

**Disclosure Statement Pursuant to the Pink Basic Disclosure
Guidelines**

CAVU Resources Inc.

1720 Military Rd. Buffalo, NY 14217

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SIC CODE 7374

**Quarterly Report
For the Period Ending: June 30, 2023
(the "Reporting Period")**

Outstanding Shares

The number of shares outstanding of our Common Stock was:

1,501,468,332 as of September 30, 2023

1,678,706,502 as of June 30, 2023

1,673,706,502 as of March 31, 2023

1,673,706,502 as of December 31, 2022

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: Yes: ☒ No: ☐

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

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 on February 1, 2023.

The Company is expected to rebrand its name in September 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 Charlotte, North Carolina, and has subsidiaries located in Charlotte, North Carolina, Tulsa, Oklahoma, Cleveland, Ohio, Buffalo, New York, and Atlanta, Georgia.

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 the Articles of Incorporation changing the name to ParagonX Holdings, Inc. The company is working diligently to up-list and is considering a number of proposals it has received that would provide much-needed capital to the business. The Company entered into an agreement with Daniel Ruhl acquiring 100% of the membership interests of Ruhl Construction, LLC, Precision Project Management, LLC, and Asher Homes, LLC in a transaction with an effective date of July 1, 2023 for preferred stock, a promissory note, specific resignations from officers, and the divestiture of several entities. To fulfill the the required company obligations the company agreed to divest Sinacori Builders, LLC, and several other less material subsidiaries. The Company entered into a divestiture agreement wherein Russ Sinacori purchased these businesses back for preferred stock and additional terms pursuant to the divestiture agreement executed between the parties. The Company earlier in the year divested Growing Together Academy as part of a separation agreement it reached with Bob Silver, the former Chairman of the Company.. The acquisitions and divestiture decisions made by the Board of Directors were based on warranted and represented TTM revenue from the sellers, which included revenue of over \$50M per annum, and over \$4.5 million in EBITDA.

(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.

The Company is considering other acquisitions that may close in late 2023 or early 2024. Daniel Ruhl, through his counsel, requested to unwind the transaction. The Board of Directors, in the interest of all the shareholders, has declined his proposal to do so. The Company issued a demand for performance, and the Board of Directors, in the interest of the shareholders, will make every effort to protect its interest. The company is open to divestiture if favorable terms for such a divestiture can be reached with Daniel Ruhl.

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 no longer have Preferred Shares in the company. Daniel Ruhl was issued 4.75 Million Preferred B shares in the company with super-voting rights, triggering this disclosure of a change in control.

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

Not sure which address to use here.

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 Austi Pkwy, Suite 300
Las Vegas, NV 89119, USA

Is the Transfer Agent registered under the Exchange Act?² 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: September 30, 2023
Total shares outstanding:	1,501,468,332 as of date: September 30, 2023

Number of shares in the Public Float ³ :	726,623,522	as of date: September
30, 2023 Total number of shareholders of record:	285	as of date: September
30, 2023.		

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.

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

None

Other classes of authorized or outstanding equity securities:

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

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: September 30
Total shares outstanding:	0	as of date: September 30, 2023

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: September 30, 2023
Total shares outstanding:	6,460,000	as of date: September 30, 2023

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, 2020 Common: 1,472,331,117 Preferred A: 1,000,000 Preferred B: 275,000			*Right-click the rows below and select "Insert" to add rows as needed.						
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 Ahdiznab	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	Vince Sbarra (9)	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	\$0.01	No	Joe & Rhonda Russ Living Trust	Services	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	\$0.0075	No	Pond Investments	Cash	Restricted	144 Reg D
11-November-22	Issuance	5,000,000	Common	\$0.01	No	Anthony Battaglia	Cash	Restricted	144 Reg D
23-November-22	Issuance	2,000,000	Common	\$0.0075	No	Scott Green	Cash	Restricted	144 Reg D
23-November-22	Issuance	3,000,000	Common	\$0.0075	No	Adam Sokol	Cash	Restricted	144 Reg D
8-December 22	Issuance	800,000	Common	\$0.01	No	Charles Treviso	Services	Restricted	144 Reg D
8-December-22	Issuance	10,000,000	Common	\$0.0075	No	Joe Caprino	Cash	Restricted	144 Reg D
5-June-23	Issuance	5,000,000	Common	\$0.004	No	James Sambree	Settlement	Restricted	144 Reg D

