

Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines

CAVU Resources Inc.

DBA/ParagonX Holdings, Inc.

320 S Boston Ave Suite 1020 Tulsa, OK 74103

918 984 2410 www.paragonholdings.com

SIC SICCODE 7374

Quarterly Report

For the Period Ending: March 31, 2025
(the "Reporting Period")

Outstanding Shares

The number of shares outstanding of our Common Stock was: 1,671,469,678
as of March 31, 2024

The number of shares outstanding of our Common Stock was 1,681,469,678
as of March 31, 2025

Shell Company

Indicate by check mark whether the company is a shell company (as defined in Rule 405 of the Securities Act of 1933 and Rule 12b-2 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 of Control

Indicate by check mark whether a Change in Control¹ of the company has occurred over this reporting period:

¹ "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.

Yes: No: X

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.

The Company was originally incorporated under the laws of the state of Nevada on August 23, 1995. The Company was originally incorporated as Magic Lantern Group, Inc. on August 23, 1995.

The Company changed its name to CasinoBuilders.com, Inc. on May 13, 1999.

The Company changed its name to Proximity Digital Networks, Inc. on October 16, 2001. The

Company changed its name to Proximity, Inc. on January 3, 2005.

The Company changed its name to CAVU Resources, Inc. on April 27, 2009. The

Company changed its name to LiveToBeHappy, Inc. on June 6, 2021.

The Company changed its name to ParagonX Holdings, Inc. on February 1, 2023.

The Company was originally incorporated under the laws of the state of Nevada on August 23, 1995. The Company is in good standing with the state of Nevada. The Company's establishing its corporate headquarters in Tulsa, Oklahoma.

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:

The company merged with ParagonX Holdings, LLC and revised its Articles of Incorporation, changing its name to ParagonX Holdings, Inc. The company is working diligently to up-list and is evaluating several proposals it has received that would provide much-needed capital for the business.

The company entered into an agreement with Daniel Ruhl to acquire 100% of the membership interests in Ruhl Construction, LLC, Precision Project Management, LLC, and Asher Homes, LLC. The transaction, effective July 1, 2023, was executed in exchange for preferred stock, a promissory note, specific officer resignations, and the divestiture of several entities.

To fulfill its obligations, the company agreed to divest Sinacori Builders, LLC and several other less material subsidiaries. The company entered into a divestiture agreement under which Russ Sinacori repurchased these businesses in exchange for preferred stock and additional terms outlined in the agreement.

Earlier in the year, the company also divested Growing Together Academy as part of a separation agreement with Bob Silver, the former Chairman.

The acquisition and divestiture decisions made by the Board of Directors were based on representations and warranties that Ruhl Construction was generating over \$50 million in annual revenue and more than \$4.5 million in EBITDA. Subsequently, ParagonX filed a lawsuit in Tulsa County against Daniel Ruhl and the Ruhl companies.

Under a confidential settlement agreement, the parties agreed to unwind the acquisition, and all shares issued to Ruhl Construction were returned to the company's treasury. All related revenues, assets, and liabilities were removed from the financial statements accordingly. The unwinding was initiated at the request of Daniel Ruhl, through his counsel.

In the interest of shareholders, the Board of Directors voted to accept the settlement terms. As part of the settlement, 4.75 million Preferred B shares, including their associated super-voting rights, were returned to the company's treasury.

The company also divested its subsidiaries—AV Rover, Canary Travel, and HRS, LLC—in a settlement that released certain debt obligations. Additionally, these entities agreed to withdraw their settlement claims with EROP, thereby reducing the company's debt burden through the 3(a)(10) exemption for the issuance of free-trading shares.

(i) 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.

The Company repurchased 250,000,000 shares of stock from former executive Robert Silver. These shares were retired in July 2023.

Russ Sinacori and the Sinacori Family Trust returned all Preferred Shares in the Company.

On February 2, 2024, 1,710,000 Preferred B shares were issued to Kevin V. Cox, as Mr. Cox exercised the options granted to him by the Company. These shares were sold to the KVC Dominion Limited Liability Limited Partnership.

On February 24, 2024, 1,600,000 Preferred B shares were issued to Caprino Management, LLC in exchange for the common shares they had acquired and for continuing to work without compensation during the transformation and transition of the Company.

With the shares from Sinacori and Ruhl returned to the treasury, Caprino Management and KVC Dominion Limited Liability Limited Partnership became the de facto voting control holders of the Company. Their respective controlling interests did not change in 2024.

The Company was originally incorporated under the laws of the State of Nevada on August 23, 1995, and remains in good standing with the State. The Company has established its corporate headquarters in Tulsa, Oklahoma.

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:

The company merged with ParagonX Holdings, LLC and revised its Articles of Incorporation, changing the name to ParagonX Holdings, Inc. The company is working diligently to up-list to the OTCQB and is considering several proposals it has received that would provide much-needed capital for the business.

The company is currently seeking acquisition candidates that would complement its existing real estate, construction, and logistics business models.

The company divested Growing Together Academy as part of a separation agreement reached with Bob Silver, the former Chairman of the Company. The Board of Directors also divested Sinacori Builders, LLC and a few other small subsidiaries pursuant to the Ruhl acquisition. When the transaction was litigated and subsequently unwound, the Board, using its business judgment, decided to reject the offer from Sinacori to re-acquire the divested entities.

The company is actively working to consolidate debt, settle with creditors, undo the 3(a)(10) liabilities if possible, and is considering a number of alternatives for capitalization in 2025.

The address(es) of the issuer's principal executive office: **320 S Boston Ave Suite 1020 Tulsa, OK 74103**

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

Check box 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?

Yes: ☐ No: ☒

If this issuer or any of its predecessors have been the subject of such proceedings, please provide additional details in the space below:

N/A

2) Security Information

Transfer Agent

Name: Pacific Stock Transfer Company
Phone: (702) 361-3033
Email: luke@pacificstocktransfer.com
Address: 6725 Via Austin Pkwy, Suite 300
Las Vegas, NV 89119, USA

Is the Transfer Agent registered under the Exchange Act²? Yes: ☒ No: ☐

Trading symbol:	CAVR
Exact title and class of securities outstanding:	COMMON
CUSIP:	14965R 104
Par or stated value:	\$0.0001
Total shares authorized:	2,350,000,000 as of date: March 31, 2025
Total shares outstanding:	1,681,469,678 as of date: March 31, 2025

Number of shares in the Public Float ³ :	1,037,681,846 as of date: March 31, 2025
Total number of shareholders of record:	285 as of date: March 31, 2025

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

None

Other classes of authorized or outstanding equity securities:

See Below:

² To be included in the Pink Current Information tier, the transfer agent must be registered under the Exchange Act.

³ "Public Float" shall mean the total number of unrestricted shares not held directly or indirectly by an officer, director, any person who is the beneficial owner of more than 10 percent of the total shares outstanding (a "control person"), or any affiliates thereof, or any immediate family members of officers, directors and control persons.

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.

