

Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines

Priority Aviation, Inc.

14333 Preston Road, #904 Dallas, TX 75254

214-210-2618

<https://www.pjet-info.com/>

info@pjet-info.com

SIC Code 2833

Annual Report

For the period ending 12/31/2022 (the "Reporting Period")

Outstanding Shares

The number of shares outstanding of our Common Stock was:

980,108,104 as of 12/31/2022

980,108,104 as of 12/31/2022

Shell Status

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

Yes: ☐ No: ☒

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

Yes: ☐ No: ☒

Change in Control

Indicate by check mark whether a Change in Control⁵ of the company has occurred over this reporting period:

Yes: ☐ No: ☒

⁵ "Change in Control" shall mean any events resulting in:

- (i) Any "person" (as such term is used in Sections 13(d) and 14(d) of the Exchange Act) becoming the "beneficial owner" (as defined in Rule 13d-3 of the Exchange Act), directly or indirectly, of securities of the Company representing fifty percent (50%) or more of the total voting power represented by the Company's then outstanding voting securities;
- (ii) The consummation of the sale or disposition by the Company of all or substantially all of the Company's assets;
- (iii) A change in the composition of the Board occurring within a two (2)-year period, as a result of which fewer than a majority of the directors are directors immediately prior to such change; or
- (iv) The consummation of a merger or consolidation of the Company with any other corporation, other than a merger or consolidation which would result in the voting securities of the Company outstanding immediately prior thereto continuing to represent (either by remaining outstanding or by being converted into voting securities of the surviving entity or its parent) at least fifty percent (50%) of the total voting power represented by the voting securities of the Company or such surviving entity or its parent outstanding immediately after such merger or consolidation.

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

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

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 NuM

The state of incorporation or registration of the issuer and of each of its predecessors (if any) during the past five years; Please also include the issuer's current standing in its state of incorporation (e.g. active, default, inactive):

Priority Aviation, Inc. (the "Company") is organized under the laws of Wyoming and is currently in good standing. Previously, the Company was incorporated in the State of Nevada.

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

None

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

None

The address(es) of the issuer's principal executive office:

14333 Preston Road, #904 Dallas, TX 75254

The address(es) of the issuer's principal place of business:

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

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

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

2) Security Information

Transfer Agent

Name: Pacific Stock Transfer Co.

Phone: 800-785-7782

Email: paul@pacificstocktransfer.com

Address: 6725 Via Austi Parkway, Suite 300 Las Vegas, NV 89119

Publicly Quoted or Traded Securities:

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

Trading symbol:	PJET	
Exact title and class of securities outstanding:	<u>Common</u>	
CUSIP:	<u>74273F101</u>	
Par or stated value:	<u>.001</u>	
Total shares authorized:	<u>2,000,000,000</u>	<u>as of date: 12/31/2022</u>
Total shares outstanding:	<u>980,108,104</u>	<u>as of date: 12/31/2022</u>
Total number of shareholders of record:	<u>117</u>	<u>as of date: 12/31/2022</u>

All additional class(es) of publicly quoted or traded securities (if any):

Trading symbol:	<u>N/A</u>	
Exact title and class of securities outstanding:	<u> </u>	
CUSIP:	<u> </u>	
Par or stated value:	<u> </u>	
Total shares authorized:	<u> </u>	<u>as of date: _____</u>
Total shares outstanding:	<u> </u>	<u>as of date: _____</u>
Total number of shareholders of record:	<u> </u>	<u>as of date: _____</u>

Trading symbol:	<u>N/A</u>	
Exact title and class of securities outstanding:	<u> </u>	
CUSIP:	<u> </u>	
Par or stated value:	<u> </u>	
Total shares authorized:	<u> </u>	<u>as of date: _____</u>
Total shares outstanding:	<u> </u>	<u>as of date: _____</u>
Total number of shareholders of record:	<u> </u>	<u>as of date: _____</u>

Other classes of authorized or outstanding equity securities:

The goal of this section is to provide a clear understanding of the share information for its other classes of authorized or outstanding equity securities (e.g. preferred shares). Use the fields below to provide the information, as applicable, for all other authorized or outstanding equity securities.

