# TRANSNATIONAL GROUP, INC

## A Nevada Corporation

## Company Information and Disclosure Statement for the quarter ending 05/31/15

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

In answering this item, please also provide any names used by predecessor entities in the past five years and the dates of the name changes.

Transnational Group, Inc., a Nevada corporation ("Company"), changed its name from Transnational Automotive Group, Inc., on January 31, 2014. The name change was effectuated in the marketplace by FINRA on July 23, 2014.

The Company was incorporated on April 2, 1999 in the State of Nevada as Vitaminoverrun.com Corp. and in August, 2001, the Company changed its name to Apache Motor Corporation, Inc. In November, 2005, the Company changed its name to Transnational Automotive Group, Inc.

### 2) Address of the issuer's principal executive offices

Company Headquarters
Address 1: 8275 S. Eastern Ave. Suite 200
Address 2: Las Vegas, NV 89123
Address 3:
Phone: 702-949-8489
Email:info@transnationalgroup.net
Website(s): http://transnationalgroup.net

IR Contact
Address 1: Seal Point Consulting
Address 2: 188 Forrest Drive
Address 3: Holland, Pa 18966
Phone: 888 959 7095
Email: ir@sealpointconsulting.com
Website(s):

Seal Point Consulting is a public relations company that assists Transnational with its press releases. It is not an executive office of Transnational.

### 3) Security Information

Trading Symbol: TAMG

Exact title and class of securities outstanding: common, one class
CUSIP: 893775205
Par or Stated Value: $.001

| | |
|---|---|
| Total shares authorized: 200,000,000 common | as of: 05/31/15 |
| Total shares outstanding: 32,960,508 common | as of: 05/31/15 |
| Total restricted shares outstanding: 20,202,096 common | as of: 05/31/15 |
| Total non-restricted shares outstanding: 12,758,412 common | as of: 05/31/15 |

| | |
|---|---|
| Total shares authorized: 100,000,000 preferred | as of: 05/31/15 |
| Total shares outstanding: 0 preferred | as if: 05/31/15 |

Additional class of securities (if necessary): None

There have been no preferred shares and no additional common shares issued between February 28, 2015 and May 31, 2015

Transfer Agent
Name: Pacific Stock Transfer Company
Address 1: 6725 Via Austi Parkway, Suite 300
Address 2: Las Vegas, NV 89119
Address 3:
Phone: 702-361-3033
Is the Transfer Agent registered under the Exchange Act?* Yes: X☐ No: ☐

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

List any restrictions on the transfer of security:

None except for those imposed by the applicable federal and state securities laws.

Describe any trading suspension orders issued by the SEC in the past 12 months:

None

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

None

**4) Issuance History**

List below any events, in chronological order, that resulted in changes in total shares outstanding by the issuer in the past two fiscal years and any interim period. The list shall include all offerings of equity 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, describing (1) the securities, (2) the persons or entities to whom such securities were issued and (3) the services provided by such persons or entities. The list shall indicate:

A. The nature of each offering (e.g., Securities Act Rule 504, intrastate, etc.);

Private offerings under Section 4(2) of the Securities Act of 1933, as amended.

B. Any jurisdictions where the offering was registered or qualified;

All shares were issued in reliance upon the exemption from registration contained in Sections 4(a)(2) of the Securities Act of 1933, as amended.

C. The number of shares offered;

31,333,200

D. The number of shares sold;

31,333,200[1]

November 27, 2013

[1] This does not include figures contained in the November 27, 2013 Option Agreements.

1. On November 27, 2013, issued 33, 200 shares of common stock to certain then-current and past executive officers for past services in reliance upon the exemption from registration contained in Section 4(a)(2) of the Securities Act of 1933, as amended.

2. On November 27, 2013, the Company issued 10,800,000 shares of its common stock, as follows: (a) 2,700,000 shares of its common stock to Wilco Financial Services, the holder of a promissory note originally issued on June 25, 2012 ("Wilco Note"), (b) 2,700,000 shares of common stock to Cynthia Lau Retirement Trust, the assignee of a portion of the Wilco Note, (c) 2,700,000 shares of common stock to Black Cat Consulting, Inc, the assignee of a portion of the Wilco Note, and (d) 2,700,000 shares of common stock to 5960 Bonsall, LLC, the assignee of a portion of the Wilco Note. The issuances were made in reliance upon the exemption from registration contained in Sections 4(a)(2) of the Securities Act of 1933, as amended.

