

## **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](mailto:info@pjet-info.com)

SIC Code 2833

### **Quarterly Report**

**For the Period Ending: 09/30/2022**

(the "Reporting Period")

As of 09/30/2022, the number of shares outstanding of our Common Stock was:

980,108,104

As of 06/30/2022, the number of shares outstanding of our Common Stock was:

980,108,104

As of 12/31/2021, the number of shares outstanding of our Common Stock was:

829,305,734

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: ☒

Indicate by check mark whether a Change in Control<sup>5</sup> of the company has occurred over this reporting period:

Yes: ☐ No: ☒

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<sup>5</sup> "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:

*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**

Trading symbol:

PJET

Exact title and class of securities outstanding:

Common

CUSIP:

74273F101

Par or stated value:

.001

Total shares authorized: 2,000,000,000 as of date: 09/30/2022  
Total shares outstanding: 980,108,104 as of date: 09/30/2022  
Number of shares in the Public Float<sup>6</sup>: 950,162,582 as of date: 09/30/2022  
Total number of shareholders of record: 117 as of date: 09/30/2022

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

Trading symbol: N/A  
Exact title and class of securities outstanding: N/A  
CUSIP: N/A  
Par or stated value: N/A  
Total shares authorized: N/A as of date: \_\_\_\_\_  
Total shares outstanding: N/A as of date: \_\_\_\_\_

#### 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

Is the Transfer Agent registered under the Exchange Act?<sup>7</sup> Yes: ☒ No: ☐

### 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:  Opening Balance  Date <u>12/31/2019</u> Common: <u>752,305,734</u> Preferred: <u>2,056</u>			*Right-click the rows below and select "Insert" to add rows as needed.						
Date of Transaction	Transaction type (e.g. new issuance, cancellation,	Number of Shares	Class of Securities	Value of shares issued (\$/per	Were the shares issued at a discount	Individual/ Entity Shares were issued to (entities must	Reason for share issuance (e.g. for cash or debt conversion)	Restricted or Unrestricted	Exemption or

<sup>6</sup> "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.

<sup>7</sup> To be included in the Pink Current Information tier, the transfer agent must be registered under the Exchange Act.

	shares returned to treasury)	Issued (or cancelled)		share) at Issuance	to market price at the time of issuance? (Yes/No)	have individual with voting / investment control disclosed).	-OR- Nature of Services Provided	as of this filing.	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:									
Date <u>09/30/2022</u>									
Common: <u>980,108,104</u>									
Preferred: <u>2,056</u>									

**Example:** A company with a fiscal year end of December 31<sup>st</sup>, in addressing this item for its quarter ended June 30, 2021, would include any events that resulted in changes to any class of its outstanding shares from the period beginning on January 1, 2019 through June 30, 2021 pursuant to the tabular format above.

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

N/A

## 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.

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. pricing mechanism for determining conversion of instrument to shares)	Name of Noteholder (entities must have individual with voting / investment control disclosed).	Reason for Issuance (e.g. Loan, Services, etc.)
<u>10/01/2017</u>	<u>514,295</u>	<u>500,000</u>	<u>203,598</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(Phillip 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.

#### 4) 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)<sup>8</sup>:

Name: Michael K. Fish

Title: CPA

Relationship to Issuer: Accountant

Provide the financial statements described below 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.

- C. Balance Sheet;
- D. Statement of Income;
- E. Statement of Cash Flows;
- F. Statement of Retained Earnings (Statement of Changes in Stockholders' Equity)
- G. Financial notes; and
- H. Audit letter, if audited

You may either (i) attach/append the financial statements to this disclosure statement or (ii) file the financial statements through OTCIQ as a separate report using the appropriate report name for the applicable period end. ("Annual Report," "Quarterly Report" or "Interim Report").

If you choose to publish the financial statements in a separate report as described above, you must state in the accompanying disclosure statement that such financial statements are incorporated by reference. You may reference the document(s) containing the required financial statements by indicating the document name, period end date, and the date that it was posted to OTCIQ in the field below. Financial Statements must be compiled in one document.