Trading symbol:	CAVR	
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 date: March 31, 2025
Total shares outstanding:	0	as of date: March 31, 2025

Trading symbol:	CAVR	
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 date: March 31, 2025
Total shares outstanding:	0	as of date: March 31, 2025
Total shares outstanding:	3,310,000	as of date: March 31, 2025

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.

Common equity has voting rights of 1:1.

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

Preferred A and B have voting rights of 1000 votes per 1 share of preferred. 1 share of preferred converts to 100 shares of common.

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 direct 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

Check this box to indicate there were no changes to the number of outstanding shares within the past two completed fiscal years and any subsequent periods: ☐

Shares Outstanding as of Second Most Recent Fiscal Year End: <u>Opening Balance</u> Date December 31, 2023 Common: 1,472,331,117 Preferred A: 0 Preferred B: 1,710,000									
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 (entities must have individual with voting / investment control disclosed).	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.
6-Apr-21	Issuance	384,616	Common	0.0065	No	Tangela Johnson	Services	Restricted	144 Reg D
6-Apr-21	Issuance	769,231	Common	0.0065	No	Derrick Johnson	Services	Restricted	144 Reg D
6-Apr-21	Issuance	1,428,572	Common	0.007	No	Christopher Shinn	Services	Restricted	144 Reg D
6-Apr-21	Issuance	4,000,000	Common	0.007	No	Wendy Moyer	Services	Restricted	144 Reg D
6-Apr-21	Issuance	714,286	Common	0.007	No	Brett Humphrey	Services	Restricted	144 Reg D
6-Apr-21	Issuance	4,000,000	Common	0.007	No	Kevin Burrell (6)	Services	Restricted	144 Reg D
14-Apr-21	Issuance	150,000	Common	0.02	No	Keith Higgins	Services	Restricted	144 Reg D
14-Apr-21	Issuance	250,000	Common	0.02	No	Teresa Brown	Services	Restricted	144 Reg D
14-Apr-21	Issuance	1,000,000	Common	0.005	No	Angela McClure	Services	Restricted	144 Reg D
14-Apr-21	Issuance	5,000,000	Common	0.005	No	Joe Caprino	Services	Restricted	144 Reg D
14-Apr-21	Issuance	285,715	Common	0.007	No	Tate Boorse	Services	Restricted	144 Reg D
14-Apr-21	Issuance	1,500,000	Common	0.007	No	Wendy Moyer	Services	Restricted	144 Reg D
14-Apr-21	Issuance	4,763,637	Common	0.015	No	James Stock	Services	Restricted	144 Reg D
27-Apr-21	Issuance	250,000	Common	0.02	No	Mitchell Jackson	Services	Restricted	144 Reg D
27-Apr-21	Issuance	250,000	Common	0.02	No	Tyler Nottingham	Services	Restricted	144 Reg D
27-Apr-21	Issuance	250,000	Common	0.02	No	Subba Puttagunta	Services	Restricted	144 Reg D
10-May-21	Issuance	1,000,000	Common	0.05	No	Charles Treviso	Services	Restricted	144 Reg D
1-Jul-21	Issuance	3,400,000	Common	0.05	No	Thomas Resser	Services	Restricted	144 Reg D

1-Jul-21	Issuance	1,760,000	Common	0.05	No	Polly Tetrault	Services	Restricted	144 Reg D
16-Jul-21	Issuance	3,111,111	Common	0.05	No	Dale Fussell	Services	Restricted	144 Reg D
23-Jul-21	Issuance	10,000,000	Common	0.05	No	Sara Ahdidiznab	Services	Restricted	144 Reg D
23-Jul-21	Issuance	5,000,000	Common	0.05	No	Alfia Sinacori	Services	Restricted	144 Reg D
23-Jul-21	Issuance	4,000,000	Common	0.05	No	Adriana Boulton Samuels (2)	Services	Restricted	144 Reg D
23-Jul-21	Issuance	2,000,000	Common	0.05	No	Edward Estridge	Services	Restricted	144 Reg D
16-Aug-21	Issuance	1,000,000	Common	0.05	No	Edward Estridge	Services	Restricted	144 Reg D
30-Sep-21	Issuance	545,455	Common	0.0275	No	Robert Wade Edwards	Cash	Restricted	144 Reg D
30-Sep-21	Issuance	5,454,546	Common	0.0275	No	Asif Ramji (7)	Cash	Restricted	144 Reg D
08-Feb-22	Issuance	16,500,000	Common	0.01	No	Mark McLaughlin	Services	Restricted	144 Reg D
20-Feb-22	Cancelled	(192,000,000)	Common	0.01	No	Russell Sinacori	Conversion	Restricted	144 Reg D
28-Feb-22	Issuance	6,734,750	Common	0.01	No	Helen Demes	Conversion	Restricted	144 Reg D
28-Feb-22	Issuance	400,000	Common	0.015	No	Don Millen	Services	Restricted	144 Reg D
28-Feb-22	Issuance	100,000	Common	0.015	No	Blair Thompson	Services	Restricted	144 Reg D
28-Feb-22	Issuance	10,909,000	Common	0.015	No	Barry & Cyndi Gardner	Acquisition of RenuYou	Restricted	144 Reg D
3-Mar-22	Issuance	125,000,000	Common	\$0.015	No	3A10	Various Acquisitions	Unrestricted	3(a)10
3-Mar-22	Issuance	400,000	Common	\$0.01	No	Joshua Blanchar	Cash	Restricted	144 Reg D
16-Mar-22	Issuance	2,000,000	Common	\$0.015	No	Timothy Samuels	Services	Restricted	144 Reg D
16-Mar-22	Issuance	2,000,000	Common	\$0.015	No	Robert Cornaglia	Services	Restricted	144 Reg D
16-Mar-22	Issuance	300,000	Common	\$0.015	No	Charles Treviso	Services	Restricted	144 Reg D
22-Mar-22	Issuance	12,540,000	Common	\$0.015	No	Pradeep Singh	Cash	Restricted	144 Reg D
22-Mar-22	Issuance	6,099,250	Common	\$0.015	No	Robert Demes	Conversion	Restricted	144 Reg D