July 27, 2023	CANEL	-73,000,000	Common	NA	NO	Robert E. Silver	Acquired for \$215,000		
August 8, 2023	Issuance	14705439	Common	.0035	NO	YPH, LLC	Convertible Note	Restricted	144 Reg D
August 27, 2023	Issuance	2000000	Common	.005	NO	Robert A Comaglia	Services	Restricted	144 Reg D
August 10, 2023	Issuance	4000000	Common	.005	No	Timothy Samuels	Services	Restricted	144 Reg D
September 6, 2023	Transfer	4,750,000	Preferred B	NA	NO	Daniel Ruhl	Acquisition	Restricted	144 reg D
October 5, 2023	Issuance	1710000	Preferred B	.001	NO	Kevin V Cox	Paid Exercise of Options and Warrants	Restricted	144 Reg D

Shares Outstanding on Date of This Report:

Ending Balance Ending

Balance:

Date of this Report Common:

September 30, 2023, 1,501,468,332

Example: A company with a fiscal year end of December 31st, in addressing this item for its quarter ended September 30, 2020, would include any events that resulted in changes to any class of its outstanding shares from the period beginning on January 1, 2018, through September 30, 2020, pursuant to the tabular format above.

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) Held through EROP Enterprises LLC

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.)
July 1, 2020	\$55,154	\$55,154	-0-	June 30, 2021	Conversion Price \$0.0032	Russell Sinacori	Compensation
January 15, 2021	\$66,000	\$66,000	-0-	January 15, 2022	Conversion Price \$0.0032	Russell Sinacori	Compensation
January 20, 2023	\$175,000	\$175,000	\$	June 31, 2024	Conversion Price \$0.010	Andrew Gibeault	Loan
January 15, 2021	\$45,450	\$45,450	\$12,000	January 15, 2022	Conversion Price \$.0004	Connor Sinacori	Loan
April 22, 2022	\$588,235	\$588,235	-0-	July 22, 2023	Conversion Price varies based on market price and are triggered upon an up list to a major US exchange	RB Capital Partners Inc (4)	Loan
May 16, 2022	\$1,176,470	\$1,176,470	-0-	August 16, 2023	Conversion Prices vary based on market price and are triggered upon an up list to a major US exchange	Stock Loan Services LLC (5)	Loan

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.

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:

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

CAVU Resources, Inc. (the "Company" or "CAVU") was incorporated under the laws of the State of Nevada on August 23, 1995 as Magic Lantern Group, Inc. The Company has operated continuously since incorporation in various business entities including Internet companies, Magic Lantern, Inc., CasinoBuilders.com, Inc., Proximity Digital Networks, Inc. and Proximity, Inc. The Company has continued as an operating entity throughout this period and as business environments have changed it has redirected its business model, by acquiring its operating subsidiary, CAVU Resources, Inc. on April 24, 2009. The Company acquired and developed assets and technologies within the energy sector. Certain assets already held by the Company as a result of the acquisition of CAVU Resources, Inc. include 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 was a four-year process with a large percentage of assets sold and the related debts paid. Subsequently, CAVU has targeted undervalued companies and assets for acquisition. On January 1, 2016 the company decided to divest itself of the balance of its oil and gas assets and liquidate all of the non-operating and minority holding to pay debt settle outstanding lawsuits and to redirect the company's efforts in a new direction. Current operations include building a lifestyle and real estate services platform that includes several wholly owned subsidiaries. These operating subsidiaries have operations inclusive of real estate services, land development, home-building, mental health and neurofeedback, travel and entertainment, health and fitness, education, and supply chain and logistics. The Company is focused, however, on three platforms: logistics, real estate, and healthcare. The Company is focused on building its holdings in each of these three platforms with an aim to create a strong, diversified, cash-creating consolidated entity.

