com

Item 3. Securities information.

Security Symbol: PJET
CUSIP Number: 74273F101
Common Stock: 500,000,000 authorized; par value \$0.001, 274,544,800 and 119,388,975 shares issued and outstanding as of December 31, 2016 and 2015, respectively.

As of December 31, 2016, there were 37,189,522 restricted shares and 237,355,278 non-restricted shares.

Preferred Non Trading

Preferred Stock: Series A; \$0.001 par value; 6,000 shares authorized; 2,056 and 2,656 shares issued and outstanding as of December 31, 2016 and December 31, 2015.

Preferred Stock: Series B; \$0.001 par value; 100,000 shares authorized; 0 and 0 shares issued and outstanding as of December 31, 2016 and December 31, 2015.

Preferred Stock: Series C; \$0.001 par value; 12,000,000 authorized; 5,000 and 5,000 shares issued and outstanding as of December 31, 2016 and December 31, 2015.

Preferred Stock: Series D convertible; \$0.001 par value; 25,000 shares authorized; 6,118 and 6,118 shares issued and outstanding as of December 31, 2016 and December 31, 2015.

Preferred Stock: Series E convertible; \$0.001 par value; 25,000 shares authorized 2,418 and 2,418 shares issued and outstanding as of December 31, 2016 and December 31, 2015.

Preferred Stock: Series F; \$0.001 par value; 1,000 shares authorized; 0 and 0 shares issued and outstanding December 31, 2016 and December 31, 2015.

The Company currently only has 500,000,000 shares of common stock authorized. The Company could far exceed its authorized shares of common stock if all the financial instruments as more fully set forth in the Company's financials referenced herein were exercised or converted into shares of common stock. The company however intends to address this issue in the future by continuing to review and have further discussions with major holders of the listed debt transferred from discontinued operations, so as to attempt to reach an agreement that would substantially reduce such liability and its dilutive effect. There can however be no assurance that such an agreement will be voluntarily reached, which may the cause the Company to explore further other actions it may deem necessary.

TRANSFER AGENT

VStock Transfer LLC
18 Lafayette Place
Woodmere, New York 11598
Phone: 212-828-8436

VStock Transfer LLC is registered under the Exchange Act and is an SEC approved Transfer Agent.

There are no trade suspension orders issued by the SEC in the past 12 months.

The Company completed a 1000:1 reverse split of its common stock on December 13, 2013 in tandem with entering into a merger agreement with Priority Jets, Inc. on December 17, 2013. These corporate actions were deemed effective by FINRA on January 6, 2014. On November 23, 2016, the Company increased its authorized its authorized share capital to 512,157,000 shares of which Five Hundred Million shares (500,000,000) will be common stock, with a par value of \$0.001 per share, and Twelve Million One Hundred and Fifty-Seven Thousand (12,157,000) shares will be preferred stock, with a par value of \$0.001 per share.

Item 4. Issuance History

Two prior fiscal years ended December 31, 2016 and 2015

On April 27 2015, Blulife, Inc. converted \$6,000 of outstanding principal from a post-merger convertible note payable entered into on December 13, 2013 into a total of 6,000,000 shares of the Company's common stock at 0.001 per share.

On May 11, 2015, Blulife, Inc. converted \$5,250 of outstanding principal from a post-merger convertible note payable entered into on December 13, 2013 into a total of 7,000,000 shares of the Company's common stock at \$0.00075 per share.

On June 1, 2015, Blulife, Inc. converted \$6,800 of outstanding principal from a post-merger convertible note payable entered into on December 13, 2013 into a total of 8,000,000 shares of the Company's common stock at \$0.00085 per share.

On June 16, 2015 the Company issued 3.9M shares to Mr. Peter Minikes under his employment agreement. The Company recorded \$8,970 as stock-based compensation based on the fair market value of the share, \$0.0023, on the issuance date.

On August 31, 2015 Standard Holdings converted \$5,000 of outstanding principal plus accrued interest from a pre-merger convertible note entered into on July 27, 2011 into 8,295,000 shares of the Company's common stock at \$0.0008 per share.

On September 25, 2015, Standard Holdings converted \$5,000 of outstanding principal principal plus accrued interest from a post-merger convertible note payable entered into on December 23, 2013 into a total of 8,345,000 shares of the Company's common stock at \$0.0007 per share.