28-Mar-22	Issuance	4,750,000	Pref B	N/A	N/A	Russell Sinacori	Conversion	Restricted	144 Reg D
8-Apr-22	Issuance	2,000,000	Common	\$0.015	No	Don Millen	Services	Restricted	144 Reg D
26-Apr-22	Issuance	20,000,000	Common	\$0.015	No	Jonathan Kidd	Acquisition of HRS	Restricted	144 Reg D
27-Apr-22	Issuance	5,000,000	Common	\$0.015	No	Anthony Battaglia	Acquisition of AV Rover	Restricted	144 Reg D
5-May-22	Issuance	952,000	Common	\$0.015	No	Mary Ann Battaglia	Acquisition of AV Rover	Restricted	144 Reg D
5-May-22	Issuance	4,761,904	Common	\$0.015	No	Joseph Gibson	Acquisition of AV Rover	Restricted	144 Reg D
5-May-22	Issuance	4,761,904	Common	\$0.015	No	Doug Smith	Acquisition of AV Rover	Restricted	144 Reg D
5-May-22	Issuance	18,095,238	Common	\$0.015	No	Chris Rantanen	Acquisition of AV Rover	Restricted	144 Reg D
5-May-22	Issuance	14,285,712	Common	\$0.015	No	Joe Caprino	Acquisition of AV Rover	Restricted	144 Reg D
27-May-22	Issuance	3,809,529	Common	\$0.015	No	Ralf Mueller	Cash	Restricted	144 Reg D
17-June-22	Issuance	4,000,000	Common	\$0.015	No	Don Millen	Services	Restricted	144 Reg D
20-July-22	Issuance	58,222,429	Common	\$0.015	No	Spartan Capital	Services	Restricted	144 Reg D
9-Aug-22	Issuance	1,000,000	Common	\$0.01	No	Royce M Aultman Jr	Cash	Restricted	144 Reg D
15-Aug-22	Issuance	2,500,000	Common	\$0.015	No	Joe Caprino(8)	Services	Restricted	144 Reg D
23-Aug-22	Issuance	500,000	Common	\$0.01	No	Royce Aultman III	Cash	Restricted	144 Reg D
30-Aug-22	Issuance	1,000,000	Common	\$0.01	No	James Mangus	Cash	Restricted	144 Reg D
6-September-22	Issuance	6,000,000	Common	\$0.015	No	Joe Caprino(8)	Services	Restricted	144 Reg D
15-September-22	Issuance	500,000	Common	\$0.01	No	Jonathan Seller	Cash	Restricted	144 Reg D
30-September-22	Issuance	250,000	Common	\$0.015	No	Tim Suvannoparat	Services	Restricted	144 Reg D
30-September-22	Issuance	250,000	Common	\$0.015	No	Logan Hartle	Services	Restricted	144 Reg D
30-September-22	Issuance	250,000	Common	\$0.015	No	Jonnell Walker	Services	Restricted	144 Reg D

30-September-22	Issuance	250,000	Common	\$0.015	No	Xavier Grier	Services	Restricted	144 Reg D
10-October-22	Issuance	7,000,000	Common		No	Joe & Rhonda Russ Living Trust		Restricted	144 Reg D
10-October-22	Issuance	1,000,000	Common	\$0.01	No	Royce Aultman Jr	Cash	Restricted	144 Reg D
27-October-22	Issuance	20,000,000	Common	\$0.075	No	Pond Investments	Cash	Restricted	144 Reg D
11-November-22	Issuance	5,000,000	Common		No	Anthony Battaglia		Restricted	144 Reg D
23-November-22	Issuance	2,000,000	Common	\$0.075	No	Scott Green	Cash	Restricted	144 Reg D
23-November-22	Issuance	3,000,000	Common	\$0.075	No	Adam Sokol	Cash	Restricted	144 Reg D
8-December 22	Issuance	800,000	Common		No	Charles Treviso		Restricted	144 Reg D
8-December-22	Issuance	10,000,000	Common		No	Joe Caprino		Restricted	144 Reg D
23-November-22	Issuance	3,000,000	Common	\$0.075	No	Adam Sokol	Cash	Restricted	144 Reg D

2-January-23	Issuance	10,000,000	Common	\$0.01129	No	Mark McLaughlin	Warrant Exercise	Restricted	144 Reg D
7-February-23	Issuance	1,250,000	Common	\$0.01050	No	Calvin Moore	Service	Restricted	144 Reg D
7-February-23	Issuance	1,250,000	Common	\$0.01050	No	Calvin Romeo Moore	Service	Restricted	144 Reg D
25-February-23	Issuance	5,000,000	Common	\$0.01015	No	Joe Caprino	Service	Restricted	144 Reg D
28-February-23	Issuance	16,700,000	Common	\$0.01030	No	PostBidShip	Acquisition	Restricted	144 Reg D
28-February-23	Issuance	6,150,000	Common	\$0.01030	No	Robert Demes	Conversion	Restricted	144 Reg D
28-March-23	Issuance	2,000,000	Common	\$0.006	No	Russ Sinacori	Board Compensation	Restricted	144 Reg D
28-March-23	Issuance	2,000,000	Common	\$0.006	No	Tim Samuels	Board Compensation	Restricted	144 Reg D
28-March-23	Issuance	2,000,000	Common	\$0.006	No	Robert Cornaglia	Board Compensation	Restricted	144 Reg D
28-March-23	Issuance	2,000,000	Common	\$0.006	No	Kevin Cox	Board Compensation	Restricted	144 Reg D
5-June-23	Issuance	5,000,000	Common	\$0.006	No	James Serambe	Settlement	Restricted	144 Reg D
27-July-23	CXL	250,000,000	Common	\$0.01	No	Robert Silver	Settlement	Restricted	144 Reg D

8-August-23	Issuance	2,000,000	Common	\$.0089	No	Tim Samuels	Board Compensation	Restricted	144 Reg D
8-August-23	Issuance	2,000,000	Common	\$.0089	No	Tim Samuels	Board Compensation	Restricted	144 Reg D
8-August-23	Issuance	2,000,000	Common	\$.0089	No	Robert Cornaglia	Board Compensation	Restricted	144 Reg D
8-August-23	Issuance	2,000,000	Common	\$.0089	No	David Debruyan	Services	Restricted	144 Reg D
8-August-23	Issuance	2,250,000	Common	\$.0089	No	Harold and Donna Mason Trustees	Services	Restricted	144 Reg D
8-August-23	Issuance	14,705,043	Common	\$.0001	Yes	YPH LLC	Conversion	Restricted	144 Reg D
6 September-23	Transfer CXL	4,750,000	Preferred B	\$.001	No	Sinacori Trust	Transfer CXL	Restricted	144 Reg D
6 September-23	Transfer/ Issuance	4,750,000	Preferred B	\$.001	No	Daniel Ruhl	Transfer	Restricted	144 Reg D
6 September-23	Issuance	1,710,000	Preferred B	\$.001	No	KVC Dominion Limited Liability Partnership	Option	Restricted	144 Reg D
9-November-23	CXL	36,058,712	Common	\$.0001	No	Joe Caprino	Return	Restricted	144 Reg D
9-November-23	CXL	8,500,000	Common	\$.0001	No	Caprino Management	Return	Restricted	144 Reg D
15-November-23	Issuance	1,125,564	Preferred B	\$.001	No	Caprino Management	Service	Restricted	144 Reg D
6 December-23	CXL	4,750,000	Preferred B	\$.001	No	Daniel Ruhl	CXL	Restricted	144 Reg D
22-January-24	Issuance	10,000,000	Common	\$.00012	Yes	UA Venture Capital Fund LLC	Acquisition	Restricted	144 Reg D
22-January-24	Issuance	2,000,000	Common	\$.00012	Yes	Charles A. Treviso	Acquisition	Restricted	144 Reg D
24-January-24	Issuance	474,436	Preferred B	\$.0001	No	Caprino Management	Services	Restricted	144 Reg D
25-February-23	Issuance	4,000,000	Common	\$.00012	Yes	UA Venture Capital Fund LLC	Acquisition	Restricted	144 Reg D
16 – July – 24	Issuance	100,632	Common	\$.00012	Yes	MaryAnn Bataglia	Acquisition	Restricted	144 Reg D
16- July 24	Issuance	501,254	Common	\$.00012	Yes	Doug Smith	Acquisition	Restricted	144 Reg D
07 – February – 2024	Issuance	70,000,000	Common	Market	Yes	EMA Financial, LLC	Conversion	Unrestricted	144 Reg D
24 -- October – 2024	Issuance	79,000,000	Common	Market	Yes	EMA Financial, LLC	Conversion	Unrestricted	144 Reg D