Exact title and class of the security:	<u>Series A Preferred</u>	
CUSIP (if applicable):	<u>N/A</u>	
Par or stated value:	<u>.001</u>	
Total shares authorized:	<u>6,000</u>	<u>as of date: 12/31/2022</u>
Total shares outstanding (if applicable):	<u>2,056</u>	<u>as of date: 12/31/2022</u>
Total number of shareholders of record (if applicable):	<u>1</u>	<u>as of date: 12/31/2022</u>

Exact title and class of the security:	<u>Series B Preferred</u>	
CUSIP (if applicable):	<u>N/A</u>	
Par or stated value:	<u>.001</u>	
Total shares authorized:	<u>100,000</u>	<u>as of date:12/31/2022</u>
Total shares outstanding (if applicable):	<u>0</u>	<u>as of date:12/31/2022</u>
Total number of shareholders of record (if applicable):	<u>0</u>	<u>as of date:12/31/2022</u>

Exact title and class of the security:	<u>Series C Preferred</u>	
CUSIP (if applicable):	<u>N/A</u>	
Par or stated value:	<u>.001</u>	
Total shares authorized:	<u>12,000,000</u>	<u>as of date:12/31/2022</u>
Total shares outstanding (if applicable):	<u>0</u>	<u>as of date:12/31/2022</u>
Total number of shareholders of record (if applicable):	<u>0</u>	<u>as of date:12/31/2022</u>

Exact title and class of the security:	<u>Series D Preferred</u>	
CUSIP (if applicable):	<u>N/A</u>	
Par or stated value:	<u>.001</u>	
Total shares authorized:	<u>25,000</u>	<u>as of date:12/31/2022</u>
Total shares outstanding (if applicable):	<u>0</u>	<u>as of date:12/31/2022</u>
Total number of shareholders of record (if applicable):	<u>0</u>	<u>as of date:12/31/2022</u>

Exact title and class of the security:	<u>Series E Preferred</u>	
CUSIP (if applicable):	<u>N/A</u>	
Par or stated value:	<u>.001</u>	
Total shares authorized:	<u>25,000</u>	<u>as of date:12/31/2022</u>
Total shares outstanding (if applicable):	<u>0</u>	<u>as of date:12/31/2022</u>
Total number of shareholders of record (if applicable):	<u>0</u>	<u>as of date:12/31/2022</u>

Exact title and class of the security:	<u>Series F Preferred</u>	
CUSIP (if applicable):	<u>N/A</u>	
Par or stated value:	<u>.001</u>	
Total shares authorized:	<u>1,000</u>	<u>as of date:12/31/2022</u>
Total shares outstanding (if applicable):	<u>0</u>	<u>as of date:12/31/2022</u>
Total number of shareholders of record (if applicable):	<u>0</u>	<u>as of date:12/31/2022</u>

Security Description:

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

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

Each holder of record of Common Stock shall have the right to one vote for each share of Common Stock registered in their name on the books of the Corporation on all matters submitted to a vote of shareholders except as the right to exercise such vote may be limited by the series of Preferred Stock established hereunder. The holders of Common Stock shall be entitled to such dividends as may be declared by the Board of Directors from time to time, provided that required dividends, if any, on the Preferred Stock have been paid or provided for. In the event of the liquidation, dissolution, or winding up, whether voluntary or involuntary of the Corporation, the assets, and funds of the Corporation available for distribution to shareholders and remaining after the payment to holders of Preferred Stock of the amounts (if any) to which they are entitled, shall be divided, and paid to the holders of the Common Stock according to their respective shares.

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

Series A Preferred Stock – There are 6,000 shares of Series A preferred stock authorized.

The holders of the Class A Preferred Stock own 51% of the voting power of the shareholders vote of the Company. Accordingly, the Company classifies its Series A preferred stock as equity in the accompanying consolidated balance sheet, as the instrument holds majority (51%) voting rights in Company decisions and thus is characterized more akin to an equity instrument.

Series B Preferred Stock - There are 100,000 shares of Series B preferred stock authorized, par value 0.001 per share. There are no shares of Series B preferred stock outstanding.

Series C Preferred Stock - There are 12,000,000 shares of Series C preferred stock authorized. Each share of Series C preferred stock is convertible into one share of our common stock. The Series C preferred stock is non-interest bearing, does not have voting rights, and is not entitled to receive dividends. In the event of liquidation, each share of Series C preferred stock will automatically convert into one share of our common stock and will otherwise not be entitled to any preference over shares of our common stock or any shares of our preferred stock. Shares of Series C preferred stock are entitled to name two members of our board of directors.