On October 28, 2015, Standard Holdings Co converted \$6,000 of outstanding principal principal plus accrued interest from a pre-merger convertible note entered into on March 3, 2010 into a total of 8,880,865 shares of the Company's common stock at \$0.00095 per share.

On January 11, 2016 Standard Holdings Co converted \$5,000 of outstanding principal principal plus accrued interest from a pre-merger convertible note entered into on July 27, 2011 into a total of 8,477,400 shares of the Company's common stock at \$0.0008 per share.

On July 18 2016, Standard Holding Co. converted \$6,000 of the outstanding principal plus accrued interest from a certain convertible debenture originally entered into December 23, 2013 in the amount of \$50,000 and transferred to Standard Holding on August 21, 2015, into a total of 13,706,600 shares of the Company's common stock at \$0.00055 per share.

On August 5, 2016, Standard Holding Co. converted \$6,000 of the outstanding principal plus accrued interest from a certain convertible debenture originally entered into March 3, 2010 and transferred to Standard Holding on August 21, 2015, into a total of 13,548,231 shares of the Company's common stock at \$0.00065 per share.

On August 12, 2016, Standard Holdings Co converted \$6,000 of outstanding principal plus accrued interest from a pre-merger convertible note into a total of 12,955,448 shares of the Company's common stock at \$0.00065 per share.

On August 23, 2016, Standard converted \$10,000 of the outstanding principal plus accrued interest into 17,857,143 shares of the Company's common stock at \$0.0007 per share.

On September 13, 2016, Standard Holdings Co converted \$8,000 of outstanding principal from a pre-merger convertible note into a total of 17,376,242 shares of the Company's common stock at \$0.00068 per share.

On September 23, 2016 Mastiff converted \$4,560 of such notes into 7,600,000 shares of the Company's common stock at \$0.0006 per share.

On September 27, 2016, Standard Holdings Co converted \$8,000 of outstanding principal plus accrued interest from a pre-merger convertible note into a total of 22,617,425 shares of the Company's common stock at \$0.0005 per share.

On November 3, 2016, Standard Holdings Co converted \$5,000 of outstanding principal plus accrued interest from a pre-merger convertible note into a total of 16,472,536 shares of the Company's common stock at \$0.00045 per share.

On December 19, 2016, Standard Holdings Co converted \$6,000 of outstanding principal plus accrued interest from a pre-merger convertible note into a total of 24,544,800 shares of the Company's common stock at \$0.00035 per share.

All certificates for the restricted shares of Common Stock are legended to indicate that (1) 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.

Item 5. Financial Statements

The Unaudited Financial Statements were filed on OTCIQ on March 17, 2017. Included in the Financial Statements are the following:

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| 1. Consolidated Balance Sheet (unaudited) | Posted on OTCIQ on March 17, 2017 and incorporated herein by reference |
| 2. Consolidated Statements of Operations (unaudited) | Posted on OTCIQ on March 17, 2017 and incorporated herein by reference |
| 3. Consolidated Statements of Stockholders' Deficit | Posted on OTCIQ on March 17, 2017 and incorporated herein by reference |
| 4. Consolidated Statements of Cash Flows (unaudited) | Posted on OTCIQ on March 17, 2017 and incorporated herein by reference |
| 5. Notes to Financial Statements | Posted on OTCIQ on March 17, 2017 and incorporated herein by reference |

Item 6. Description of the Issuer's Business, Products and Services.

- A. Presently the Company continues to operate in the aviation segment. Priority Aviation provides its clients with what it believes to be is premier class private jet charter service worldwide. The Company, acting as brokers, accomplishes this through a screening processes that only selects the safest and most reliable private jets available in the industry. By making use of technological innovations our charter department operates 24 hours a day, 7 days a week. With access to thousands of pre-screened aircraft and highly-trained flight crews, flight access can be arranged with as little as 4 hours' notice.