16- July 24	Issuance	501,254	Common	\$.00012	Yes	Doug Smith	Acquisition	Restricted	144 Reg D
07 -- February -- 2024	Issuance	70,000,000	Common	Market	Yes	EMA Financial, LLC	Conversion	Unrestricted	144 Reg D
24 -- October -- 2024	Issuance	79,000,000	Common	Market	Yes	EMA Financial, LLC	Conversion	Unrestricted	144 Reg D
5 -- February -- 2025	Issuance	10,000,000	Common	Market	Yes	Jason Meinhart	Service	Restricted	144 Reg D

Shares Outstanding as of the Most Recent Fiscal Year End:

Opening Balance

Date March 31, 2025 Common: 1,681,469,678

Preferred Series A Outstanding 0, Preferred Series B Outstanding 3,310,000

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

1. Held through the Sinacori Family Irrevocable Trust
2. Held through V and T Realty LLC
3. Held through Campitelli Law PLLC
4. Held through Innovative Healthcare Distribution LLC
5. Held through Resources Unlimited NW LLC
6. Held through Premier Investments of the Carolinas
7. Held through RH Venture Worx LLC
8. Held through Caprino Management LLC
9. EMA Financial is Felicia Patterson

B. Debt Securities, Including Promissory and Convertible Notes

Use the chart and additional space below to list and describe all outstanding promissory notes, convertible notes, convertible debentures, or any other debt instruments that may be converted into a class of the issuer's equity securities.

EROP SETTLEMENT THROUGH A REG 3a10 EXCEPTION TO RULE 144 D – The company settled on \$2.55M of Acquisition debt with EROP for RenuYou, Canary Travel, and AV Rover acquisitions. Under the settlement terms, EROP can secure and sell free-trading common shares into the market, and their current holdings are in the float. The company's previous CFO did not believe this required disclosure in the debenture section of the OTC reports, as it may not be considered a debt instrument. We believe the rules on this matter are unclear. The company according to the terms of the court-approved settlement with EROP, but to err on the side of over-disclosure, the company is disclosing its existence (even though it is in the public domain already as published by the Court) in this section of the OTC Quarterly disclosure report. The company is actively negotiating to divest the entities and buy out EROP's position and has reduced the obligation to \$921,000.

LIBERTAS, BIZFUND, FORVIS, et al. – The Company incurred approximately \$2.5M in various MCA and term loan debt while under the Chairmanship and control of Russ Sinacori. Under the divestiture agreement, Sinacori Builders, LLC agreed to pay this debt, provided the company worked within the bounds of the securities regulations to assist Sinacori with monetizing its remaining holdings. These loans were personally guaranteed by Russ Sinacori and Kevin Cox. Caprino Management worked diligently under its consulting agreement with the company to mitigate the debts and work with creditors. There do remain several judgments against the company, but the creditors have agreed to work with the company move the judgements from the company to Sinacori as its remaining holdings in the company are liquidated to meet the modified settlement terms with the creditors.

Check this box if there are no outstanding promissory, convertible notes or debt arrangements: ☐

Date of Note Issuance	Outstanding Balance (\$)	Principal Amount at Issuance (\$)	Interest Accrued (\$)	Maturity Date	Conversion Terms (e.g.	Name of Noteholder voting /control	Reason for Issuance
July 1, 2020	\$55,154	\$55,154	-0-	June 30, 2021	Conversion Price \$0.010	Russell Sinacori	Compensation No source
January 15, 2021	\$66,000	\$66,000	-0-	January 15, 2022	Conversion Price \$0.010	Russell Sinacori	Compensation No source
April 22, 2022	\$588,235	\$588,235	-0-	July 22, 2023	Conversion Priced varies based on market Price	RB Capital Partners Inc (4)	Loan No source
May 16, 2022	\$1,176,470	\$1,176,470	-0-	August 16, 2023	Conversion Price varies based on market price	Stock Loan Services LLC (5)	Loan No source
February 28, 2024	The note involves a balloon payment of the entire principal by February 28, 2026, and carries an annual interest rate of 7%. The Payee has the option to convert the outstanding balance into shares of the Maker's company at a predetermined rate before the note's maturity.	\$1,250,000 BALANCE NOW ZERO AS OF 8/4/2024	Accrued Interest: 7% annually	February 28, 2026	\$0.0025 per share	KVC Dominion Limited Liability Partnership	Loan forgiven per agreement with KVC Limited agreement with KVC Limited Liability Partnership in July 2024
February 28, 2024	7% annually	\$219,000 BALANCE NOW ZERO AS OF 8/4/2024	7% Annually	February 28, 2026	\$0.0025 per share	Joe Caprino	Loan forgiven per agreement per agreement with Caprino Management in July 2024

August 13, 2021	9% annual interest	\$100,000	9% annual interest	December 31st, 2021	\$0.037 per share	Justin Lee	Services
-----------------	--------------------	-----------	--------------------	---------------------	-------------------	------------	----------

	Not specified, but it includes principal plus interest.	The exact principal amount is not specified in the excerpt but mentions responsibilities based on funds wired, implying an example amount of \$40,000 plus, interest if \$57,000 are not wired.	Accrued Interest: Interest is applied to the principal, although the specific rate or amount is not mentioned.	December 31, 2023	Conversion Price: Initially, it was \$0.037 per share but amended to \$0.0100 per share.	Justin Lee	Loan No source
--	---	---	--	-------------------	--	------------	----------------

August 24, 2021	\$235,000.00, with an additional late payment penalty of \$10,000 per month if applicable.	\$235,000	This Note shall non-bearing interest loan	January 15, 2022.	Not applicable as the note is not described as convertible.	Caprino Management LLC	Services
July 21, 2023	Conversion Price: Automatically convertible at \$.008 per share if not paid by the due date, or at \$.006 per share for 144 restricted shares if unrestricted shares cannot be issued	Principal Amount of Debt: Originally \$65,000, adjusted to \$73,625	5% per annum	Maturity Date: January 20, 2023 (six months from July 21, 2023, likely a typographical error in the year)	Conversion Price: Automatically convertible at \$.008 per share if not paid by the due date, or at \$.006 per share for 144 restricted shares if unrestricted shares cannot be issued	Robert Silver	Salary arrears to Robert Silver, a former officer of the company. The company is considering contesting this note as usurious

