

OTC Pink Basic Disclosure Guidelines

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. Changed name from Transnational Automotive Group, Inc. on January 31, 2014.

2) Address of the issuer's principal executive offices

Company Headquarters

Address 1: 8275 Eastern Avenue, Suite 200

Address 2: Las Vegas, NV 89123

Address 3: _____

Phone: 702-990-8800

Email: info@transnationalgroup.net

Website(s): http://transnationalgroup.net

IR Contact

Address 1:

Address 2:

Address 3:

Phone:

Email:

Website(s):

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: 02/28/14

100,000,000 preferred as of 02/28/14

Total shares outstanding: 31,700,508 common 0 preferred as of: 02/28/14

Additional class of securities (if necessary):

Trading Symbol: _____

Exact title and class of securities outstanding: _____

CUSIP: _____

Par or Stated Value: _____

Total shares authorized: _____ as of: _____

Total shares outstanding: _____ as of: _____

Transfer Agent

Name: Holladay Stock Transfer Company

Address 1: 2939 North 67th Plave

Address 2: Scottsdale, AZ 85251

Address 3: 480-481-9340

Phone:

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

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.);

Securities Act Section 4(a)(2) private offering

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

California

C. The number of shares offered;

31,333,200

D. The number of shares sold;

31,333,200 were issued to the following shareholders:

On November 27, 2013, the Company issued 33,200 shares of common stock to certain present and former executive officers, to replace common stock that was authorized to be issued in 2010 and which was never delivered, in reliance upon the exemption from registration contained in Section 4(a)(2) of the Securities Act of 1933.

The Company also issued 10,800,000 shares of common stock; 2,700,000 to Wilco Financial Services Corporation, holder of a promissory note originally issued on June 25, 2012; 2,700,000 to Cynthia Lau Retirement Trust, assignee of a portion of the note; 2,700,000 to Black Cat Consulting, assignee of a portion of the note; and 5960 Bonsall LLC, assignee of a portion of the note; in reliance upon the exemption from registration contained in Section 4(a)(2) of the Securities Act of 1933.

On November 27, 2013, in a subsequent board meeting, the Company issued 500,000 shares to Martin Katz; 500,000 shares to Philip Dutoit; 500,000 shares to Queen City Trading Ltd. FBO Kenneth Eade; 2 million shares to Charlotte Wilshinsky; 500,000 shares to Alfred Gardner; and 2.7 million shares each to SMSW Enterprises LLC, 5086 Enterprises LLC, 966 Third Avenue Enterprises LLC, 23710 Enterprises LLC and 13400 Riverside Enterprises, Inc., in reliance upon the exemption from registration contained in Section 4(a)(2) of the Securities Act of 1933.

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

See section D above

F. The trading status of the shares; and

2,700,000 shares issues to 5960 Bonsall, LLC, Cynthia Lau Retirement Trust, Wilco Financial Services Corporation and Black Cat Consulting, Inc. are free trading. All other shares are currently restricted.

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.

Yes.

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

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;

Transnational Group, Inc. is a development stage holding company with a business plan focused on acquisition and development of interests in the financial, consulting, and natural resources sectors, focusing on developing properties and opportunities through partnerships and joint ventures, integrating management's best practices and expertise into their infrastructure.

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

April 2, 1999, Nevada

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

972199

D. the issuer's fiscal year end date;

February 28

E. principal products or services, and their markets;

Transnational Group, Inc. is a development stage holding company with a business plan focused on acquisition and development of interests in the financial, consulting, and natural resources sectors, focusing on developing properties and opportunities through partnerships and joint ventures, integrating management's best practices and expertise into their infrastructure.

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 Eastern Avenue, Las Vegas, Nevada on a month to month basis, per contract.