Series D Preferred Stock - There are 25,000 shares of Series D preferred stock authorized. Shares of Series D preferred stock are entitled to participate, on an as-converted basis, in any dividends declared on the common stock. Each share is entitled to vote with the Common Stock the basis of one vote per share.

The number of shares into which one share of Series D preferred stock is convertible will be determined by dividing the "Stated Value" (equal to \$100) by Conversion Price at that time. The "Conversion Price" adjusted for the reverse split is \$2 (subject to adjustment in the event of stock splits, combinations and stock dividends).

Series E Preferred Stock - There are 25,000 shares of Series E preferred stock authorized. Shares of Series E preferred stock may, at the option of the holder, be converted into shares of common stock at the conversion rate in effect at the time of conversion. Each share is entitled to vote with the Common Stock the basis of one vote per share. The number of shares into which one share of Series E preferred stock is convertible will be determined by dividing the "Stated Value" (equal to \$100) by Conversion Price at that time. The "Conversion Price" adjusted for the reverse split is \$2 (subject to adjustment in the event of stock splits, combinations and stock dividends).

Series F Preferred Stock – There are 1,000 shares of Series F preferred stock authorized, par value 0.001 per share. There are no shares of Series F preferred stock outstanding.

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

None

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

None

3) Issuance History

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

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

A. Changes to the Number of Outstanding Shares

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

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

Shares Outstanding as of Second Most Recent Fiscal Year End: <div>Opening Balance</div>			*Right-click the rows below and select "Insert" to add rows as needed.						
Date <u>12/31/2019</u> Common: <u>752,305,734</u> Preferred: <u>2056</u>									
Date of Transaction	Transaction type (e.g., new issuance, cancellation, shares returned to treasury)	Number of Shares Issued (or cancelled)	Class of Securities	Value of shares issued (\$/per share) at Issuance	Were the shares issued at a discount to market price at the time of issuance? (Yes/No)	Individual/ Entity Shares were issued to. *You must disclose the control person(s) for any entities listed.	Reason for share issuance (e.g. for cash or debt conversion) - OR- Nature of Services Provided	Restricted or Unrestricted as of this filing.	Exemption or Registration Type.
<u>10/01/2021</u>	<u>New Issuance</u>	<u>7,000,000</u>	<u>Common</u>	<u>.0005</u>	<u>Yes</u>	<u>Blue Citi, LLC (Rob Malin)</u>	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>144</u>
<u>11/3/2021</u>	<u>New Issuance</u>	<u>30,000,000</u>	<u>Common</u>	<u>.0005</u>	<u>Yes</u>	<u>Blue Citi, LLC (Rob Malin)</u>	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>144</u>
<u>12/01/2021</u>	<u>New Issuance</u>	<u>40,000,000</u>	<u>Common</u>	<u>.0005</u>	<u>Yes</u>	<u>Blue Citi, LLC (Rob Malin)</u>	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>144</u>
<u>3/10/2022</u>	<u>New Issuance</u>	<u>150,802,370</u>	<u>Common</u>	<u>.001</u>	<u>Yes</u>	<u>Thilo Duncker</u>	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>144</u>

Shares Outstanding on Date of This Report:	
Ending Balance:	Ending Balance
Date <u>12/31/2022</u>	Common: <u>980,108,104</u>
	Preferred: <u>2056</u>

Example: A company with a fiscal year end of December 31st, in addressing this item for its Annual Report, would include any events that resulted in changes to any class of its outstanding shares from the period beginning on January 1, 2021 through December 31, 2022 pursuant to the tabular format above.

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

N/A

B. Promissory and Convertible Notes

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

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

Date of Note Issuance	Outstanding Balance (\$)	Principal Amount at Issuance (\$)	Interest Accrued (\$)	Maturity Date	Conversion Terms (e.g. pricing mechanism for determining conversion of instrument to shares)	Name of Noteholder. <small>*You must disclose the control person(s) for any entities listed.</small>	Reason for Issuance (e.g. Loan, Services, etc.)
<u>10/01/2017</u>	<u>522,062</u>	<u>500,000</u>	<u>211,364.</u>	<u>8/31/2021</u>	<u>50% of lowest price in last 20 days</u>	<u>Randell Torno</u>	<u>Acquisition</u>
<u>6/7/2022</u>	<u>42,398</u>	<u>42,398</u>	<u>-0-</u>	<u>6/7/2023</u>	<u>None</u>	<u>SMEA2Z (Philip Verges)</u>	<u>Loan</u>

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

In 2017, the Company entered into a convertible note payable in the amount of \$500,000, to complete the acquisition of the assets of Telluride Health Company. This note carries an 8% interest rate and matures August 31, 2021, which was extended to August 31, 2023. At December 31, 2022, the principal balance of this note is \$310,698 with accrued interest of \$211,364.