1/15/2021	\$45,450.00 + Interest (\$9,090.00)	45,450.00	9,090.00	Not Available.	Amended to \$0.004 per share of common stock of ParagonX Holdings, Inc.	Connor Sinacori	Services
-----------	-------------------------------------	-----------	----------	----------------	---	-----------------	----------

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

- (1) Security has been converted to common stock.
- (2) The company has several debt instruments included and disclosed in the financial section of this filing with the financial statements. Only debt instruments that can be converted to stock are included in this section.
- (3) The control person for RB Capital Partners Inc is Brett Rosen.
- (4) The control person for Stock Loan Services LLC is Harvey Carmichael.
- (5) The control person for KVC Dominion Limited Liability Limited Partnership is the KVC Dominion Irrevocable Living Trust with Sarah D. Shairs as the Trustee and control person.
- (6) The control person is Joe Caprino.
- (7) EROP SETTLEMENT THROUGH A REG 3a10 EXCEPTION TO RULE 144 D – The company settled on \$2.55M of Acquisition debt with EROP for RenuYou, Canary Travel, and AV Rover acquisitions. Under the settlement terms, EROP can secure and sell free-trading common shares into the market, and their current holdings are in the float. The company's previous CFO did not believe this required disclosure in the debenture section of the OTC reports, as it may not be considered a debt instrument. We believe the rules on this matter are unclear. The company according to the terms of the court-approved settlement with EROP, but to err on the side of over-disclosure, the company is disclosing its existence (even though it is in the public domain already as published by the Court) in this section of the OTC Quarterly disclosure report. The company is actively negotiating to divest the entities and buy out EROP's position.

4) Issuer's Business, Products and Services

The purpose of this section is to provide a clear description of the issuer's current operations. In answering this item, please include the following:

Summarize the issuer's historical business operations (If the issuer does not have current operations, state "no operations") The entity has undergone several transformations throughout its history as business environments have changed. It redirected its business model by acquiring its operating subsidiary, CAVU Resources, Inc., on April 24, 2009. Following the acquisition, the Company acquired and developed assets and technologies within the energy sector. Assets held as a result of the acquisition included mineral rights, oil and gas leases, and equipment for oil and gas exploration.

With the collapse of the energy market in 2014 and 2015, management made the decision to liquidate its energy assets. This process took four years, during which a large percentage of the assets were sold and the related debts were paid.

Subsequently, CAVU began targeting undervalued companies and assets for acquisition. On January 1, 2016, the Company decided to divest the remainder of its oil and gas assets and liquidate all non-operating and minority holdings to pay off debt, settle outstanding lawsuits, and reposition the business in a new direction.

Current operations involve building a lifestyle and real estate services platform that includes several wholly owned subsidiaries. These subsidiaries operate in real estate services, land development, homebuilding, mental health and neurofeedback, travel and entertainment, health and fitness, education, and supply chain and logistics.

The Company is primarily focused on three core platforms: logistics, real estate, and healthcare. It has concentrated its efforts on building holdings within these sectors to create a strong, diversified, cash-generating consolidated entity. The Company has pivoted its business model and is currently focused on raising capital to acquire disruptive technologies and businesses in commercial and residential real estate, hospitality, and commercial property restoration services.

- A. Recently the company has focused on reducing its debt and acquiring companies that fit into these sectors.
- B. Please list any subsidiaries, parents, or affiliated companies.

On February 12, 2020, the Company completed the acquisition of Sinacori Builders, LLC (“Sinacori”) and created the brand "Growing Together." The purchase price for Sinacori was \$4,700,000, to be paid in cash or the Company’s stock. On the date of acquisition, the Company issued 150,000,000 shares valued at \$0.005 per share, for an aggregate value of \$750,000. The Company also issued an interest-free convertible note for the remaining purchase price of \$3,950,000. In July 2020, the Company issued an additional 75,000,000 shares valued at \$0.005 per share, with an aggregate value of \$375,000, toward the purchase price.

The Company was unable to make additional payments required by the purchase agreement. To avoid default, the Company and Sinacori Builders, LLC reached an agreement to amend the purchase terms: the cash obligation was reduced by \$1 million, periodic payments were eliminated, and the Company issued additional preferred and common stock. With this additional preferred issuance, Russ Sinacori, via beneficial ownership—including through The Sinacori Family Irrevocable Trust—obtained voting control of the Company. Russell Sinacori remained CEO of Sinacori.

As part of the acquisition, the Company added two new members to the Board: Russell Sinacori and Tim Samuels.

In December 2021, the Company completed the acquisitions of HoneyBee Enterprises, Inc. (DBA RenuYou Neurofeedback and Brain Fitness Center), AV Rover, Inc., Canary Travel, LLC, Hospitality Restoration Services, LLC (51%), and Trudant Executive Services, LLC. The Company also acquired an exclusive license to the patented Physical Therapy Bike and formalized its acquisition of DRIP Fitness, LLC—a subsidiary to which all inventors of the DRIP Climber assigned their rights. The Company evaluated divesting this entity or its rights to the climber patents in exchange for royalties.

Additionally, the Company acquired a minority interest in 1Ahead Technologies, Inc., along with the distribution rights to its patented logistics solution, “GLO.” The Company opened a RenuYou location and considered registering RenuYou as a franchise and expanding nationwide, including proposed locations in Tulsa, Oklahoma, and Charlotte, North Carolina.

In 2023, the Company acquired Ruhl Construction and, pursuant to the terms of the purchase agreement, divested its interests in Sinacori Builders, DRIP Fitness, 1Ahead Technologies, and “GLO.” The Company sold the assets of its holdings in RenuYou to SOAAK Technologies in exchange for cash and a note payable in 2024.

Per the agreement with Ruhl Construction, the Company retained only three subsidiaries: Canary Travel, AV Rover, and HRS. These were later divested in a settlement aimed at reducing debt and recapitalizing the Company.

- C. Describe the issuers’ principal products or services.

The Company has pivoted its business model and is now intensely focused on raising capital to acquire disruptive technologies and businesses in sectors related to commercial and residential real estate, hospitality, and commercial property restoration services.

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's principal corporate office is located at 320 South Boston Ave, Suite 1020, Tulsa, OK 74103. The Company is reestablishing its corporate headquarters in Tulsa, Oklahoma.