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 and director

Dr. Philip Dutoit, CEO and Director

Dr. Dutoit has served as the head of the Dutoit Group since 1986. From 1981 through 1986, he served as CEO and Attorney for Cohen Bahr Linsell & Partners. He was director of the legal department of the Dando Group of Companies from 1976 through 1981. He served as Legal Advisor for the University of South Africa from 1974 through 1975. Dr. Dutoit has held directorship in Altimed Administrators (Pty) Ltd. (as Managing Director), Aircraft Powerplant Company (Pty) Ltd., Waxford (Pty) Ltd. (Managing Director), Aviation and Power Turn Key Projects (Pty) Ltd.

Martin Katz, MBA, CFO and Director

Martin Katz has been the CFO of a number of companies in a broad array of industries including production, international distribution, post-production, startups, facilities and holding companies. He began his career as an auditor with Arthur Andersen & Co. during which time he became a CPA. He holds an MBA from the Harvard Graduate School of Business and worked on the U.S. Senate staff of Sen. Daniel P. Moynihan of New York handling tax, business and finance matters. He also worked as Finance Director for 3 major Presidential candidates.

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.

The following table presents certain information regarding beneficial ownership of Transnational's Common stock as of February 28, 2014, 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	Percentage of Class(2)
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Stock		
Martin Katz	16,862,000(3)	53.19%
Philip Dutoit	516,600	1.79%
Charlotte Wilshinsky	2,000,000	1.63%
Directors and Officers as a group (2 persons)	17,378,000	54.82%

- (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 31,700,508 shares of Common Stock outstanding as of February 28, 2014.
- (3) Includes 500,000 shares owned by Martin Katz, 3,381,000 million 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, 2.7 million shares owned by 23710 Enterprises LLC, and 3,381,000 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: J. Holt Smith
Firm: Smith & Associates
Address 1: 433 Camden Drive, 6th floor
Address 2: Beverly Hills, CA 90210
Phone: 310-384-1886
Email: holtjsmith@gmail.com

Accountant or Auditor

Name: Martin Katz
Firm: _____
Address 1: 8275 Eastern Avenue, Suite 200
Address 2: Las Vegas, NV 89123
Phone: 702-990-8800
Email: martinkatz.007@gmail.com

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: _____
Firm: _____
Address 1: _____
Address 2: _____
Phone: _____
Email: _____

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 annual report of Transnational Automotive 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.

April 17, 2014[Date]

/s/Martin Katz, CFO

/s/ Philip Dutoit, President

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

CFO and President[Title]

Transnational Group Inc.
(formerly Transnational Automotive Inc)
Balance Sheet
(internally prepared and unaudited)

	2013	<u>February 28</u>	2014
Assets			
Cash	\$ -		\$ 18,640
TOTAL ASSETS	<u>\$ -</u>		<u>\$ 18,640</u>
Liabilities and Shareholders' Equity			
Liabilities			
Loans and advances from Shareholders	\$ 235,000		\$ 268,000
Accrued Expenses including interest	<u>109,738</u>		<u>286,377</u>
Total Liabilities	<u>\$ 344,738</u>		<u>\$ 554,377</u>
Shareholders' Equity			
Common Stock			
200,000,000 shares authorized			
Issued and outstanding:			
367,308 at February 28, 2013			
31,700,508 at February 28, 2014	51,679		54,812
Additional Paid in Capital	16,137,286		16,137,286
Accumulated Deficit	(16,358,233)		(16,552,365)
Foreign Currency Loss	<u>(175,470)</u>		<u>(175,470)</u>
Total Shareholders' Equity	<u>(344,738)</u>		<u>(535,737)</u>
Total Liabilities and Shareholders' Equity	<u>\$ -</u>		<u>\$ 18,640</u>

The accompanying notes are an integral part of these financial statements.

Transnational Automotive Group Inc.
Income Statement
For the year Ended February 28, 2013 and 2014
(internally prepared and unaudited)

	<u>2013</u>	<u>2014</u>
Revenues	\$ -	\$ -
General and administrative expenses	8,752	32,849
Interest Expense	_____	<u>161,283</u>
Net (loss) before taxes	8,752	194,132
Income tax provision	_____	_____
Net (loss)	<u><u>\$ (8,752)</u></u>	<u><u>\$ (194,132)</u></u>

The accompanying notes are an integral part of these financial statements.