4) Issuer's Business, Products and Services

The purpose of this section is to provide a clear description of the issuer's current operations.
(Please ensure that these descriptions are updated on the Company's Profile on www.otcmarkets.com).

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

The company is a technology company developing applications designed to enhance student life. The central application that connects the community local to a university with students by facilitating the advertisement by property owners of real estate available for student rental.

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

Telluride Health Company

C. Describe the issuers' principal products or services.

The company is a technology company developing applications designed to enhance student life. The central application that connects the community local to a university with students by facilitating the advertisement by property owners of real estate available for student rental.

5) **Issuer's Facilities**

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

In responding to this item, please clearly describe the assets, properties or facilities of the issuer, 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 others also own the 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 Company maintains its executive offices at 14333 Preston Rd., #904 Dallas, TX 75254. The space is provided at no charge by the company's CEO.

6) **Officers, Directors, and Control Persons**

Using the table below, please provide information, as of the period end date of this report, regarding any officers, or directors of the company, individuals or entities controlling more than 5% of any class of the issuers securities, or any person that performs a similar function, regardless of the number of shares they own. **If any insiders listed are corporate shareholders or entities, provide the name and address of the person(s) beneficially owning or controlling such corporate shareholders, or the name and contact information (City, State) of an individual representing the corporation or entity in the note section.**

Include Company Insiders who own any outstanding units or shares of any class of any equity security of the issuer.

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

Names of All Officers, Directors and Control Persons	Affiliation with Company (e.g. Officer Title /Director/Owner of more than 5%)	Residential Address (City / State Only)	Number of shares owned	Share type/class	Ownership Percentage of Class Outstanding	Names of control person(s) if a corporate entity
<u>Steven B. Rash</u>	<u>CEO/Board Member</u>	<u>Dallas, TX</u>	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>
<u>ACI Conglomerated</u>	<u>N/A</u>	<u>Dallas, TX</u>	<u>2056</u>	<u>Preferred A</u>	<u>100%</u>	<u>Series A Preferred Controls 51% Common; Steven B. Rash is Managing Member of ACI</u>

7) Legal/Disciplinary History

A. Identify whether any of the persons or entities listed above have, in the past 10 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

B. Describe briefly any material pending legal proceedings, other than ordinary routine litigation incidental to the business, to which the issuer or any of its subsidiaries is a party or of which any of their property is the subject. Include the name of the court or agency in which the proceedings are pending, the date instituted, the principal parties thereto, a description of the factual basis alleged to underlie the proceeding and the relief sought. Include similar information as to any such proceedings known to be contemplated by governmental authorities.

None

8) Third Party Service Providers

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

Securities Counsel (must include Counsel preparing Attorney Letters).

Name:	<u>David Aboudi, Esq</u>
Address 1:	<u>745 Fifth Avenue, Suite 500</u>
Address 2:	<u>New York, NY 10151</u>
Phone:	<u>(646) 768-4285</u>
Email:	<u>david@aboudilegal.com</u>

Accountant or Auditor

Name: Michael K. Fish
Firm: MICHAEL K FISH CPA PA
Address 1: 7700 N Kendall Dr. #405
Address 2: Miami, FL 33156
Phone: 305-279-8484
Email: mike@mkfishcpa.com

Investor Relations

Name: N/A
Firm: _____
Address 1: _____
Address 2: _____
Phone: _____
Email: _____

All other means of Investor Communication:

Twitter: N/A
Discord: N/A
LinkedIn: N/A
Facebook: N/A
[Other] N/A

Other Service Providers

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

Name: Dr. Barry A. Ginsberg
Nature of Services: Consulting
Address 1: 1825 NW Corporate Blvd. Suite 110
Address 2: Boca Raton, FL 33431
Phone: 561-807-8812
Email: bagins@bellsouth.net

9) Financial Statements

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

☐ IFRS
☒ U.S. GAAP

B. The following financial statements were prepared by (name of individual)⁶:

Name: **Michael K. Fish**

Title: **CPA**

Relationship to Issuer: **Accountant**

Describe the qualifications of the person or persons who prepared the financial statements: **Mr. Fish has over five years of business experience in the financial sector and had provided accounting and financial consulting services to private companies.**

Provide the following financial statements for the most recent fiscal year or quarter. For the initial disclosure statement (qualifying for Pink Current Information for the first time) please provide reports for the two previous fiscal years and any subsequent interim periods.

