

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

**CAVU Resources Inc.**

2448 E 81<sup>st</sup> Street # 4816 Tulsa OK 74137

704-564-2372

www.livetobehappy.com ir@ltbh.com

SIC CODE 7374

**Annual Report**  
**For the Period Ending: December 31, 2023**  
(the "Reporting Period")

**Outstanding Shares**

The number of shares outstanding of our Common Stock was: 1,673,706,502 as of  
December 31, 2022

The number of shares outstanding of our Common Stock was 1,456,882,620 as of  
December 31, 2023

**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 Control<sup>1</sup> of the company has occurred over this reporting period:

<sup>1</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.

Yes: ☒ No: ☐

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 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 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 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 warranties and representations that the Ruhl Construction was producing revenues of over \$50M per annum, and over \$4.5 million in EBITDA. ParagonX filed a lawsuit in Tulsa County against Daniel Ruhl and the Ruhl companies. Under a confidential settlement agreement, the parties unwound the acquisition and all shares issued to Ruhl Construction were returned to Treasury. All revenue and assets and liabilities were removed from the financials accordingly. . Daniel Ruhl, through his counsel, requested to unwind the transaction. The Board of Directors, in the interest of all the shareholders, voted on and agreed to the settlement terms and the 4.75 million Preferred B shares were all returned to the company treasury including the super-voting rights.

(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 02/02/24 1,710,000 Preferred B shares were issued to Kevin V Cox as Mr. Cox exercised the options he was granted by the company. These were assigned to the KVC Dominion Limited Liability Limited Partnership. On 02/24/24 1,600,000 Preferred B Shares were issued to Caprino Management in exchange for the common shares they acquired and for continuing to work in lieu of compensation in the transformation and transition of the company.

With the shares from Sinacori and Ruhl returned to Treasury, the Board of Directors gave full voting control to these entities, resulting in a change of control.

The address(es) of the issuer's principal executive office: **2448 E 81<sup>st</sup> Street Suite 4816 Tulsa, OK 74137**

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 the Articles of Incorporation changing the name to ParagonX Holdings, Inc. The company is working diligently to up-list to the QB and is considering a number of proposals its received that would provide much needed capital to the business. The company is considering, and currently has three Letters of Intent in place, to acquire businesses that would complement its current real estate, logistics, and healthcare platforms. The Company divested Growing Together Academy as part of a separation agreement it reached with Bob Silver, the former Chairman of the Company. The Board of Directors divested Sinacori Builders, LLC and a few other small subsidiaries pursuant to the Ruhl acquisition. When the transaction was litigated and unwound, the Board decided, using its business judgement, to reject the offer from Sinacori to re-acquire the divested entities. The company is actively working to consolidate debt, settle with its creditors, undue the 3a10 liabilities is possible, and is considering a number of alternatives for capitalization in 2024.

The address(es) of the issuer's principal executive office: 2448 E 81<sup>st</sup> Street Suite 4816 Tulsa, OK 74137

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?<sup>2</sup> 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: December 31, 2023
Total shares outstanding:	1,456,882,620	as of date: December 31, 2023
Number of shares in the Public Float <sup>3</sup> :	842,903,651	as of date: December 31, 2023
Total number of shareholders of record:	289	as of date: December 31, 2023

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

None

Other classes of authorized or outstanding equity securities:

See Below:

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

<sup>3</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.

*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: December 31, 2023
Total shares outstanding:	0	as of date: December 31, 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: December 31, 2023
Total shares outstanding:	0	as of date: December 31, 2023
Total shares outstanding:	3,310,000	as of date: April 15, 2024

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 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	2,00,000	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	\$0.0089	No	Tim Samuels	Board Compensation	Restricted	144 Reg D
8-August-23	Issuance	2,000,000	Common	\$0.0089	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	14,705,0439	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	Kevin Cox	Exercise 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

Shares Outstanding on Date of This Report:

	<u>Ending Balance</u>	<u>Ending</u>
<u>Balance:</u>		
Date of this Report	Common:	
December 31, 2023	1,472,331,117	

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

## 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 \$0.010	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
October 18, 2021	\$99,000	\$99,000	-0-	October 18, 2022	Conversion Price \$0.025	EMA Financial (3)	Services 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
January 24, 2024	\$169,800	\$169,800	5% annually	April 11, 2024	Conversion Price 0.0025	SOUND VIDEO SYSTEMS OF WNY, LLC	Working Capital Document Id 14
			—				
May 27, 2022	\$125,000.00 principal, with a late payment penalty of \$2,000 per week after the due date	\$125,000.00	The note is interest-free	December 1, 2022	Not applicable, as it is not a convertible note	Caprino Management LLC	Loan for Working Capital Sinacori Document Id 12