Transnational Automotive Group Inc.
Statement of Stockholders' Deficit
For the year Ended February 28, 2013 and 2014
(internally prepared and unaudited)

	Shares	Amount	Additional Paid-in capital	Accumulated Deficit	Comprehensive Loss
Balance March 1, 2012	367,308	\$ 51,679	\$ 16,137,286	\$ (16,349,481)	\$ (175,470)
net (loss)				(8,752)	
Balance February 28, 2013	367,308	\$ 51,679	\$ 16,137,286	\$ (16,358,233)	\$ (175,470)
Balance March 1, 2013	367,308	\$ 51,679	\$ 16,137,286	\$ (16,358,233)	\$ (175,470)
shares issued upon conversion of portion of convertible note	10,800,000	1,080			
shares issued for services	20,533,200	2,053			
net (loss)				(194,132)	
Balance February 28, 2014	31,700,508	\$ 54,812	\$ 16,137,286	\$ (16,552,365)	\$ (175,470)

The accompanying notes are an integral part of these financial statements.

Transnational Automotive Group Inc.
Statement of Cash Flows
For the year Ended February 28, 2013 and 2014
(internally prepared and unaudited)

	<u>2013</u>	<u>2014</u>
Cash flows from operating activities		
Net loss	\$ (8,752)	\$ (194,132)
Adjustments to reconcile net income to cash provided by operating activities		
Stock issued for services		2,053
	<hr/>	<hr/>
Net cash provided (used in) operating activities	<u>\$ (8,752)</u>	<u>\$ (192,079)</u>
Cash flows from financing activities		
Increase in loans from shareholders	85,000	33,000
Changes in payables to shareholders	(76,248)	176,639
Conversion of shareholder debt to capital stock		<hr/> 1,080
Net cash from financing activities	8,752	210,719
Net increase/(decrease) in cash	\$ -	\$ 18,640
cash balance, beginning of year	<hr/> 0	<hr/> 0
cash balance, end of year	<u><u>\$ -</u></u>	<u><u>\$ 18,640</u></u>

The accompanying notes are an integral part of these financial statements.

Transnational Group Inc.
(previously Transnational Automotive Group, Inc.)
Notes to financial statements
February 28, 2014

General

The Accompanying Financial Statements have been prepared from the books and records of the Company. Although not subject to independent review and audit, in the opinion of management, the financials reflect all adjustments known to management necessary to fairly reflect the results of operations and financial position of the Company for the periods presented.

Name Change

In January, 2014, the Company changed its name from Transnational Automotive Group, Inc. to Transnational Group, Inc. Management believes that the changed name more accurately reflects the present business of the Company.

Description of Business

Previously operating as Transnational Automotive Group Inc, the Company and its subsidiaries were engaged in the development and operation of mass public transportation in Cameroon Africa in 2008. The Company sustained substantial losses which in the wake of the financial crisis of 2008 could no longer be funded. Operations were abandoned or taken over by the host country due to difficulties with local financing and with local management. All assets on the Company's balance sheet as of the reporting date of November 30, 2008, the last reporting date prior to the current year, were taken over by the host country, the local management or were lost.

Most liabilities reported on the November 30, 2008 balance sheet became unenforceable obligations as a result of the expiration on enforceability under the various statutes of limitations.

Liabilities reported on the accompanying financial statements consist of advances from shareholders or are a result of expenditures made by shareholders, mostly for legal fees, in connection with lawsuits and other past business activities of the Company. The Company's Board of Directors has accepted liability for these expenditures.

The Company resumed its plan of operations in 2013, which includes the acquisition and development of interests in the financial, consulting and natural resources sectors, focusing on development properties urban and rural infrastructures and exploitation of natural resources through partnerships and joint ventures, integrating management's best practices and expertise into their infrastructure.

