

ABOUDI LEGAL GROUP PLLC
745 Fifth Ave
New York, NY 10151

OTC Markets Group, Inc.
300 Vesey Street, 12th Floor
New York, NY 10282

April 29, 2022

Re: Priority Aviation, Inc. (PJET)

Dear Sir or Madam:

We serve as general counsel of Priority Aviation, Inc., a Delaware corporation (the “Company”) for all of the Company’s general corporate and securities matters. We have been asked to render an opinion as to whether the Annual Report for the year ended December 31, 2021 published by the Company on the OTC Disclosure & News Service on April 14, 2022 (the “Information”) constitutes adequate current information for purposes of Rule 144(c)(2) promulgated under the Securities Act of 1933 (the “Act”).

In the course of preparing this opinion, we have reviewed the following documents relating to the Company (together with the date they were posted through the OTC Disclosure News Service, if applicable):

PUBLISH DATE	TITLE	PERIOD END DATE
5/10/2021	Quarterly Report	3/31/2021
8/10/2021	Quarterly Report	6/30/2021
11/14/2021	Quarterly Report	9/30/2021
4/14/2022	Annual Report 2021	12/31/2021

In addition to the Information, I have examined such corporate records and other documents and such questions of law as I have deemed necessary or appropriate for purposes of rendering this opinion. As to matters of fact, I have made such inquiries of the Company’s management as I deemed necessary to render this opinion, and I believe that such sources were reliable.

The opinions and conclusions contained in this Opinion Letter are based upon documentation and facts made available to this firm and are solely based on the accuracy of those documents and facts. In the event that the facts and information in any of these documents are determined to not be accurate, this opinion is rescinded and is deemed to be null and void.

The person responsible for preparing the Company's financial statements contained in the Information is Steven B. Rash, who holds an MBA. The financial statements have not been audited.

The Company's transfer agent is Pacific Stock Transfer Co (the "Agent"). The Agent is registered with the SEC as such under the Securities Act. We have confirmed the number of outstanding shares of Company set forth in the Information with the Agent.

The undersigned attorney has (a) spoken to the sole board member and CEO, Steven Rash (b) reviewed the Information posted by the Company on the OTC Disclosure & News Service, and (c) discussed the Information with the sole of director of the Company.

To my knowledge, after inquiry of management and the directors of the Company, no holder of five percent (5%) or more of its securities, is currently under investigation by any federal or state regulatory authority for any violation of federal or state securities laws.

The Issuer does not meet the definition of a shell corporation and we have been advised by the Issuer that it never met the definition of a shell in the past.

OTC Markets Group, Inc. ("OTC Markets") may rely on this opinion in determining whether the Company has made adequate current information publicly available within the meaning of Rule 144(c)(2) of the Act.

Subject to the foregoing, I am of the opinion that:

1. The Information constitutes adequate current public information concerning the Company's securities and the company within the meaning of Rule 144(c)(2).
2. The Information is available within the meaning of Rule 144(c)(2).
3. The Information includes all of the information that a broker – dealer would be required to obtain from the Issuer to publish a quotation for Company's securities under Rule 15c2-11 under the Exchange Act.
4. The Information complies as to form with the Pink OTC Markets Guidelines for Providing Adequate Current Information.
5. The Information has been posted through the OTC Disclosure & News Services.

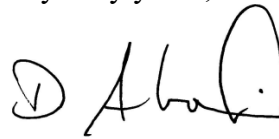
The undersigned attorney is permitted to practice before the Securities and Exchange Commission and has not been prohibited from practice thereunder, nor has been at any time during the last five years and is not currently under investigation by any federal or state regulatory authority. I do not beneficially own any shares of the Company's securities. I have not received, nor have an agreement to receive in the future, any shares of the Company's securities, in payment for my services. The undersigned attorney has not been suspended or barred from practicing in any state of jurisdiction, not has been at any time during the last five years and is not, nor has been charged in a civil or criminal case.

The undersigned attorney is a resident of the State of Israel and is admitted to practice law in the State of New York. The opinions expressed herein are in reference to the laws of the United

Sates. The opinion is limited solely to the laws of the United States of America. This opinion speaks only of the above date and is based solely on the facts and circumstances known to me as of such date. In rendering this opinion, I assume no obligation to revise, update or supplement this opinion in response to any subsequent factual or legal developments.

This opinion is rendered solely to OTC Markets and no person other than OTC Markets is entitled to rely upon it. However, I grant OTC Markets full and complete permission and rights to publish this opinion through the OTC Disclosure & News Service for viewing by the public and regulators.

Very truly yours,

A handwritten signature in black ink, appearing to read "D. Aboudi". The signature is written in a cursive style with a large, looped initial "D" and a distinct "A" followed by "boudi".

David Aboudi, Esq.