

**NORTHAMERICAN ENERGY GROUP CORPORATION  
ISSUER INFORMATION AND DISCLOSURE STATEMENT  
PURSUANT TO  
RULE 15c2-11 (a)(5)**

**June 30, 2006**

All information contained in this Information and Disclosure Statement has been compiled to fulfill the disclosure requirements of 15c2-11 (a)(5) promulgated by the Securities and Exchange Act of 1934, as amended. The enumerated items and captions herein correspond to the format as set forth in the Rule.

**Part A      General Company Information**

**Item I.      The exact name of the issuer and its predecessor (if any).**

Northamerican Energy Group Corporation, Formerly NuOasis Properties  
(the predecessor)

**Item II.     The mailing address of its principal executive offices.**

Mailing Address:  
PO Box 691172 Houston, TX 77269

Telephone: 281-895-8351  
Facsimile: 281-895-8321

<http://www.northamericanenergy.net>  
[Info@northamericanenergy.net](mailto:Info@northamericanenergy.net)

Person responsible for issuer's investor relations:

None

**Item III.    The state and date of incorporation, if it is a corporation.**

The issuer was organized under the corporate laws of the State of Nevada on March 17, 1997 as NuOasis Properties, Inc. The issuer changed its name to Northamerican Energy Group Corporation on March 21, 2005.

**Item IV.    The name and address of the transfer agent.**

PacWest Transfer LLC  
17 Horner St  
Warrenton, VA 20186  
Telephone: 540-351-1603

PacWest Transfer LLC is registered with the Securities and Exchange Commission, which is the appropriate regulatory authority of the transfer agent.

**Item V. The nature of the issuer's business.**

The company's business focuses on acquiring low risk, mature oil and gas fields, and the recovery of their hydrocarbon reserves, with primary emphasis on the secondary recovery, production enhancement and developmental exploitation of the acquisitions.

**A. Business Development.**

The issuer was organized under the corporate laws of the State of Nevada on March 17, 1997 as NuOasis Properties, Inc. The issuer changed its name to Northamerican Energy Group Corporation on March 21, 2005.

On April 20<sup>th</sup> 2005, Northamerican Energy Group Corporation executed a stock purchase agreement between Narnia Investments, Inc. and Northamerican Energy Group, Inc., both private Nevada companies, whose stock was wholly owned by Jon Ginder, the current Chairman and Chief Executive Officer of Northamerican Energy Group Corporation for the purpose of acquiring the oil and gas lease property assets of both companies.

The Company's ability to generate profits and accomplish its business strategy is dependent upon its ability to obtain additional financing. There can be no assurance that the Company will be able to obtain additional funding, and if available, that the funding will be obtained on terms favorable to, or affordable by, the Company. The Company's management is continuing to develop the Company's operations around its business plan while simultaneously exploring other funding options including private placements.

1. The issuer, Northamerican Energy Group Corporation is a Nevada corporation.
2. The issuer was organized under the corporate laws of the State of Nevada on March 17, 1997 as NuOasis Properties, Inc. The issuer changed its name to Northamerican Energy Group Corporation on March 21, 2005.
3. The issuer's fiscal year end date is December 31<sup>st</sup>.
4. The issuer and/or any predecessor and has not been in bankruptcy, receivership, or any similar proceeding.
5. On March 17, 2005 Jon C. Ginder acquired on a fully converted basis 100,000 shares of Series A Convertible Preferred of the issued

and outstanding stock of NuOasis Properties Inc., (NUOS), a publicly traded Nevada Corporation, which pursuant to an Agreement For The Purchase of Preferred Stock represented greater than 99% of the outstanding shares.