B. Please list any subsidiaries, parents, or affiliated companies.

As of September 30, 2023, the Company had the following operating subsidiaries:

Hospitality Restoration Services – Commercial property restoration services
Trudant Executive Services – Outsourced professional and financial services for entrepreneurs
AV Rover – educational broadcast and remote learning equipment
Canary Travel – consumer and business travel services, septicallly large group travel and major event travel services
Ruhl Construction, LLC
Precision Project Management, LLC
Asher Homes, LLC

The Company has completed additional acquisitions in the three months ended September 30, 2023.

C. Describe the issuers' principal products or services.

CAVU closed all oil and gas operations and sold all of the related assets. It also closed down all of its existing Partnerships, Limited Liability Companies, and all operating subsidiaries.

The Company has refocused its business plan and is intensely focused on raising capital for the purchase of properties, technologies, and businesses in the business sectors pertaining to logistics, real estate, and healthcare.

Hospitality Restoration Services – Commercial property restoration services
Trudant Executive Services – Outsourced professional and financial services for entrepreneurs
AV Rover – educational broadcast and remote learning equipment
Canary Travel – consumer and business travel services, septicallly large group travel, and major event travel services
Ruhl Construction, LLC
Precision Project Management, LLC
Asher Homes, LLC

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 6000 Fairview Road, Suite 150 Charlotte, NC 28210. . The Company's establishing its corporate headquarters in Charlotte, North Carolina, and has subsidiaries located in Charlotte, North Carolina, Tulsa, Oklahoma, Cleveland, Ohio, Buffalo, New York, and Atlanta, Georgia.

6) 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) representing the corporation or entity in the note section.**

	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	Notes
Joseph Caprino	Acting CEO	Buffalo, New York	1,445,852	Preferred B	<0.2 %	
Kevin Cox	Director (Resigned as CEO in Q3)	Tulsa, Oklahoma	2,000,000 1,710,000	Common Stock – Preferred B	10%	
Robert Cornaglia	Director	Cherry Hill, New Jersey	9,000,000	Common Stock	<0.1 %	
Grant Edwards	Chief Financial Officer (Resigned September 2023)	Atlanta, Georgia	-0-	Common Stock Options	-0-	Under Review

The Company currently owes, due to lack of compensation pursuant to the employment agreements with Kevin V Cox and Joe Caprino. The company did not make any compensation payments to them for the calendar year of 2022 and 2023. The Company entered into a separation agreement with its former Chairman, Bob Silver. Mr.

Silver was the only Officer who received his full compensation in 2022. As part of the divestiture of Sinacori Builders, the company fulfilled its compensation obligations to Russ Sinacori. The company may owe its former CFO Grant Edwards compensation, but the matter is currently under review.

7) 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 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 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, the company has no fear of litigating to protect the company and its shareholders. Any such litigation is usually taken in a pro-active manner knowing that the possibility of counter-litigation exists. Investors in the company should know that the company has threatened litigation against usurious lenders, vendors and suppliers who have not lived up to the terms of their contracts, former employees who failed to adhere to their contracts, and former acquisition targets who may have misled the company regarding their financial status. As a result, the company always may be the subject of a claim or counterclaim because of the company's activities.

The Company settled its litigation with Mike Murphy, its former Chief Technology Officer.

The company has a promissory note with Dr. Singh and Sine Pari, LLC, and has a trial scheduled in November 2023.

The company settled its litigation with Lloyd Kurth.

The company received numerous "threats" of litigation, including requests for documentation or clarification of contracts, filings, etc. The company researches every request and threat and, as of

the time of this filing, does not believe these threats or requests have merit. If warranted, the company engages outside counsel to verify these findings. Further, if the threats or requests for clarification do have merit, the current officers act in good faith and use their best business judgment to fulfill their fiduciary obligations to the shareholders. The Company has at the request of its former Chairman, engaged its securities counsel in a forensic review of its disclosures and handling of securities. The investigation turned up no malfeasance on the part of its current Officers and Directors, but the investigation remains ongoing.

The Company has several "MCA" loans that it is working on settlements with which the Company has been notified it is in technical default. The Company has not paid its CEO, CFO, President, or COO as required in their respective employment agreements for the period of 2022. The Company anticipates entering into agreements to amend the employment agreements wherein they will be paid retroactively. These agreements, as of the date of these filings, have not been entered into, creating a potential for litigation and liability, which is accounted for within the financial statements and use of funds provided to equity and lending capital institutions the company is working with. The only Officer compensated for their services in 2022 to the Company was its former Chairman, Bob Silver.