- a. Audit letter, if audited;
- b. Balance Sheet;
- c. Statement of Income;
- d. Statement of Cash Flows;
- e. Statement of Retained Earnings (Statement of Changes in Stockholders' Equity)
- f. Financial Notes

Important Notes:

- Financial statements must be "machine readable". Do not publish images/scans of financial statements.
- All financial statements for a fiscal period must be published together with the disclosure statement in one Annual or Quarterly Report.

10) Issuer Certification

Principal Executive Officer:

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

The certifications shall follow the format below:

I, Steven B. Rash certify that:

1. I have reviewed this Disclosure Statement for 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.

⁶ The financial statements requested pursuant to this item must be prepared in accordance with US GAAP or IFRS and by persons with sufficient financial skills.

04/15/2023 [Date]

/s/ Steven B. Rash [CEO's Signature]

(Digital Signatures should appear as "/s/ [OFFICER NAME]")

Principal Financial Officer:

I, Steven B. Rash certify that:

1. I have reviewed this Disclosure Statement for 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.

04/15/2023 [Date]

/s/ Steven B. Rash [CFO's Signature]

(Digital Signatures should appear as "/s/ [OFFICER NAME]")

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Priority Aviation, Inc.
Balance Sheet
December 31,
(Unaudited)

	<u>2022</u>	<u>2021</u>
ASSETS		
CURRENT ASSETS		
Cash	\$ 26,871	\$ 26,871
Total current assets	<u>26,871</u>	<u>26,871</u>
OTHER ASSETS		
Goodwill, net of accumulated amortization	<u>299,373</u>	<u>330,965</u>
Total other assets	<u>299,373</u>	<u>330,965</u>
Total Assets	<u><u>\$ 326,244</u></u>	<u><u>\$ 357,836</u></u>
LIABILITIES AND STOCKHOLDERS' DEFICIT		
CURRENT LIABILITIES		
Accounts payable and accrued expenses	\$ 1,650,250	\$ 1,350,000
Third party advances	459,493	175,624
Short term note payable	42,398	-
Convertible debt, including accrued interest	<u>522,062</u>	<u>641,103</u>
Total current liabilities	<u>2,674,203</u>	<u>2,166,727</u>
Commitments and Contingencies	-	-
STOCKHOLDERS' DEFICIT		
Preferred stock, Series A, \$0.001 par value, authorized 6,000 shares, 2,056 and 2,056 shares issued and outstanding	2	2
Preferred stock, Series B, \$0.001 par value, authorized 100,000 shares, 0 and 0 shares issued and outstanding	-	-
Preferred stock, Series C, \$0.001 par value, authorized 12,000,000 shares, 0 and 0 shares issued and outstanding	-	-
Preferred stock, Series D, \$0.001 par value, authorized 25,000 shares, 0 and 0 shares issued and outstanding	-	-
Preferred stock, Series E, \$0.001 par value, authorized 25,000 shares, 0 and 0 shares issued and outstanding	-	-
Preferred stock, Series F, \$0.001 par value, authorized 1,000 shares, 0 and 0 shares issued and outstanding	-	-
Common stock, \$0.001 par value, authorized 1,000,000,000; 980,108,104 and 829,305,734 shares issued and outstanding	980,108	829,306
Additional paid-in capital	(13,434,667)	(13,434,667)
Retained earnings	<u>10,106,598</u>	<u>10,796,468</u>
Total stockholders' deficit	<u>(2,347,959)</u>	<u>(1,808,891)</u>
Total Liabilities and Stockholders' Deficit	<u><u>\$ 326,244</u></u>	<u><u>\$ 357,836</u></u>

Priority Aviation, Inc.
Statements of Operations
Year ended December 31,
(unaudited)