On July 1, 2015, the Company entered into an Amendment to the Executive Employment Agreement with Peter Minikes (the “Amendment”). Pursuant to the terms of the Amendment, the Company will not renew Mr. Minikes’ Employment Agreement upon its expiration on December 5, 2016. If the Company desires to enter into another business or if Mr. Minikes is no longer employed by the Company, but in any case after July 1, 2016, Mr. Minikes shall have the right to acquire the operating business segment Priority One Jets. The purchase price for the business segment to be paid by Mr. Minikes to the Company shall be the cancellation of all amounts owed to Mr. Minikes, the return of all stock and options in the Company and the assumption of all liabilities and obligations of the business segment. Priority One Jets shall be entitled to keep the assets in the business segment in excess of the public expenses of the Company from July 1, 2015 through September 30, 2016, including the cost of preparing the Company tax returns. While the Company has not yet completed the divestiture of this business, it is contemplated that Mr. Minikes will exercise his right to acquire Priority One Jets as soon as practicable in fiscal 2017.

On December 10, 2015 the Company incorporated Q Technologies LLC, a Wyoming limited liability company, in order to enter into a memorandum of understanding with a private individual for the non-exclusive licensing of a Personal Fertility Assistant Product (“PFA”).

On December 15, 2015 the Company’s wholly owned subsidiary Q Technologies LLC entered into a Memorandum of Understanding to license and further develop the Personal Fertility Assistant product (“PFA”) previously known as Ovucon, and related technology from Israeli inventors.

On May 4, 2016, the Company announced the termination of negotiations to acquire the PFA. The Company is currently no longer actively pursuing this acquisition and has determined to let its subsidiary Q Technologies lapse without renewal. While the Company has continued operating its aviation business during fiscal 2016, as noted above, the intent is to divest this business as soon as practicable and the Company is presently seeking alternative business opportunities.

On June 21, 2016, both Mr. Zahavi and Mr. Epstein resigned as directors of the Company. Mr. Minikes is presently the sole officer and director of the Company.

On February 2, 2017, the Company announced the settlement of the two lawsuits outstanding against the Company and related parties (including one labeled as a derivative lawsuit) that were brought by Daniel Weinstein, Marissa Welner and their related entities Mastiff LLC and Madison LLC. These suits and related counterclaims were discontinued with prejudice. In connection with the settlement and discontinuance of these lawsuits, the Company acknowledged no liability or fault, and paid no funds. The Company agreed to recognize previously recorded debts of Mastiff, but with lower conversion rates.

- B.** Company was incorporated on March 25, 1999 in the state of Nevada.
- C.** The primary SIC Code for the Company is 4724.
- D.** The Issuer's fiscal year ends on December 31.
- E.** The Issuer's principal products or services presently are private air charter services worldwide focused on companies and persons of high net worth looking to travel in luxury and private travel accommodations.

Item 7. Description of the Issuer's Facilities

On March 1, 2015 the Company moved to new office space at 15 Maiden Lane., Suite 408, New York, NY 10038. The Company leases the premises pursuant to a lease that runs for five years and two months until April 30, 2020.

Item 8. Officers, Directors and Control Persons

A. Names of Officers Directors and Control Persons

- Peter Minikes CEO, President, Secretary and Director

Legal/Disciplinary History.

None of the foregoing persons have, in the last five years, has been the subject of:

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

B. Beneficial Shareholders

Shareholder		Number of Shares	% Ownership
GZ Services ⁽¹⁾	Tel Aviv, Israel	2,056 Series A Preferred	51.00% ⁽²⁾

(1) Guy Zahavi, the managing director of GZ Services. Mr. Zahavi controls GZ Services based in Tel Aviv Israel.

(2) The holder of the Series A Preferred shares is entitled to 51% of the vote of all shareholders entitled to vote.

Item 9. Third Party Providers.

Legal Counsel

William Robinson Eilers, Esq.
1000 Fifth Street
Suite 200 – P2
Miami Beach, FL 33139
Tel: (786) 273-9152
wreilers@eilerslawgroup.com
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Accountant or Auditor

The Accounting Connection
Li Shen, CGA
#145 - 251 Midpark Blvd S.E.
Calgary, Alberta T2X 1S3
lshen@theaccountingconnection.com

Investment Relations Consultant

N/A

Other Advisors

N/A

Item 10. Issuer Certificate.

I, Peter Minikes certify that:

1. I have reviewed this annual disclosure statement of Priority Aviation, 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.

Date: March 17, 2017

/S/ Peter A. Minikes

Peter Minikes

CEO