The Company is evaluating the potential loss of assets from the resignation of its previous CEO and may litigate to recover such losses should it be necessary and in the best interest of the shareholders to do so.

The Company has not resolved the matter brought by Daniel Ruhl in an effort to unwind the transaction, as discussed earlier in this disclosure statement.

The Company has recently paid its annual tax filing fee with the State of Nevada to remain a Company in Good Standing (November 2022).

8) Third Party Providers

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

Independent Accounting Firm

Firm: BF Borgers CPA
Address 1: 5400 West Cedar Avenue
Address 2: Lakewood, CO 80226
PHONE: +1 303-953-1454

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

Corporate Counsel:

Name: Lawrence Metelitsa
Firm: Lucosky Brookman
Address 1: 101 Wood Ave South
Address 2: Woodbridge, New Jersey 08830
Phone: 732-395-4400
Email: lmelitsa@lucbro.com

Investment Banker

FIRM: Spartan Capital
PHONE: +1 877-772-7818
Email: info@spartancapital.com

Other Service Providers

Provide the name of any other service provider(s) 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.

9) 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)⁴:

Name: **Joe Caprino, Caprino Management, LLC**

Title: Active CEO

Relationship to Issuer: Officer and Management Company

Describe the qualifications of the person or persons who prepared the financial statements: Turn around experience with over 20 years successfully transitioning companies. An outside consultant with 20 plus years of experience as CPA assisted with the preparation of the financial statements.

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.

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

Important Notes:

- Financial statements must be "machine-readable". Do not publish images/scans of financial statements.

⁴ The financial statements requested pursuant to this item must be prepared in accordance with US GAAP or IFRS by persons with sufficient financial skills.

- All financial statements for a fiscal period must be published together with the disclosure statement in one Annual or Quarterly Report.

10) Issuer Certification

Principal Executive Officer:

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

The certifications shall follow the format below:

I, Joe Caprino certify that:

1. I have reviewed this Disclosure Statement for CAVU Resources 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.

January 5, 2024

/s/ Joe Caprino, Acting CEO and President Caprino Management, LLC

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

Principal Financial Officer:

I, Joe Caprino certify that:

1. I have reviewed this Disclosure Statement for CAVU Resources, 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.

January 5, 2024

/s/ Joe Cparino, Acting CEO and President of Caprino Management

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

FINANCIAL STATEMENTS

CAVU Resources Inc.

Consolidated Statements of Operations (Unaudited)

For the three and nine months ended September 30, 2023 and 2022

	3 months		9 months	
	2023	2022	2023	2022
Revenue	\$ 13,838,559	\$ 4,758,933	\$ 15,775,841	\$ 10,147,867
Cost of Revenue	11,547,252	2,355,292	12,017,227	5,793,585
Total gross profit (loss)	2,291,307	2,403,641	3,758,614	4,354,282
Selling, general, and administrative expenses	1,084,868	1,680,332	2,654,765	3,565,976
Interest expense	240,830	87,776	333,372	712,576
Other expense (income), net	(15,866)	-	(765,866)	-
Loss before income taxes	981,475	635,533	1,536,343	75,730
Income tax expense (benefit)	-	-	-	-
Net income from continued operations	981,475	635,533	1,536,343	75,730
Net income (loss) from discontinued operations	-	88,712	(186,447)	(362,531)
Net income (loss)	\$ 981,475	\$ 724,245	\$ 1,349,896	\$ (286,801)
Net income attributed to Noncontrolling interests	\$ 32,251	\$ 114,538	\$ 238,867	\$ 321,154
Net income (loss) attributed to CAVU Resources	\$ 949,224	\$ 609,707	\$ 1,111,029	\$ (607,955)
Loss per share attributed to CAVU Resources:				
Basic and diluted	\$ 0.00	\$ 0.00	\$ 0.00	\$ (0.00)
Shares used in per share calculation:				
Basic and diluted	1,501,468,332	1,555,701,169	1,501,468,332	1,530,701,144