Company Insiders (Officers, Directors, and Control Persons)

Using the tabular format below, please provide information, as of the period end date of this report, regarding any person or entity owning 5% of more of any class of the issuer's securities, as well as any officer, and any director of the company, 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

Individual Name (First, Last) or Entity Name (Include names of control person(s) if a corporate entity)	Position/Company Affiliation (ex: CEO, 5% Control person)	City and State (Include Country if outside U.S.)	Number of Shares Owned (List common, preferred, warrants and options separately)	Class of Shares Owned	Percentage of Class of Shares Owned (undiluted)
Kevin Cox KVC Dominion Limited Liability Partnership	Chairman of the Board, CFO	Tulsa, Oklahoma	1,710,000* 2,000,000	Preferred Common	51.6% .126%
Joe Caprino Caprino Management	President Caparino Management, LLC	Buffalo, New York	1,600,000*	Preferred	48.4%

Any additional material details, including conversion terms of any class of the issuer's equity securities, are below:

These vote at a 1,000 to 1 ratio giving the shares Kevin Cox 34.25% voting control

These vote at a 1,000 to 1 ratio giving the shares Joe Caprino 32.05% voting control

Legal/Disciplinary History

A. Please 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

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

3. 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.

While the Company works diligently to avoid litigation, it is fully prepared to litigate when necessary to protect its interests and those of its shareholders. Any such litigation is generally approached proactively, with full awareness of the potential for counter-litigation.

Investors should be aware that the Company has threatened litigation against usurious lenders, vendors and suppliers who failed to fulfill their contractual obligations, former employees who breached their agreements, and former acquisition targets who may have misrepresented their financial status. As a result, the Company may be subject to claims or counterclaims in connection with its business activities.

Active and Resolved Litigation:

The Company filed a lawsuit to recover damages from its former Chief Technology Officer, who subsequently filed a countersuit for wrongful termination. This matter was settled.

The Company litigated against Daniel Ruhl and Ruhl Construction. This matter was also settled.

The Company received a claim filed in Nassau County, New York, by Jaffee Capital. The case was dismissed without prejudice.

The Company was sued by Dr. Singh and Sin-Pari, LLC for \$250,000. A judgment was entered against the Company in this matter.

The Company received a claim from Lloyd Kurth. As the Company is not a party to any employment agreements with Mr. Kurth, a motion to dismiss was filed. The matter was settled.

The Company received a claim from Capital Assist in the State of Connecticut, which was subsequently dismissed and withdrawn.

The Company is actively involved in litigation with BizFund, LLC, which sued for \$28,000 related to an unpaid debt. A judgment was entered against the Company.

The Company has been sued by Libertas for the collection of a \$543,000 debt, which was eliminated in the Sinacori divestiture.

The Company received a judgment against it from Sin-Pari and Dr. Singh and is actively negotiating to settle the outstanding judgments.

Other Legal Matters:

The Company has received numerous threats of litigation, including requests for documentation or clarification of contracts and filings. Each request or threat is reviewed thoroughly. As of the date of this filing, the Company does not believe these threats or requests have merit. When necessary, the Company engages outside counsel to evaluate these claims. If a threat or request is found to have merit, current officers act in good faith and exercise sound business judgment to meet their fiduciary obligations to shareholders.

At the request of the former Chairman, the Company engaged its securities counsel to conduct a forensic review of its disclosures and securities handling. The investigation found no wrongdoing by the current officers or directors; however, the review remains ongoing.

The Company also holds several merchant cash advance (“MCA”) loans and is currently pursuing settlements. These obligations, along with others, were addressed in the Sinacori divestiture.

Tax and Regulatory Compliance:

The Company has recently paid its annual tax filing fee to the State of Nevada and remains in good standing.

Although the Company has not yet filed its most recent tax return, it has engaged a firm to assist in completing the filings. No taxes are expected to be due; however, the Company may incur penalties for late filing.

6) Third Party Providers

Please provide the name, address, telephone number and email address of each of the following outside providers:

Independent Accounting Firm

Firm: Engagement in Progress
Address 1:
Address 2:
PHONE:

Securities Counsel

Name: Byron Thomas
Firm: Law Offices of Byron Thomas
Address 1: 3275 S Jones Blvd; Suite 104
Address 2: Las Vegas, Nevada 89146
Phone: 702-747-3103
Email: byronthomaslaw@gmail.com

Investment Banker:

Name:
Firm:
Address 1:
Address 2:
Phone:
Email:

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) or consultant(s) or provided assistance or services to the issuer during the reporting period.

None.

7) Financial Statements

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

- ☒ U.S. GAAP
- ☐ IFRS
- ☐

B. The financial statements for this reporting period were prepared by (name of individual):

Name: Jason White

Title: Consultant

Relationship to Issuer: Consultant

Describe the qualifications of the person or persons who prepared the financial statements: Reviewed by an accounting expert with many years of experience in financial statement preparation. Mr. White reviewed the financials, understanding that a PCAOB audit would likely result in material changes to the financial statements given the divestitures and purchase accounting requirements that were not completed.

8) 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.

I, Kevin V. Cox, Chairman and Sole Board Member certify that:

1. I have reviewed this Disclosure Statement for CAVU Resources, Inc, DBA/ParagonX Holdings, 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 the light of the circumstances under which such statements were made, not misleading with respect to 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.

March 31, 2025

/s_ Kevin V. Cox, Chairman and sole director

Principal Financial Officer:

I, Kevin V Cox, Acting CFO certify that:

1. I have reviewed this Disclosure Statement for CAVU Resources, Inc., DBA/ParagonX Holdings, 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 the light of the circumstances under which such statements were made, not misleading with respect to 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.

March 31, 2025

/s_ Kevin V Cox, Chairman, sole director and acting CFO

FINANCIAL STATEMENTS
CAVU Resources Inc.
DBA/ ParagonX Holdings, Inc.

INCOME STATEMENT (UNAUDITED)

	2024	2025
	4,732,636	1,454,678
Cost of Revenue	3,261,151	261,151
Total gross profit (loss)	1,471,485	1,238,527
Selling, general, and administrative expenses Interest expense	1,184,005	0
Other expense (income), net Loss before	162,311	2,311
income taxes	-	-
Income tax expense (benefit)	-	-
Net income (loss) from continued operations Net income (loss)		
from discontinued operations	-	-
Net income (loss)	125,169	1,236,216
Net income attributed to Noncontrolling interests Net income (loss)		
attributed to CAVU Resources	\$125,169	\$ 1,236,216
Loss per share attributed to CAVU Resources: Basic and diluted		
Shares used in per share calculation: Basic and diluted		
	\$125,169	\$ 1,236,216
	0.00007	0.00007
	1,671,469,678	1,681,469,678

CONSOLIDATED BALANCE SHEETS
(UNAUDITED) March 31, 2024 AND 2025

	2024	2025
Assets		
Current Assets		
Cash and cash equivalents	\$ 352,570	\$ 9,372
Receivables	\$ 1,452,003	\$ 694,096
Contract assets	\$ -	\$ 0
Construction in Progress	\$ -	\$ -
Inventory	\$ 108,505	\$ 0
	<hr/>	
Total current assets	\$ 1,913,078	\$ 703,468
Other Assets		
Other assets	\$ 403,244	\$ 403,244
Contract assets	\$ -	\$ -
Goodwill and intangible assets, net	\$ -	\$ -
Right of use assets	\$ -	\$ -
Property and equipment	\$ -	\$ -
	<hr/>	
Total other assets	\$ 403,224	\$ 403,224
	<hr/>	
Total assets	<u>\$ 2,316,302</u>	<u>\$ 1,106,712</u>