6. The issuer has not defaulted on any note, loan, lease, or other indebtedness or financing arrangement requiring the issuer to make payments.
7. The management of Northamerican Energy Group Corporation was appointed to the Board of Directors of NUOS and the current Board Members and Officers of NUOS resigned effective with the acquisition.
8. The Northamerican Board of directors approved a 1 to 2 reverse stock split on March 18, 2005 to be effective in conjunction with the changing of the name from NuOasis to Northamerican Energy Group Corporation. The actual effective pay date of the reverse was April 15, 2005. The Northamerican Board of Directors also effectuated an increase in its authorized common stock from 100 million to 450 million authorized, and its authorized preferred shares from 25 million to 50 million effective March 21, 2005.
9. There are no other past, pending or future dividends, stock splits, dividends, re-capitalization's, mergers, spin-offs or reorganizations anticipated.
10. The Company's securities have not been de-listed by any securities exchange or NASDAQ or deleted from the OTC Bulletin Board.
11. There are no current, past, pending, or threatened legal proceedings or administrative actions either by, or against, the issuer that could have a material effect on the issuers business, financial condition, or operations.

**B. Business of Issuer.**

The company's business focuses on acquiring low risk, mature oil and gas fields, and the recovery of their hydrocarbon reserves, with primary emphasis on the secondary recovery, production enhancement and developmental exploitation of the acquisitions.

Northamerican's focus is on creating value and income both for its stockholders and in cases where Northamerican determines that its overall interests are best served by offering outside participation in some of its acquisition, in a Master Limited Partnership, for its investor/partners.

By utilizing advanced recovery technologies, along with sound engineering and a committed management team, Northamerican has developed a proven growth

strategy of identification, acquisition and development of domestic hydrocarbon reserves thereby reducing U.S. dependence on foreign oil.

1. Primary SIC Code: 1311  
Secondary SIC Code: 1381
2. The issuer is currently conducting operations.
3. The issuer has no parent company, subsidiaries, or affiliates.
4. The issuer does not anticipate any adverse effect from existing or probably governmental regulations of its business.
5. The issuer has spent no monies during each of the last two fiscal years on research and development activities.
6. The issuer does expect to incur any costs or effects resulting from compliance with federal, state, and local environmental laws.
7. Number of employees: 3  
Number of full-time employees: 3

C. Investment Policies.

1. Investments in real estate or interests in real estate.  
None.
2. Investments in real estate mortgages.  
None.
3. Securities of or Interests in persons primarily engaged in real estate activities.  
None.

**Item VI. The nature of products or services offered.**

1. Principal products and services:  
Oil and gas production
2. Distribution methods of products and services:  
All production is sold to major oil and gas companies.

3. Status of any publicly announced new product or service:

None

4. Competitive business conditions, the issuers competitive position in the industry, and methods of competition:

All oil and gas is sold at monthly average posted prices.

5. Sources and availability of raw materials and names of principal suppliers:

Oil and gas are produced from the Companies oil and gas leases.  
Principal suppliers: Not applicable

6. Dependence on one or a few major customers:

The company sells all oil and gas produced without any problems.

7. Patents, trademarks, licenses, franchises, royalty agreements or labor contracts, including their duration.

The Company only has evergreen royalty interest override agreements from the holders of the mineral rights on each of the Companies leases.

8. The Company has no need for any government approval of principal products or services.

(Also see attached executive summary).

**Item VII. The nature and extent of the issuer's facilities**

The Company owns no facilities for which the book value amounts to 10% or more of the of the total assets of the issuer and currently offices at 14500 Cutten Road, Suite 2104, Houston, Texas 77069. The issuer incurs a \$300.00 monthly lease expense at this time. The lease is due to renew August of 2005. The issuer believes that the space is in good condition and is properly insured.