CAVU Resources Inc.
Consolidated Balance Sheets (Unaudited)

	September 30, 2023	December 31, 2022
Assets		
Current Assets		
Cash and cash equivalents	\$ 579,519	\$ 346,910
Receivables	11,229,234	52,752
Contract assets	-	52,687
Construction in Progress	42,411,920	
Inventory	4,965,082	4,988,080
Total current assets	59,185,755	5,440,429
Other Assets		
Other assets	8,529,474	25,000
Contract assets	-	430,997
Goodwill and intangible assets, net	1,973,000	5,597,220
Right of use assets	-	315,826
Property and equipment	1,854,519	135,435
Total other assets	12,356,993	6,504,478
Total assets	\$ 71,542,748	\$ 11,944,907
Liabilities and Stockholders' Deficit		
Current Liabilities		
Accounts payable	\$ 4,460,148	\$ 923,466
Credit card payable	-	323,643
Accrued expenses	31,337,638	1,458,000
Unearned revenue	10,276	792,462
Right of use liabilities	-	85,642
Purchase price payables	430,226	2,187,000
Demand loans payable	-	7,154,284
Total current liabilities	36,238,288	12,924,497
Long Term Liabilities		
Related party seller note payable, less current portion	1,000,000	1,950,000
Right of use liabilities	-	-
Debt and notes payable	22,306,494	150,000
Total long term liabilities	23,306,494	2,100,000
Total liabilities	59,544,782	15,024,497
Stockholders' Deficit		
Additional paid in capital	19,931,275	5,517,978
Accumulated deficit	(8,110,334)	(9,335,900)
Common stock, par value \$0.0001	176,379	193,603
Preferred Stock	646	603
Total stockholders' deficit attributed to CAVU Resources	11,997,966	(3,623,716)
Noncontrolling interests	668,456	544,126
Total stockholders' deficit	12,666,422	(3,079,590)
Total liabilities and stockholders' deficit	\$ 71,542,748	\$ 11,944,907

CAVU Resources Inc.
Consolidated Statements of Stockholders' Deficit
December 31, 2022 and September 30, 2023

	Common Stock		Series A Preferred		Series B Preferred		Additional		Total
	Shares	Amount	Shares	Amount	Shares	Amount	Paid in Capital	Accumulated Deficit	Stockholders' Deficit
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 repurchased into treasury	(172,238,170)	(17,224)	(1,000,000)	(100)	(5,025,000)	(503)	(197,273)		
Issuance of shares associated with acquisition					4,750,000	475	14,610,741		
Conversion of stock options					1,710,000	171	(171)		
Net Income								1,349,896	1,349,896
Less: Noncontrolling Interest								(668,456)	(668,456)
Balance at September 30, 2023	1,501,468,332	\$ 176,379	-	\$ -	6,460,000	\$ 646	\$ 19,931,275	\$ (8,110,334)	\$ (2,398,352)

CAVU Resources Inc.
Consolidated Statements of Cash Flows (Unaudited)
For the nine months ended September 30, 2023 and 2022

	<u>2023</u>	<u>2022</u>
Cash flows from operating activities		
Net income	\$ 1,349,896	\$ 75,730
Adjustments to reconcile net loss to net cash provided by (used in) operating activities:		
Changes in operating assets and liabilities	<u>(1,402,287)</u>	<u>(376,681)</u>
Net cash (used in) operations	(52,391)	(300,951)
Cash flows used in investing activities:		
Cash received for asset disposal	<u>500,000</u>	-
Net cash provided by investing activities	500,000	-
Net cash provided by (used in) financing activities:		
Purchase of treasury stock	(215,000)	
Proceeds from sale of stock	<u>-</u>	<u>250,000</u>
Net cash provided by (used in) financing activities	<u>(215,000)</u>	<u>250,000</u>
Net change in cash and cash equivalents	232,609	(50,951)
Cash and cash equivalents at beginning of period	<u>346,910</u>	<u>415,241</u>
Cash and cash equivalents at end of period	<u><u>\$ 579,519</u></u>	<u><u>\$ 364,290</u></u>

CAVU Resources Inc.
September 2023
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.**

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 PGXH, 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 2022 Annual Report filed on March 31, 2023 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.