Current Liabilities

Accounts payable	\$ 638,902	\$ 6,451
Credit card payable	\$ -	\$
Accrued expenses	\$ 12,294	\$ 2,421
Unearned revenue	\$ 215,776	\$ 0
Right of use liabilities	\$ -	\$
Purchase price payables	\$ -	\$
Demand loans payable	\$ -	\$ -
Total current liabilities	\$ 867,072	\$ 8,872

Long Term Liabilities

Related party seller note payable, less current portion	\$ 600,000	\$ 0
Promissory notes	\$ 1,874,335	\$ 1,874,335
Debt and notes payable	\$ 1,620,859	\$ 1,620,859
Total long-term liabilities	\$ 4,095,194	\$ 3,497,588
Total liabilities	<u>\$ 4,962,266</u>	<u>\$ 3,506,460</u>

Stockholders' Deficit

Additional paid in capital	\$ 5,398,000	\$ 4,408,000
Accumulated deficit	\$ (8,211,420)	\$ (6,975,204)
Common stock	\$ 167,146	\$ 168,146
Preferred Stock	\$ 310	\$ 310
Total stockholders' deficit attributed to CAVU Resources	<u>\$ (2,654,964)</u>	<u>\$ (2,399,748)</u>
Noncontrolling interests		
Total stockholders' deficit	<u>\$ (2,645,964)</u>	<u>\$ (2,399,748)</u>
Total liabilities and stockholders' deficit	<u>\$ 2,316,302</u>	<u>\$ 1,106,712</u>

**CAVU Resources, Inc.
DBA/ ParagonX Holdings, Inc.
Statement of Cash Flows
March 31, 2024 through March 31, 2025**

	<u>2024</u>	<u>2025</u>
Cash flows from operating activities		
Net income	\$ 125,169	\$ 1,236,216
Adjustments to reconcile net loss to net cash provided by (used in) operating activities:		
Changes in operating assets	4,917	\$ (1,125,374)
Changes in operating liabilities	<u>(617,034)</u>	<u>\$ (1,369,196)</u>
Net cash (used in) operations	(486,948)	\$ (1,258,354)
Cash flows used in investing activities:		
Cash received for asset disposal	<u>\$ 356,358</u>	<u>\$ 108,505</u>
Net cash provided by investing activities	356,358	\$ (1,149,849)
Net cash provided by (used in) financing activities:		
Notes Payable	220,000	\$ 757,907
Purchase of treasury stock	-	-
Proceeds from sale of stock	<u>8,950</u>	<u>\$ 30,000</u>
Net cash provided by (used in) financing activities	<u>228,950</u>	<u>\$ 787,907</u>
Net change in cash and cash equivalents	98,360	\$ 361,942
Cash and cash equivalents at beginning of period	<u>254,210</u>	<u>\$ 352,570</u>
Cash and cash equivalents at end of period	<u><u>\$ 352,570</u></u>	<u><u>\$ 9,372</u></u>

CAVU Resources, Inc. DBA/ ParagonX Holdings, Inc. Statement of Equity March 31, 2025

	Common Stock		Series A Preferred		Series B Preferred		Additional	Accumulated	Total
	Shares	Amount	Shares	Amount	Shares	Amount	Paid in Capital	Deficit	Stockholders' Deficient
Balance at December 31, 2018	300,000,000	\$ 30,000	-	\$ -	-	\$ -	\$ 606,065	\$ (497,793)	\$ 138,272
Net loss	-	-	-	-	-	-	-	(1,517,118)	(1,517,118)
Capital contributions	-	-	-	-	-	-	3,614	-	3,614
Balance at December 31, 2019	300,000,000	\$ 30,000	-	\$ -	-	\$ -	\$ 609,679	\$ (910,260)	\$ (270,581)
Distributions of capital	-	-	-	-	-	-	(119,022)	-	(119,023)
Contribution of capital	-	-	-	-	-	-	966,658	-	966,658
Recapitalization on reverse merger transaction	1,132,703,895	113,270	1,000,000	100	275,000	28	(4,063,399)	-	(3,950,000)
Sale of common stock	13,127,222	1,313	-	-	-	-	158,096	-	159,408
Shares issued for serviced rendered	22,500,000	2,250	-	-	-	-	193,500	-	195,750
Shares issued to directors for services	4,000,000	400	-	-	-	-	31,600	-	32,000
Net loss	-	-	-	-	-	-	-	(1,517,118)	(1,517,118)
Balance at December 31, 2020	1,472,331,117	\$ 147,233	1,000,000	\$ 100	275,000	\$ 28	\$ (2,222,888)	\$ (2,427,379)	\$ (4,502,906)
Shares issued in debt conversion	125,000,000	12,500	-	-	2,750,000	275	987,225	-	1,000,000
Sale of common stock	20,049,421	2,005	-	-	-	-	825,840	-	827,845
Shares issued for serviced rendered	45,634,748	4,563	-	-	-	-	1,892,944	-	1,897,507
Net loss	-	-	-	-	-	-	-	(4,401,179)	(4,401,179)
Balance at December 31, 2021	1,663,015,286	\$ 166,301	1,000,000	\$ 100	3,025,000	\$ 303	\$ 1,483,121	\$ (6,828,558)	\$ (5,178,733)
Shares issued for acquisitions	203,765,758	\$ 20,377	-	-	-	-	3,698,563	-	3,718,940
Conversion from common to preferred	(200,000,000)	-	-	-	2,000,000	200	-	-	-
Shares issued for cash or services	6,925,458	6,925	-	-	-	-	336,293	-	343,219
Net loss	-	-	-	-	-	-	-	(1,963,216)	(1,963,216)
Balance at December 31, 2022	1,673,706,502	\$ 193,603	1,000,000	\$ 100	5,025,000	\$ 503	\$ 5,517,978	\$ (8,791,774)	\$ (3,079,791)
Shares issued for acquisitions/divestitures	26,700,000	\$ 2,670	(1,000,000)	-	(5,025,000)	-	-	-	2,670
Shares issued in debt conversion	15,284,830	-	-	-	-	-	90,000	-	-
Conversion from common to preferred	-	-	-	-	-	-	-	-	-
Shares issued for cash or services	25,750,000	\$ 25,750	-	-	-	-	-	-	25,750
Shares cancelled and returned to treasury	(294,558,712)	-	-	-	-	-	(150,000)	-	-
Shares issued pursuant to option exercises	10,000,000	-	-	-	1,710,000	17,100	-	-	-
Net Income								\$ 455,185.00	
Balance at December 31, 2023	1,456,882,620	\$ 222,023		\$ 100	1,710,000	\$ 17,603	\$ 5,485,051	\$ (8,336,589)	\$ (3,051,372)