3. On November 27, 2013, the Company issued (a) 500,000 shares of common stock to Martin Katz, (b) 500,000 shares of common stock to Phillip Dutoit, (c) 500,000 shares of common stock to Queen City Trading, Ltd FBO Kenneth Eade, (d) 2,000, 000 shares of common stock to Charlotte Wilshinsky, (e) 500,000 shares of common stock to Alfred Gardner, (f) 2,700,000 shares of common stock to SMSW Enterprises, LLC, (g) 2,700,000 shares of common stock to 5086 Enterprises, LLC, (h) 2,700,000 shares of common stock to 966 Third Avenue Enterprises, LLC, (i) 2,700,000 shares of common stock to 23710 Enterprises, LLC, and (j) 2,700,000 shares of common stock to 13400 Riverside Enterprises, Inc. All such issuances were made in reliance upon the exemption from registration contained in Sections 4(a)(2) and 4.6 of the Securities Act of 1933, as amended.

4. On November 27, 2013, the Company's Board of Directors authorized the issuance of options to Phillip Dutoit, to acquire up to 1,500,000 shares of the Company's common stock for $.01 per share on a cashless basis and an option to acquire up to 1,000,000 shares of the Company's common stock at $.01 per share on a cashless basis to each Martin Katz, Kenneth Eade, and Al Gardner. The shares were issued in exchange for the optionees' agreement to provide future services to the Company. Company Management believes that neither Mr. Gardner nor Mr. Eade ever provided the services which they had agreed to perform and that no option was ever issued to Mr. Gardner or Mr. Eade. Mr. Eade contends that the Company did issue an Option Agreement to him and he is seeking to exercise the option. The Company is reviewing the situation but at this time, the Company intends to contest Mr. Eade's claim vigorously.

December 12, 2013

On December 12, 2013, the Company issued (a) 750,000 shares of common stock to SMSW Enterprises, LLC, (b) 750,000 shares of common stock to 5086 Enterprises, LLC, (c) 750,000 shares of common stock to 966 Third Avenue Enterprises, LLC, and (d) 750,000 shares of common stock to 23710 Enterprises, LLC, in exchange for services.

May 8, 2014

On May 8, 2014, the Company issued 240,000 shares of its common stock to Yi Ting Liu for $60,000 ($.25 per share) in reliance upon the exemption from registration contained in Sections 4(a)(2) and 4(6) of the Securities Act of 1933, as amended. The certificate for the shares bears a restrictive legend.

June 9, 2014

On June 9, 2014, the Company issued 1,000,000 shares of its common stock to Eric Bensamochan issued in reliance upon the exemption from registration contained in Sections 4(a)(2) and 4(6) of the Securities Act of 1933, as amended. The shares were issued in a partial conversion of $100 of principal of the Wilco Note that had been assigned to Mr. Bensamochan. The certificates for the shares do not bear any restrictive legend.

July 22, 2014

On July 22, 2014, the Company issued 20,000 shares of its common stock to Seal Point Consulting, LLC, for services rendered to the Company which services were valued at $10,000. The shares were issued in reliance upon the exemption from registration contained in Sections 4(a)(2) and 4(6) of the Securities Act of 1933, as amended. The certificate for the shares bears a restrictive legend.

E. The price at which the shares were offered, and the amount actually paid to the issuer;

See Section 4(D) above.

F. The trading status of the shares; and

The following common shares listed in this Section 4(F) were issued without a restrictive legend and were free trading;

1. 2,700,000 shares of common stock issued to Wilco Financial Services;

2. 2,700,000 shares of common stock issued to Cynthia Lau Retirement Trust;

3. 2,700,000 shares of common stock issued to Black Cat Consulting, Inc.;

4. 2,700,000 shares of common stock issued to 5960 Bonsal, LLC; and

5. 1,000,000 shares of common stock issued to Eric Bensamochan.

All other shares listed in this Section 4(F) or issued with a restrictive legend.

G. Whether the certificates or other documents that evidence the shares contain a legend (1) stating that the shares have not been registered under the Securities Act and (2) setting forth or referring to the restrictions on transferability and sale of the shares under the Securities Act.

With the exception of the shares listed in Section 4(F), all certificates listed in this Section 4 were issued with a restrictive legend.

## 5) Financial Statements

Provide the financial statements described below for the most recent fiscal year end or quarter end to maintain qualification for the OTC Pink Current Information tier. For the initial disclosure statement (qualifying for Current Information for the first time) please provide reports for the two previous fiscal years and any interim periods.

A. Balance sheet;
B. Statement of income;
C. Statement of cash flows;
D. Financial notes; and
E. Audit letter, if audited

See attached financial statements.

The Financials are internal compilation statements prepared by Martin Katz, the Company's CFO. Mr. Katz is a certified public accountant and he holds an MBA from the Harvard Graduate School of Business. Mr. Katz has served as the CFO of a number of different companies in a broad array of industries.

**Financial Statements**

Information contained in a Financial Report is considered current until the due date for the subsequent Financial Report. To remain in the OTC Pink Current Information tier, a company must post its Annual Report within 90 days from its fiscal year-end date and Quarterly Reports within 45 days of its fiscal quarter-end date.