	<u>2022</u>	<u>2021</u>
REVENUES, net	\$ -	\$ -
OPERATING EXPENSES:		
General and administrative	326,516	175,624
Compensation expense	<u>300,000</u>	<u>300,000</u>
Total expenses	<u>626,516</u>	<u>475,624</u>
Net loss before other income (loss)	(626,516)	(475,624)
OTHER INCOME (EXPENSE)		
Interest expense	(31,762)	(39,603)
Amortization of goodwill	<u>(31,592)</u>	<u>(31,592)</u>
Total other income (expense)	<u>(63,354)</u>	<u>(71,195)</u>
Net income (loss)	<u>\$ (689,870)</u>	<u>\$ (546,819)</u>
Income (loss) per weighted average common share	<u>\$ (0.001)</u>	<u>\$ (0.001)</u>
Number of weighted average common shares outstanding	<u>952,839,730</u>	<u>760,360,734</u>

Priority Aviation, Inc.
Statement of Stockholders' Deficit
(Unaudited)
Year ended December 31

	Number of Shares		Par Value		Additional		Total
	Common	Preferred Series A	Common	Preferred Series A	Paid-in Capital	Retained Earnings	Deficiency in Stockholders' Equity
BALANCE , January 1, 2021	752,305,734	2,056	\$ 752,306	\$2	\$ (13,396,167)	\$ 11,343,287	\$ (1,300,542)
Common shares issued to convert debt	77,000,000	-	77000	-	(38,500)	-	38,500
Net loss	-	-	-	-	-	(546,819)	(546,819)
BALANCE , December 31, 2021	829,305,734	2,056	829,306	2	(13,434,667)	10,796,468	(1,808,861)
Common shares issued to convert debt	150,802,370	-	150,802	-	-	-	150,802
Net loss	-	-	-	-	-	(689,870)	(689,870)
BALANCE , December 31, 2022	<u>980,108,104</u>	<u>2,056</u>	<u>\$ 980,108</u>	<u>\$2</u>	<u>\$ (13,434,667)</u>	<u>\$ 10,106,598</u>	<u>\$ (2,347,929)</u>

Priority Aviation, Inc.
Statements of Cash Flows
Year ended December 31,
(Unaudited)

	<u>2022</u>	<u>2021</u>
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net loss	\$(689,870)	\$(546,819)
Adjustments to reconcile net loss to net cash used in operating activities:		
Amortization of goodwill	31,592	31,592
Changes in operating assets and liabilities		
Increase (decrease) in accounts payable and accrued expenses	626,516	475,624
Increase (decrease) in accrued interest	<u>31,762</u>	<u>39,603</u>
Net cash provided (used) by operating activities	<u>-</u>	<u>-</u>
CASH FLOWS FROM INVESTING ACTIVITIES:	-	-
CASH FLOWS FROM FINANCING ACTIVITIES:	-	-
Net increase (decrease) in cash	<u>-</u>	<u>-</u>
CASH, beginning of period	<u>26,871</u>	<u>26,871</u>
CASH, end of period	<u><u>\$ 26,871</u></u>	<u><u>\$ 26,871</u></u>
SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION:		
Interest paid in cash	<u><u>\$ 0</u></u>	<u><u>\$ 0</u></u>
Taxes paid in cash	<u><u>\$ 0</u></u>	<u><u>\$ 0</u></u>
Non-Cash Financing Activities:		
Common shares issued to convert debt	<u><u>\$ 150,802</u></u>	<u><u>\$ 38,500</u></u>

Priority Aviation, Inc.
Notes To Financial Statements
(Unaudited)

NOTE 1 - NATURE OF OPERATIONS

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, the Company changed its name to Priority Aviation, Inc.

In 2017, the Company elected to exit its business and divested its subsidiaries in exchange for the acquirer's assumption of the net liabilities. The Company recorded a net \$17 million gain from this divestiture. The Company also acquired the business assets of Telluride Health Company, (THC), in exchange for a \$500,000 convertible note payable.

The Company is working to develop the business model acquired from THC - designer bong waters. It is negotiating with several suppliers to contract for the production and bottling of these waters and drop-ship on behalf of the Company. The Company is also marketing the waters to a variety of wholesale and retail outlets.