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.	\$1,250,000.00	Accrued Interest: 7% annually	February 28, 2026	\$0.0025 per share	KVC Dominion Limited Liability Limited Partnership	Document id 6
February 28, 2024	7% annually	\$219,000	7% annually	February 28, 2026	\$0.0025 per share	Joe Caprino	Document id 10
August 13, 2021	9% annual interest	\$100,000.00	9% annual interest	December 31st, 2021	\$0.037 per share	Justin Lee	Document id 09
December 5, 2022	The note is due in a single installment by the end of December 2024, with the option for the Payee to convert the balance owed into restricted shares	\$30,000	5% annual interest	December 31st, 2024	\$0.0034 per share	Canary Travel	Document id 08
August 24, 2021	\$235,000.00, with an additional late payment penalty of \$10,000 per	\$235,000.00	This Note shall non-bearing interest loan	January 15, 2022.	Not applicable as the note is not described as convertible.	Caprino Management LLC	Document id-07

	month if applicable.						
<b>July 21, 2023</b>	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	Document id-06 Salary arrearages to Robert Silver, a former officer of the company
February 28, 2024	Not Specified	Principal Amount of Debt: Not specified in the provided text	Accrued Interest: 7% per annum	Maturity Date: 24 months from the date of issuance	Conversion Price: \$0.0025 per share	Joe Caprino	Document id – 05 Settlement for demands of payment of damages due to breach of contract
August 31, 2021	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	Document id – 04
July 2, 2020	Not specified in the document	Not specified in the document.	Not specified in the excerpt, but the note holder has the right to	Not specified	Adjusted to \$0.0032 per share of common stock of ParagonX Holdings, Inc.	Russell Sinacori	<b>Document id -03</b>

			convert the outstanding principal and any accrued interest into shares.				
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 <b>Document id -02</b>
<b>July 21, 2023</b>	As of January 20, 2023, the payoff amount of the note will be \$87,465.00.	<b>\$73,625.00</b>	Until paid in full in cash or 10,922,125 free trading (or 14,577,500 144 restricted) shares delivered in lieu the cash payment, the terms of the note of \$500/week plus 5% per annum interest shall continue to accrue and due and payable until paid or converted to shares.	The due date of the note is January 20, 2023, six months from July 21, 2023.	Until paid in full in cash or 10,922,125 free trading (or 14,577,500 144 restricted) shares delivered in lieu the cash payment, the terms of the note of \$500/week plus 5% per annum interest shall continue to accrue and due and payable until paid or converted to shares.	Robert Silver	Document Id 01
Not Available	Not available	\$ 600,000.00	Not available	12/1/23	Not convertible	AV Rover	Acquisition Note Excel file
Not Available	Not available	\$ 600,000.00		12/1/2023	Not convertivble	HRS	Acquisition Note Excel file
Not Available	Not available	\$ 1,450,000.00		12/1/22	Not convertible	Libertas	Loan for Working Capital Sinacori Excel file
Not Available	Not available	\$35,000		12/1/23	Not convertible	OnDeck	Loan for Working Capital Sinacori Excel file

Not Available	Not available	\$ 20,000.00		3/1/24	Not convertible	BizFund	Loan for Working Capital Sinacori Excel file
					convertible		
Not Available	Not available	\$ 175,000.00	\$ 17,500.00	6/30/21	Not Not convertible	Andrew Gilbeault	Loan Excel file
Not Available	Not available	\$ 55,154.00	\$ 11,030.80	6/30/21	\$ 0.0032	Russell Sinacori	Excel file
Not Available	Not available	\$ 45,540.00	\$ 9,108.00	\$ 9,108.00	\$ 0.0032	Russell Sinacori	Excel file

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 EMA Financial is Felicia Preston.
- (4) The control person for RB Capital Partners Inc is Brett Rosen
- (5) The control person for Stock Loan Services LLC is Harvey Carmichael.
- (6) The control person for KVC Dominion Limited Liability Limited Partnership is the KVC Dominion Irrevocable Living Trust with Sarah D. Cox as the Trustee
- (7) The contrl person is Joe Caprino