## 6) Describe the Issuer's Business, Products and Services

Describe the issuer's business so a potential investor can clearly understand the company. In answering this item, please include the following:

A. a description of the issuer's business operations;

The Company is a development stage company, whose primary business is focused on acquiring rights to exploit and exploiting natural resources through partnerships and joint ventures. As of May 31, the Company is in negotiation for several mineral leases but has not yet commenced actual mining operations.

B. Date and State (or Jurisdiction) of Incorporation:

April 2, 1999, Nevada

C. the issuer's primary and secondary SIC Codes;

4941

D. the issuer's fiscal year end date;

February 28

E. principal products or services, and their markets;

The Company is a development stage company, whose primary business is focused on acquiring rights to exploit, and exploiting, natural resources through partnerships and joint ventures. At present, the Company is in negotiation for several mineral leases but has not yet commenced actual mining operations.

## 7) Describe the 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.

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 issuer leases offices at 8275 S. Eastern Av. Las Vegas NV on a month to month basis.

## 8) 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 shareholders.

A. Names of Officers, Directors, and Control Persons. In responding to this item, please provide the names of each of the issuer's executive officers, directors, general partners and control persons (control persons are beneficial owners of more than five percent (5%) of any class of the issuer's equity securities), as of the date of this information statement.

Dr. Philip Dutoit, President and Director
Martin Katz, Chief Financial Officer, Secretary, and Director
Ms. Charlotte Wilshinsky, shareholder of approximately 6.12 % of the issued and outstanding Company shares

B. Legal/Disciplinary History. Please identify whether any of the foregoing persons have, in the last five 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);

No

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;

No

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

No

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.

No

C. Beneficial Shareholders. Provide a list of the name, address and shareholdings or the percentage of shares owned by all persons beneficially owning more than ten percent (10%) of any class of the issuer's equity securities. If any of the beneficial shareholders are corporate shareholders, provide the name and address of the person(s) owning or controlling such corporate shareholders and the resident agents of the corporate shareholders.

Martin Katz

The following table presents certain information regarding beneficial ownership of Transnational's Common stock as of February 28, 2015, by (i) each person known by Transnational to be the beneficial owner of more than 5% of the outstanding shares of Common stock, (ii) each director of Transnational, (iii) each Named Executive Officer and (iv) all directors and executive officers as a group. Unless otherwise indicated, each person in the table has sole voting and investment power as to the shares shown.

| Name and Address of Beneficial Owner(1) | Amount and Nature of Beneficial Ownership of Common Stock | Percentage of Class(2) |
|---|---|---|
| Martin Katz | 16,840,000(3) | 51.09% |
| Philip Dutoit | 516,600 | 1.57% |
| Charlotte Wilshinsky | 2,000,000 | 6.12% |
| **Directors and Officers as a group ( 2 persons)** | 17,456,600 | 52.96% |

(1) The address for each of the above noted individuals is c/o Transnational Group, Inc., 8275 S. Eastern Ave., Suite 200, Las Vegas, NV 89123

(2) The percentage ownership reflected in the table is based on 32,960,508 shares of Common Stock outstanding as of May 31, 2015

(3) Includes 340,000 shares owned by Martin Katz, 3,450,000 shares owned by 966 Third Avenue Enterprises LLC, 2.7 million shares owned by 13400 Riverside Enterprises, Inc., 3,450,000 million shares owned by 5086 Enterprises LLC, 3,450,000 shares owned by 23710 Enterprises LLC, and 3,450,000 million shares owned by SMSW Enterprises LLC.

## 9) Third Party Providers

Please provide the name, address, telephone number, and email address of each of the following outside providers that advise your company on matters relating to operations, business development and disclosure:

Legal Counsel
Name: Eric Bensamochan
Firm: The Bensamochan Law Firm Inc.
Address 1: 20501 Ventura Blvd. suite 130
Address 2: Woodland Hills, CA 91364
Phone: 818-574-5740
Email: eric@eblawfirm.us

Accountant or Auditor
Name: Martin Katz
Address 1: 8275 S. Eastern Av.
Address 2: Las Vegas, NV 89123
Phone:
Email: martin.katz@transnational.net

Investor Relations Consultant
Name: none
Firm:
Address 1:
Address 2:
Phone: _____
Email:

Other Advisor: Any other advisor(s) that assisted, advised, prepared or provided information with respect to this disclosure statement.
Name: Lawrence I. Washor
Firm: Washor and Associates
Address 1: Suite 790
Address 2: 21800 Oxnard Street
Phone: 310-479-2600
Email: lwashor@washor.com

## 10) Issuer Certification

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).

The certifications shall follow the format below:

I, Martin Katz, CFO certify that:

1. I have reviewed this initial disclosure statement of Transnational Group, 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.

May 31, 2015 [Date]

/s/Martin Katz, CFO

/s/ Philip Dutoit, President

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