NOTE 2 - BASIS OF PRESENTATION

a) Statement of Compliance: The Company's financial statements have been prepared in accordance with accounting principles generally accepted in the United States ("GAAP") as issued by the Financial Accounting Standards Board ("FASB").

b) Basis of Measurement: The Company's financial statements have been prepared on the historical cost basis.

c) Use of Estimates: The preparation of financial statements in conformity with generally accepted accounting principles in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the financial statement date and the reported amounts of revenues and expenses during the reporting period. The Company regularly evaluates estimates and assumptions related to the useful life and recoverability of long-lived assets, fair value of convertible notes payable and derivative liabilities. The Company bases its estimates and assumptions on current facts, historical experience and various other factors that it believes to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying value of assets and liabilities and the accrual of costs and expenses that are not readily apparent from other sources. The actual results experienced by the Company may differ materially and adversely from the Company's estimates. To the extent there are material differences between estimates and the actual results, future results of operations will be affected.

NOTE 3 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The following summarize the more significant accounting and reporting policies and practices of the Company:

a) Revenue recognition: The Company adopted Accounting Standards Codification ("ASC") 606, Revenue From Contracts With Customers. This revenue recognition standard has a five step process: a) Determine whether a contract exists; b) Identify the performance obligations; c) Determine the transaction price; d) Allocate the transaction price; and e) Recognize revenue when (or as) performance obligations are satisfied.

Priority Aviation, Inc.
Notes To Financial Statements
(Unaudited)

NOTE 3 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES, continued

b) Stock compensation for services rendered: The Company may issue shares of common stock in exchange for services rendered. The costs of the services are valued according to generally accepted accounting principles and have been charged to operations.

c) Net income (loss) per share: Basic loss per share is computed by dividing the net income (loss) by the weighted average number of common shares outstanding during the period.

d) Property and equipment: All property and equipment are recorded at cost and depreciated over their estimated useful lives, using the straight-line method. Upon sale or retirement, the cost and related accumulated depreciation are eliminated from their respective accounts, and the resulting gain or loss is included in the results of operations. Repairs and maintenance charges, which do not increase the useful lives of the assets, are charged to operations as incurred.

e) Income Taxes: Provisions for income taxes are based on taxes payable or refundable for the current year and deferred taxes on temporary differences between the amount of taxable income and pretax financial income, and between the tax bases of assets and liabilities and their reported amounts in the financial statements. Deferred tax assets and liabilities are included in the consolidated financial statements at currently enacted income tax rates applicable to the period in which the deferred tax assets and liabilities are expected to be realized or settled as prescribed in FASB ASC 740. As changes in tax laws or rates are enacted, deferred tax assets and liabilities are adjusted through the provision for income taxes.

Tax positions initially need to be recognized in the financial statements when it is more-likely-than-not the positions will be sustained upon examination by the tax authorities.

f) Cash and equivalents: For purposes of the statement of cash flows, the Company considers all highly liquid investments with maturity of three months or less when purchased to be cash equivalents.

g) Financial Instruments: Financial Accounting Standards Board's (FASB) Accounting Standards Codification (ASC) 825, Disclosures about Fair Value of Financial Instruments, requires disclosures of the fair value of financial instruments. The carrying value of the Company's current financial instruments, which include cash and cash equivalents, accounts receivable, accounts payable and accrued liabilities and shareholder loan, approximates their fair values because of the short-term maturities of these instruments.

h) Measurement: The Company initially measures its financial instrument at fair value, except for certain non-arm's length transactions.

The Company subsequently measures all its financial assets and financial liabilities at amortized cost, except for investments in equity instruments that are quoted in an active market, which are measured at fair value. Changes in fair value are recognized in earnings for the period in which they occur.

Financial liabilities include accounts payable and accrued liabilities.

i) Impairment: Financial assets measured at cost are tested for impairment when there are indicators of impairment. The amount of the write-down is recognized in earnings for the period. The previously recognized impairment loss may be reversed to the extent of the improvement, directly or by adjusting the allowance account, provided it is no greater than the amount that would have been reported at the date of the reversal had the impairment not been recognized previously. The amount of the reversal is recognized in earnings for the period.