**The financial statements for the quarter ended September 30, 2022 are attached hereto.**

Financial statement information is considered current until the due date for the subsequent report (as set forth in the qualifications section above). To remain qualified for Current Information, a company must post its Annual Report within 90 days from its fiscal year-end date and Quarterly Reports within 45 days of each fiscal quarter-end date.

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<sup>8</sup> The financial statements requested pursuant to this item must be prepared in accordance with US GAAP or IFRS by persons with sufficient financial skills.

## 5) 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:

- 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. Please list any subsidiaries, parents, 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.

## 6) 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.

## 7) Company Insiders (Officers, Directors, and Control Persons)

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.

Using the tabular format below, please provide information, as of the period end date of this report, regarding any person or entity owning 5% or 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 information (City, State) of an individual representing the corporation or entity in the note section.**

Name of Officer/Director or Control Person	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	Note
<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>2,056</u>	<u>Preferred A</u>	<u>100%</u>	<u>Series A Preferred Controls 51% Common; Steven B. Rash is Managing Member of ACI</u>

## 8) 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

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

## 9) Third Party Providers

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

### Securities Counsel

Name: David Aboudi, Esq  
Firm: Aboudi Legal Group PLLC  
Address 1: 745 Fifth Avenue, Suite 500  
Address 2: New York, NY 10151  
Phone: (646) 768-4285  
Email: david@aboudilegal.com

### 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

### 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.

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



## 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 Quarterly Disclosure Statement of Priority Aviation, Inc.
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

11/19/2022 [Date]

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 Quarterly Disclosure Statement of Priority Aviation, Inc.
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

11/19/2022 [Date]

Steven B. Rash [CFO's Signature]

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

## INDEX TO UNAUDITED FINANCIAL STATEMENTS

Balance Sheets .....	F-2
Statements of Operations. ....	F-3
Statement of Stockholders' Equity .....	F-4
Statements of Cash Flows .....	F-5
Notes to Financial Statements .....	F-6

**Priority Aviation, Inc.**  
**Balance Sheet**  
(Unaudited)

	September 30, 2022	December 31, 2021
<b>ASSETS</b>		
<b>CURRENT ASSETS</b>		
Cash	\$ 26,871	\$ 26,871
Total current assets	<u>26,871</u>	<u>26,871</u>
<b>OTHER ASSETS</b>		
Goodwill, net of accumulated amortization	<u>307,271</u>	<u>330,965</u>
Total other assets	<u>307,271</u>	<u>330,965</u>
Total Assets	<u><u>\$ 334,142</u></u>	<u><u>\$ 357,836</u></u>
<b>LIABILITIES AND DEFICIENCY IN STOCKHOLDERS' EQUITY</b>		
<b>CURRENT LIABILITIES</b>		
Wages payable	\$ 1,575,000	\$ 1,350,000
Third party advances	459,493	175,624
Short term note payable	42,398	-
Third party convertible debt, including accrued interest	<u>514,295</u>	<u>641,103</u>
Total current liabilities	<u>2,591,186</u>	<u>2,166,727</u>
Commitments and Contingencies	-	-
<b>DEFICIENCY IN STOCKHOLDERS' EQUITY</b>		
Preferred stock, Series A, \$0.001 par value, authorized 6,000 shares, 2,056 shares issued and outstanding	2	2
Preferred stock, Series B, \$0.001 par value, authorized 100,000 shares, 0 shares issued and outstanding	-	-
Preferred stock, Series C, \$0.001 par value, authorized 12,000,000 shares, 0 shares issued and outstanding	-	-
Preferred stock, Series D, \$0.001 par value, authorized 25,000 shares, 0 shares issued and outstanding	-	-
Preferred stock, Series E, \$0.001 par value, authorized 25,000 shares, 0 shares issued and outstanding	-	-
Preferred stock, Series F, \$0.001 par value, authorized 1,000 shares, 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>10,197,513</u>	<u>10,796,468</u>
Total deficiency in stockholders' equity	<u>(2,257,044)</u>	<u>(1,808,891)</u>
Total Liabilities and Deficiency in Stockholders' Equity	<u><u>\$ 334,142</u></u>	<u><u>\$ 357,836</u></u>