#### 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") 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.

On February 12, 2020, the Company completed the acquisition of Sinacori Builders, LLC ("Sinacori") and created the brand "Growing Together". The Sinacori purchase price is \$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 or an aggregate value of \$750,000. The Company issued an interest free convertible note for the remaining purchase price of \$3,950,000. The Company issued 75,000,000 additional shares valued at \$0.005 per share with an

aggregate value of \$375,000. in July 2020 towards the purchase price. The Company was not able 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 agreement wherein the cash required was reduced by \$1 Million, the periodic payments were eliminated, and the Company issued additional preferred and common stock. With this additional preferred issuance, Russ Sinacori, via beneficial ownership, including that in the The Sinacori Family Irrevocable Trust, had voting control of the company. . Russell Sinacori will stay on as CEO of Sinacori. As part of the acquisition the company also added two new members to the board; Russell Sinacori and Tim Samuels. In December of 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 of the patented Physical Therapy Bike and formalized its acquisition of DRIP Fitness, LLC a subsidiary in which all inventors of the DRIP climber assigned all their rights to the invention to DRIP Fitness, LLC, a wholly owned subsidiary of the Company. The Company is currently evaluating divesting this entity or its rights to the climber patents in exchange for royalties. The Company acquired a minority interest in 1Ahead Technologies Inc., and acquired the distribution right to its patented logistics solution, “GLO.” The Company has opened its first RenuYou location. The Company is considering registering RenuYou as a franchise and selling franchises across the country, including its current locations in Tulsa Oklahoma and Charlotte, North Carolina. In 2023, the company acquired Ruhl Construction and divested, pursuant to the requirement of the purchase agreement, its interests in Sinacori Builders, DRIP Fitness, 1Ahead Technologies, and “Glo”. The company sold the assets of its holdings in RenuYou to SOAAK Technologies for cash and a note payable in 2024.

**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, and real estate.

Hospitality Restoration Services – Commercial property restoration services

AV Rover – educational broadcast and remote learning equipment

Canary Travel – consumer and business travel services, septicallly large group travel and major event travel 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 2448 E 81<sup>st</sup> Street Tulsa Suite 4816 Tulsa, OK 74137. The Company’s establishing 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. . Th

<b>Name of Officer/Director or Control Person</b>	<b>Affiliation with Company (e.g. Officer Title /Director/Owner of more than 5%)</b>	<b>Residential Address (City / State Only)</b>	<b>Number of shares owned</b>	<b>Share type/class</b>	<b>Ownership Percentage of Class Outstanding</b>	<b>Notes</b>
Kevin Cox	Chairman of the Board	Tulsa, Oklahoma			%	Assigned 1.71M Preferred shares and 2M common to third party
Joe Caprino	President Cparino Management, LLC acting CEO	Buffalo, New York		Common	%	Assigned \$1.6M Preferred shares to a third party

**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**

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.

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.

Active litigation involves a current lawsuit filed by the company to recover damages from its former Chief Technology Officer. The Former Chief Technology Officer filed a countersuit for wrongful termination. This matter was settled.

The company litigated against Daniel Ruhl and Ruhl construction. The matter was settled.

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

The company was sued by Dr. Singh and Sin-Pari, LLC for \$250,000. The company received a judgement against it in this case.

The company received a claim from Lloyd Kurth, the company is not a party to any employment agreements with him, and therefore will be filing a motion to dismiss. 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 litigating with BizFund, LLC who sued it for \$28,000 revolving around an unpaid debt.

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 request 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 judgement 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 company has issued a major demand letter to Spartan Capital, LLC and anticipates litigation.

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

The Company is evaluating potential loss of assets from the resignation of its previous CEO’s 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 recently paid its annual tax filing fee with the State of Nevada to remain a Company in Good Standing (November 2023).

## **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:  
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:	<a href="mailto:byronthomaslaw@gmail.com">byronthomaslaw@gmail.com</a>

### 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: [lnmetelitsa@lucbro.com](mailto:lnmetelitsa@lucbro.com)

Investment Banker

FIRM:  
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)<sup>4</sup>: Name:

David Munoz

Title: Consultant

Relationship to Issuer: Consultant

Describe the qualifications of the person or persons who prepared the financial statements: Consultant with a number of years of experience in public company reporting.

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

**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 Annual Report.

The certifications shall follow the format below: I,

Joseph Caprino, President of Caprino Management,

LLC, Acting CEO 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 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.

**December 31, 2023**

**/s\_ Joe Caprino, Acting Chief Executive Officer**

(Digital Signatures should appear as “/s/ Joe Caprino, President Caprino Management LLC”)

*Principal Financial Officer:*

I, Joe Caprino, President of Caprino Management, LLC certify, Acting CEO 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.