Priority Aviation, Inc.
Notes To Financial Statements
(Unaudited)

NOTE 3 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

j) Impairment of Long-Lived Assets: A long-lived asset is tested for impairment whenever events or changes in circumstances indicate that its carrying value amount may not be recoverable. An impairment loss is recognized when the carrying amount of the asset exceeds the sum of the undiscounted cash flows resulting from its use and eventual disposition. The impairment loss is measured as the amount by which the carrying amount of the long-lived assets exceeds its fair value.

k) Related Party Transactions: All transactions with related parties are in the normal course of operations and are measured at the exchange amount.

l) Intangible Assets The useful life of intangible assets is assessed as either finite or indefinite. Following the initial recognition, intangible assets are carried at cost less any accumulated amortization and accumulated impairment losses, if any.

Intangible assets with finite useful lives are carried at cost less accumulated amortization. Amortization is calculated using the straight line method over the estimated useful lives.

Intangible assets with indefinite useful lives are not amortized, but are tested for impairment annually. The assessment of indefinite life is reviewed annually to determine whether the indefinite life continues to be supportable. If not, the change in useful life from indefinite to finite is made on a prospective basis. If impairment indicators are present, these assets are subject to an impairment review. Any loss resulting from impairment of intangible assets is expensed in the period the impairment is identified.

n) Recent Accounting Pronouncements: Other recent accounting pronouncements issued by the FASB (including its Emerging Issues Task Force), the American Institute of Certified Public Accountants, and the SEC did not, or are not believed by management to, have a material impact on the Company's present or future financial position, results of operations or cash flows.

NOTE 4 - GOING CONCERN

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. The Company's financial position and operating results raise substantial doubt about the Company's ability to continue as a going concern, as reflected by the net loss of \$0.7 million for the year ended December 31, 2022 and \$2.6 million negative working capital. The ability of the Company to continue as a going concern is dependent upon commencing operations, developing sales and obtaining additional capital and financing. The financial statements do not include any adjustments that might be necessary if the Company is unable to continue as a going concern. The Company is currently seeking additional capital to allow it to begin its planned operations

NOTE 5 - CONVERTIBLE LOAN

In 2017, the Company entered into a convertible note payable in the amount of \$500,000, to complete the acquisition of the assets of Telluride Health Company. This note carries an 8% interest rate and matures August 31, 2021, which was extended to August 31, 2023. At December 31, 2022, the principal balance of this note is \$310,698 with accrued interest of \$211,364.

NOTE 6 - THIRD PARTY ADVANCES

A third party has advanced \$459,494 to the Company, through December 31, 2022, by virtue of paying expenses of the Company as they were incurred. These advances have no stated interest rate nor any stated maturity.

Priority Aviation, Inc.
Notes To Financial Statements
(Unaudited)

NOTE 7 - SHORT TERM NOTE PAYABLE

During the year ended December 31, 2022, a third party loaned the Company \$42,398. This note carries no stated interest rate and a maturity date of June 7, 2023.

NOTE 8 – STOCKHOLDERS EQUITY

The Company is authorised to issue 1,000,000,000 shares of \$0.001 par value common stock and 6,000 shares of \$0.001 par value preferred stock Series A, 100,000 shares of preferred Series B, 12,000,000 shares of Series C, 25,000 shares of Series D, 25,000 shares of Series E and 1,000 shares of Series F. The holders of the Class A Preferred Stock own 51% of the voting power of the shareholders vote of the Company.

At December 31, 2022 and 2021, the Company had 980,108,104 and 829,305,734, respectively, shares of common stock issued and outstanding. At December 31, 2022 and 2021, the Company had 2,056 shares of Series A preferred stock issued and outstanding.

In the first quarter 2022 the Company issued 150,802,370 shares of common stock to convert \$150,802 of the convertible note.

In the fourth quarter 2021 the Company issued 77,000,000 shares of common stock to convert \$38,500 of the convertible note.

NOTE 9 - COMMITMENTS AND CONTINGENCIES

a) Legal Matters: From time to time, we may be involved in litigation relating to claims arising out of our operations in the normal course of business. As of December 31, 2022, there were no pending or threatened lawsuits that could reasonably be expected to have a material effect on the results of our operations.

NOTE 10 - COVID-19 and VARIANTS

The full extent to which the COVID-19 pandemic may directly or indirectly impact our business, results of operations and financial condition, will depend on future developments that are uncertain, including as a result of new information that may emerge concerning COVID-19 and the actions taken to contain it or treat COVID-19, as well as the economic impact on local, regional, national and international customers and markets. We have made estimates of the impact of COVID-19 within our financial statements, and although there is currently no major impact, there may be changes to those estimates in future periods.