**Priority Aviation, Inc.**  
**Statements of Operations**  
Three and Nine Months ended September 30,  
(unaudited)

	<u>Three months ended September 30,</u>		<u>Nine months ended, September 30,</u>	
	<u>2022</u>	<u>2021</u>	<u>2022</u>	<u>2021</u>
REVENUES, net	\$ -	\$ -	\$ -	\$ -
OPERATING EXPENSES:				
General and administrative	-	-	326,267	-
Compensation expense	<u>75,000</u>	<u>75,000</u>	<u>225,000</u>	<u>225,000</u>
Total expenses	<u>75,000</u>	<u>75,000</u>	<u>551,267</u>	<u>225,000</u>
Net loss before other income (loss)	(75,000)	(75,000)	(551,267)	(225,000)
OTHER INCOME (LOSS)				
Interest expense	(7,767)	(10,000)	(23,994)	(30,000)
Amortization of goodwill	<u>(7,898)</u>	<u>(7,898)</u>	<u>(23,694)</u>	<u>(23,694)</u>
Total other income (loss)	<u>(15,665)</u>	<u>(17,898)</u>	<u>(47,688)</u>	<u>(53,694)</u>
Net income (loss)	<u><u>\$ (90,665)</u></u>	<u><u>\$ (92,898)</u></u>	<u><u>\$ (598,955)</u></u>	<u><u>\$ (278,694)</u></u>
Income (loss) per weighted average common share	<u><u>\$0.000</u></u>	<u><u>\$0.000</u></u>	<u><u>\$(0.001)</u></u>	<u><u>\$0.000</u></u>
Number of weighted average common shares outstanding	<u><u>980,108,104</u></u>	<u><u>752,305,734</u></u>	<u><u>944,202,778</u></u>	<u><u>752,305,734</u></u>

**Priority Aviation, Inc.**  
**Statement of Deficiency in Stockholders' Equity**  
(Unaudited)  
For the nine months ended September 30, 2022

	<b>Number of Shares</b>		<b>Par Value</b>		<b>Additional</b>	<b>Retained</b>	<b>Total</b>
	<b>Common</b>	<b>Preferred Series A</b>	<b>Common</b>	<b>Preferred Series A</b>	<b>Paid-in Capital</b>	<b>Earnings</b>	<b>Deficiency in Stockholders' Equity</b>
<b>BALANCE, January 1, 2022</b>	829,305,734	2,056	\$ 829,306	\$2	\$(13,434,667)	\$ 10,796,468	\$ (1,808,891)
Common shares issued to convert debt	150,802,370	-	150,802	-	-	-	150,802
Net loss	-	-	-	-	-	(598,955)	(598,955)
<b>BALANCE, September 30, 2022</b>	<u>980,108,104</u>	<u>2,056</u>	<u>\$ 980,108</u>	<u>\$2</u>	<u>\$(13,434,667)</u>	<u>\$ 10,197,513</u>	<u>\$ (2,257,044)</u>

**Priority Aviation, Inc.**  
**Statement of Deficiency in Stockholders' Equity**  
(Unaudited)  
For the nine months ended September 30, 2021

	<b>Number of Shares</b>		<b>Par Value</b>		<b>Additional</b>	<b>Retained</b>	<b>Total</b>
	<b>Common</b>	<b>Preferred Series A</b>	<b>Common</b>	<b>Preferred Series A</b>	<b>Paid-in Capital</b>	<b>Earnings</b>	<b>Deficiency in Stockholders' Equity</b>
<b>BALANCE, January 1, 2021</b>	752,305,734	2,056	\$ 752,306	\$2	\$(13,396,167)	\$ 11,343,287	\$ (1,300,572)
Net loss	-	-	-	-	-	(278,694)	(278,694)
<b>BALANCE, September 31, 2021</b>	<u>752,305,734</u>	<u>2,056</u>	<u>\$ 752,306</u>	<u>\$2</u>	<u>\$(13,396,167)</u>	<u>\$ 11,064,593</u>	<u>\$ (1,579,266)</u>