**December 31, 2023**

**/s/ Joe Caprino \_\_\_, Acting Chief Executive Officer**

(Digital Signatures should appear as “/s/ Joe Caprino, President of Caprino Management, LLC”)

**FINANCIAL STATEMENTS**  
**CAVU Resources Inc.**  
**CAVU Resources Inc.**  
**INCOME STATEMENT (UNAUDITED)**

	<b>2023</b>	<b>2022</b>
Revenue	\$ 3,472,188.05	\$ 11,462,686.00
Cost of Revenue	\$ 1,677,185.99	\$ 6,963,923.00
Total gross profit (loss)	\$ 1,795,002.06	\$ 4,498,763.00
Selling, general, and administrative expenses	\$ 1,720,329.58	\$ 6,837,128.00
Interest expense	\$ 110,602.00	\$ 624,851.00
Other expense (income), net	\$ (742,094.00)	\$ -
Net Income	\$ 706,164.48	\$ (1,963,216.00)
Income tax expense (benefit)	\$ -	\$ -
Net income (loss)	\$ 706,164.48	\$ (1,962,216.00)
Income per share attributed to CAVU Resources:		
Basic and diluted	\$ 0.0004	\$ (0.0012)
Shares used in per share calculation:		
Basic and diluted	1,472,331,117	1,605,770,500

**Consolidated Balance Sheets (Unaudited) December 31, 2023 and 2022**

**CAVU RESOURCES INC**  
**CONSOLIDATES BALANCE SHEET (UNAUDITED)**  
**DECEMBER 31, 2023 and 2022**

	<b>2022</b>	<b>2023</b>
<b>Assets</b>		
<b>Current Assets</b>		
Cash and cash equivalents	\$ 346,910	\$ 254,209
Receivables	52,752	1,560,971
Contract assets	52,687	-
Construction in Progress		-
Inventory	4,988,080	-
Total current assets	5,440,429	1,815,180
<b>Other Assets</b>		
Other assets	25,000	413,296
Contract assets	430,997	-
Goodwill and intangible assets, net	5,597,220	4,523,880
Right of use assets	315,826	-
Property and equipment	135,435	4,983
Total other assets	6,504,478	2,391,279
Total assets	\$ 11,944,907	\$ 9,148,618
<b>Liabilities and Stockholders' Deficit</b>		
<b>Current Liabilities</b>		
Accounts payable	\$ 923,466	\$ 21,000
Credit card payable	323,643	-
Accrued expenses	1,458,000	3,800
Unearned revenue	792,462	10,276
Right of use liabilities	85,642	-
Purchase price payables	2,187,000	
Demand loans payable	7,154,284	-
Total current liabilities	12,924,497	35,076
<b>Long Term Liabilities</b>		
Related party seller note payable, less current portion	1,000,000	2,888,000
Right of use liabilities	-	-
Debt and notes payable	150,000	
Total long term liabilities	2,100,000	8,633,751
Total liabilities	15,024,497	8,668,827
<b>Stockholders' Deficit</b>		
Additional paid in capital	5,517,978	9,276,718
Accumulated deficit	(9,335,900)	(8,940,513)
Common stock, par value \$0.0001	193,603	143,276
Preferred Stock	603	310
Total stockholders' deficit attributed to CAVU Resources	(3,623,716)	479,791
Noncontrolling interests	544,126	32,251
Total stockholders' deficit	(3,079,590)	512,043
Total liabilities and stockholders' deficit	\$ 11,944,907	\$ 9,148,618

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

	<b>Common Stock</b>		<b>Series A Preferred</b>		<b>Series B Preferred</b>		<b>Additional</b>	<b>Accumulated</b>	<b>Total</b>
	<b>Shares</b>	<b>Amount</b>	<b>Shares</b>	<b>Amount</b>	<b>Shares</b>	<b>Amount</b>	<b>Paid in Capital</b>	<b>Deficit</b>	<b>Stockholders' Deficit</b>
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								519,717	519,717
Less: Noncontrolling Interest								(668,456)	(668,456)
Balance at December 31, 2023	1,501,468,332	\$ 176,379	-	\$ -	6,460,000	\$ 646	\$ 19,931,275	\$ (8,940,513)	\$ (3,228,531)





**CAVU Resources Inc.**

**December 31, 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.**

**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 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, 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 FINANCIAL 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 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.**