Shares issued for acquisitions/divestitures	16,100,736	\$	8,050	-	-	-	-	8,050
Shares issued in debt conversion	149,000,000					90,300		
Conversion from common to preferred	49,011,586	-	-	-	-	-	-	-
Shares issued for cash or services	474,736	\$	237	-	-	-	-	237
Shares cancelled and returned to treasury		-				(177,351)		
Shares issued pursuant to option exercises		-	-	-	1,600,000	16,000	-	-
Net Income							\$ 125,169.00	
Balance at December 31, 2024	1,671,469,678	\$	230,311	- \$ 100	3,310,000	\$ 33,603	\$ 5,398,000.	\$ (8,211,420) \$ (2,645,964)
Shares issued for acquisitions/divestitures		\$			-	-	-	-
Shares issued in debt conversion								
Conversion from common to preferred		-	-	-	-	-	-	-
Shares issued for cash or services	30,000	\$		-	-	-	-	
Shares cancelled and returned to treasury		-						246,216
Shares issued pursuant to option exercises		-	-	-	-	-	-	-
Net Income							\$ 1,236,216	
Balance at March 31, 2025	1,681,469,678	\$	230,311	- \$ 100	3,310,000	\$ 33,603	\$ 5,398,000.	\$ (6,975,204) \$ (2,399,748)

CAVU Resources Inc.

DBA/ ParagonX

Holdings, Inc.

March 31, 2024

NOTES TO THE FINANCIAL STATEMENTS

CAVU Resources, Inc. was incorporated under the laws of the State of Nevada under the name Magic Lantern Group, Inc. on August 23, 1995. CAVU Resources, Inc. became a shell company after the divestiture of all of its operating assets and remained a shell company until February 2020. In September 2021, CAVU Resources, Inc. changed its corporate name to LiveToBeHappy, Inc., which was changed again in February 2023 to ParagonX Holdings, Inc. ("the Company", "PGXH", "we", or "us").

Basis of Presentation

Under accounting principles generally accepted in the United States of America ("US GAAP"), the Sinacori acquisition was treated as a "reverse acquisition" under the purchase method of accounting. The consolidated statements of operations herein reflect the historical results of Sinacori prior to the completion of the reverse acquisition since it was determined to be the accounting acquirer and do not include the historical results of PGXH prior to the completion of the acquisition. PGXH's assets and liabilities were consolidated with the assets and liabilities of PGXH as of February 12, 2020, the consummation of the acquisition, and are included in the consolidated balance sheets. The number of shares issued and outstanding and additional paid-in-capital of PGXH have been retroactively adjusted to reflect the equivalent number of shares issued by PGXH in the Purchase and Sale Agreement. All costs attributable to the reverse acquisition were expensed as incurred.

IN JULY 2023, THE COMPANY ACQUIRED RUHL CONSTRUCTION, LLC, ASHER HOMES, LLC, AND PRECISION PROJECT MANAGEMENT, LLC. THE COMPANY ALSO DIVESTED SEVERAL ENTITIES, INCLUDING SINACORI BUILDERS, LLC. THE FINANCIAL STATEMENTS ARE UNAUDITED AND RELY ON ESTIMATES FROM THE UNIT PURCHASE AGREEMENTS PROVIDED BY RUHL CONSTRUCTION, LLC, ASHER HOMES, LLC, AND PRECISION PROJECT MANAGEMENT, LLC. WHILE EFFORTS WERE BEING MADE TO PROVIDE ACCURATE FINANCIALS, THE COMPANY IS HEREBY DISCLOSING THAT THESE FINANCIAL STATEMENTS SHOULD NOT BE RELIED UPON TO MAKE INVESTMENT DECISIONS.

THE COMPANY THEN UNWOUND THAT TRANSACTION BASED UPON THE SETTLEMENT IT REACHED WITH DANIEL RUHL AND THE RUHL COMPANIES. THEREFORE, THE FINANCIAL RECORDS OF THE COMPANY IN 2023 AND 2024 ARE STILL IN NEED OF A MAJOR REVIEW AND

SHOULD NOT BE RELIED UPON IN ANY MANNER TO MAKE AN INVESTMENT DECISION IN THE COMPANY. THE COMPANY IS AN UNREPORTING PINK SHEET COMPANY WITH INFORMATION DISCLOSURE AS THE LEGAL STANDARD IT FOLLOWS. AGAIN, WITH THE COMPLEXITY OF THE ACCOUNTING TRANSACTIONS IN 2023 AND 2024, THE ABSENCE OF A CHIEF FINANCIAL OFFICER, AND AN INVESTIGATION STILL UNDER WAY RELATED TO THE CONDUCT OF THE COMPANIES PREVIOUS OFFICERS, THESE FINANCIAL STATEMENTS MAY BE SUBJECT TO SUBSTANTIAL REVISION UPON A FINAL REVIEW OR AN AUDIT.

NOTE 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

The accompanying consolidated financial statements have been prepared in accordance with the United States generally accepted accounting principles ("US GAAP as set forth in the Financial Accounting Standards Board's ("FASB") Accounting Standards Codification ("ASC") and applicable regulations of the Securities and Exchange Commission ("SEC").

Principles of Consolidation

The accompanying consolidated financial statements include the accounts of CAVU Resources, Inc. DBA/ParagonX Holdings, Inc. and its wholly owned subsidiaries. All intercompany balances and transactions have been eliminated in consolidation.

Reclassifications

Certain prior period amounts have been reclassified to conform to the current year presentation. These reclassifications had no effect on previously reported net loss or accumulated deficit.

Use of Estimates

The preparation of the consolidated financial statements in conformity with US GAAP requires management of the Company to make estimates and assumptions that affect the amounts reported in the consolidated financial statements and accompanying notes, including the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenue and expenses during the reporting periods. Actual results could materially differ from those estimates. Reference to Annual Filing These statements should be read in conjunction with the annual financial statements and related notes included in the 2023 Annual Report filed on March 31, 2024 and revised in July 2024 with the OTC Markets.

NOTE 3 GOING CONCERN

The accompanying consolidated financial statements have been prepared assuming the Company will continue as a going concern, which contemplates the realization of assets and the satisfaction of liabilities in the normal course of business for the twelve months following the date of these consolidated financial statements. The Company has incurred significant operating losses since its inception.

The Company expects to generate operating cash flows that will be sufficient to fund presently anticipated operations although there can be no assurances. This raises substantial doubt about the Company's ability to continue as a going concern. Therefore, the Company will need to raise additional funds and is currently exploring alternative sources of financing to supplement expected cash flows. Historically, the Company has raised capital through private placements, as an interim measure to finance working capital needs and may continue to raise additional capital through the sale of common stock or other securities and obtaining short-term loans. The Company will be required to continue to do so until its operations become sufficiently profitable and generate operational cash flows to sustain itself and service the Company's liabilities as they become due. The Company may attempt to raise capital in the near future through the sale of equity or debt financing; however, there can be no assurances the Company will be successful in doing so. There can also be no assurances that such additional debt or equity financings will be available to the Company on acceptable terms or at all.