**Priority Aviation, Inc.**  
**Statements of Cash Flows**  
Nine months ended September 30,  
(Unaudited)

	<u>2022</u>	<u>2021</u>
<b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>		
Net loss	\$(598,955)	\$(278,694)
Adjustments to reconcile net loss to net cash used in operating activities:		
Amortization of goodwill	23,694	23,694
Changes in operating assets and liabilities		
Increase (decrease) in accounts payable and accrued expenses	225,000	225,000
Increase (decrease) in accrued interest	<u>23,994</u>	<u>30,000</u>
Net cash provided (used) by operating activities	<u>(326,267)</u>	<u>-</u>
<b>CASH FLOWS FROM INVESTING ACTIVITIES:</b>	-	-
<b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>		
Proceeds from third party advances	283,869	-
Proceeds from short term note payable	<u>42,398</u>	<u>-</u>
Net cash provided by financing activities	<u>326,267</u>	<u>-</u>
Net increase (decrease) in cash	<u>-</u>	<u>-</u>
<b>CASH, beginning of period</b>	<u>26,871</u>	<u>26,871</u>
<b>CASH, end of period</b>	<u><u>\$ 26,871</u></u>	<u><u>\$ 26,871</u></u>
<b>SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION:</b>		
Interest paid in cash	<u>\$ -</u>	<u>\$ -</u>
Taxes paid in cash	<u>\$ -</u>	<u>\$ -</u>
<b>Non-Cash Financing Activities:</b>		
Common shares issued to settle debt	<u><u>\$ 150,802</u></u>	<u><u>\$ -</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 AND GOING CONCERN**

**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.

**d) Going Concern:** The accompanying unaudited financial statements have been prepared assuming that the Company will continue as a going concern. The Company has sustained losses and has a working capital deficit, approximately \$2.5 million. These matters raise substantial doubt about the Company's ability to continue as a going concern for a reasonable period of time. The ability of the Company to continue as a going concern is dependent upon increasing operations, developing sales and obtaining additional capital and financing. The Company is seeking to raise sufficient equity capital. The Company is seeking to raise sufficient equity capital to enable it to pay off its existing debt. The financial statements do not include any adjustments that might be necessary if the Company is unable to continue as a going concern.

**NOTE 3 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

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

**d) 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.

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

NOTE 3 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES, continued

**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.

**b) 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.

**c) 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.

**d) Financial instruments and Fair value measurements**

ASC 825-10 “Financial Instruments”, allows entities to voluntarily choose to measure certain financial assets and liabilities at fair value (fair value option). The fair value option may be elected on an instrument-by-instrument basis and is irrevocable, unless a new election date occurs. If the fair value option is elected for an instrument, unrealized gains and losses for that instrument should be reported in earnings at each subsequent reporting date. The Company did not elect to apply the fair value option to any outstanding instruments.

ASC 825 also 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 payable and accrued liabilities approximates their fair values because of the short-term maturities of these instruments.

FASB ASC 820 “Fair Value Measurement” clarifies that fair value is an exit price, representing the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants. It also requires disclosure about how fair value is determined for assets and liabilities and establishes a hierarchy for which these assets and liabilities must be grouped, based on significant levels of inputs as follows:

Level 1: Quoted prices in active markets for identical assets or liabilities.

Level 2: Quoted prices in active markets for similar assets and liabilities and inputs that are observable for the asset or liability.

Level 3: Unobservable inputs in which there is little or no market data, which require the reporting entity to develop its own assumptions.

The determination of where assets and liabilities fall within this hierarchy is based upon the lowest level of input that is significant to the fair value measurement.

**e) 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.



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

NOTE 3 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

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

**g) 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.

**h) 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.

**i) 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.

**j) 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 - THIRD PARTY CONVERTIBLE LOANS

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 has been extended to August 31, 2023. At September 30, 2022, the principal balance of this note is \$310,698 with accrued interest of \$203,597.

NOTE 5 - THIRD PARTY ADVANCES

A third party has advanced \$459,494 to the Company, through September 30, 2022, by virtue of paying expenses of the Company as they were incurred. These advances have no stated interest rate nor ant stated maturity.

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

**NOTE 6 - SHORT TERM NOTE PAYABLE**

During the quarter ended June 30, 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 7 - 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 September 30, 2022 and December 31, 2021, the Company had 980,108,104 and 829,305,734 shares of common stock issued and outstanding, respectively. At September 30, 2022 and December 31, 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 8 - 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 September 30, 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 9 - 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.