Notes Payable

In 2008, the Company borrowed \$150,000 from a shareholder through a promissory note with interest at 10%. Required interest payments were not made. In 2013, the note was amended and the maturity date was extended to September 2016. In addition, the Company granted conversion rights to the shareholder at \$.0001 per share. Conversion rights are subject to the approval of the Board of Directors and other conditions and limitations. In November, 2013, the shareholder exercised its right to convert \$270 of unpaid interest to 2.7 million shares of stock.

In June, 2012, \$85,000, representing a portion of advances from a shareholder, were converted to a promissory note due in June 2016, bearing annual simple interest of 10%. A portion of the note and accrued interest may be convertible into shares of the Company's stock at \$.0001 per share, subject to the approval of the Board of Directors and other conditions and limitations. Under the terms of the note agreement, the noteholders must give the Company 60 day notice of their intent to convert the note to stock, and the number of shares available for conversion have restrictions. The Company can either prepay the note within the 60 day notice period or allow the conversion to occur subject to those restrictions and limitations. No interest has been paid on these notes since their issuance. In November of 2013, shareholders elected to convert accrued interest of \$810 for 8,100,000 shares of stock.

The company has a liability for accrued interest of \$160,203 as of February 28, 2014 to the various noteholders and shareholders that have advanced funds.

Advances from Shareholder

Beginning in 2008, a shareholder advanced funds to the Company directly or paid expenses, mostly legal fees, in behalf of the Company in connection with lawsuits in which the Company was a party.

Such loans and advances amounted to \$244,174 from 2008 through February 28, 2014 of which \$33,000 was advanced directly to the Company in the six month period between August 31, 2013 and February 28, 2014. No repayments have been made on those loans and advances.

In December, 2013, the Board of Directors authorized the issuance of a promissory note for the balance of these advances not already covered by the \$85,000 note issued in June of 2012 (see above). The note and advances bear interest at an annual interest rate of 10% per annum simple interest, retroactive to the date of the advance. As of February 28, 2014, \$71,658 of interest had been accrued on the advances. No interest was paid in the year ended February 28, 2014 or at any other time.

Interest Expense

The Company incurred interest expense of \$ 161,283 in the year-ended February 28, 2014 and \$8,752 for the year ended February 28, 2013. \$1,080 of this accrued interest was converted into 10,800,000 shares of common stock in November, 2013. No cash payments of interest were made in the years ended February 28, 2013 or 2014.

Equity Transactions

In January, 2012, the Company declared a reverse 300-to-one stock split, reducing the number of shares outstanding.

The Company had 15,692,273 warrants outstanding to purchase its common stock as of February 29, 2008. The warrants had a weighted average exercise price of \$1.50. No warrants were exercised, and all expired by 2012.

In November, 2013, the Company entered consulting contracts with certain shareholders, board members and managers, issuing 17,532,600 shares in compensation.

In November, 2013, certain shareholders who were also noteholders of the Company exercised their conversion rights to convert \$1,080 of accrued interest into shares of the Company's common stock. 10,800,000 shares were issued to those noteholders upon that conversion.

In November, 2013, the Company issued options to purchase 4.5 million shares of its common stock exercisable over three years at \$.01 per share to certain managers, directors and shareholders. The options vest in successive anniversary dates of the grants over 3 years – 40% at the end of the first anniversary year; 30% at the end of the second anniversary year; 30% at the end of the third anniversary year.

Commitments and Contingencies

Prior to 2012, the Company was involved in several lawsuits over various aspects of its operations. Those lawsuits have all been settled or resolved. Management believes there are no further legal actions pending against the Company.

Income Taxes

The Company last filed an income tax return for the year ended February 29, 2008 and is delinquent in its filing of Federal and State tax returns that may be due since that time. The returns for the years in question are in the process of preparation. Due to the losses incurred during those years, management believes that there will be little or no tax liability due when those returns are filed.

The Company had a net operating loss carryforward of \$3.8 million as of February 29, 2008. Subsequent transactions including the loss of assets and the cancellation of debt will result in a change in the balance of the carryforward. The change cannot be estimated at this time.