**Part B Share Structure and Issuance History**

**Item VIII. The exact title and class of the security.**

Northamerican Energy Group Corporation Voting Common Stock

CUSIP number: 663462 10 9

Trading symbol: NNYG

Series A Convertible Preferred (CUSIP-None - Trading Symbol-None)

**Item IX. The par or stated value of the securities.**

Common & Convertible Preferred \$0.001 par

value per share

**Item X. The number of shares or total amount of the securities outstanding as of the end of the issuer's most recent fiscal year.**

**Common Stock**

Period End Date	Number of shares authorized	Number of shares outstanding	Freely traded shares (public float)	Total number of shareholders
Dec 31, 2004	100,000,000	671,953	222	4199
Mar 31, 2005	450,000,000	671,953	222	4199
Jun 30, 2005	450,000,000	25,343,335	4,050,115	4217
Sep 30, 2005	450,000,000	40,613,335	4,050,115	4217
Dec 31, 2005	450,000,000	42,613,335	12,604,734	4431
Mar 31, 2006	450,000,000	42,643,335	12,604,734	4431
Jun 30, 2006	450,000,000	46,813,335	30,031,545	4434

Note: The issuer effectuated an increase in its authorized common stock from 100 million to 450 million authorized, which became effective on March 21, 2005.

On April 15, 2005, the company completed a reverse stock split reducing outstanding shares by 334,618.

Between March 31, 2005 and June 30, 2005 the company converted 28 Series A Convertible Preferred stock to 25,006,000 common shares.

On September 30, 2005, Belmont Partners, LLC elected to convert 200,000 Series A Convertible Preferred stock to 15,000,000 of common stock.

On June 30, 2006, the company converted 4.63 Series A Convertible Preferred stock to 4,170,000 of common stock.

### Series A Convertible Preferred Stock

Period End Date	Number of shares authorized	Number of shares outstanding	Freely traded shares (public float)	Total number of shareholders
Dec 31, 2004	25,000,000	300,000	0	2
Mar 31, 2005	50,000,000	300,000	0	2
Jun 30, 2005	50,000,000	299,972	0	2
Sep 30, 2005	50,000,000	99,972	0	1
Dec 31, 2005	50,000,000	99,972	0	1
Mar 31, 2006	50,000,000	99,972	0	1
Jun 30, 2006	50,000,000	99,967	0	1

Note: The issuer effectuated an increase in its authorized Series A Convertible preferred shares from 25 million to 50 million, which became effective on March 21, 2005.

#### Item XI. List of securities offering and shares issued for services in the past two years.

Northamerican Energy Group Corporation approved a 1 to 2 reverse stock split of the NuOasis shares on March 18, 2005 to be effective in conjunction with the changing of the name from NuOasis Properties Inc. to Northamerican Energy Group Corporation. The actual effective date of the 1 to 2 reverse stock split was April 15, 2005, and that resulted in 337,335 shares of stock after the split.

During the time period March, 31, 2005 to June 30, 2005, the issuer issued 25,006,000 additional shares of Common Stock pursuant to, and in conformity with a June 30, 1999 NuOasis Properties Inc. (the Predecessor) Board of Directors Amendment to the Articles of Incorporation and Board Resolution entitling the holder of shares of the Corporations Series A Convertible Preferred Stock to convert one (1) share of Convertible Preferred to nine hundred thousand (900,000) shares of the Common Stock.

On September 30, 2005 Belmont Partners, LLC elected to covert two hundred thousand of Series A Convertible Preferred Stock (200,000 shares) to 15 million (15,000,000) shares of Northamerican Common Stock.

These 46,813,335 additional shares of Common Stock were issued, or are held, as follows:

16,877,335 Restricted Shares to Principals and Directors.

15,000,000 Control (sale restricted) shares to Affiliates – Series A Convertible Preferred conversion

6,306,000 Free Trading Shares to new stockholders.

8,630,000 Free Trading Shares Common Stock for services rendered to the following entities:

Artesian Ventures, Inc. - Consulting Services	100,000 shares
Robert Taylor CPA - Accounting Services	10,000 shares
Pecan Tree Consulting, Inc. - Consulting Services	2,500,000 shares
Green Acres Consulting, Inc. - Consulting Services	2,500,000 shares
Brownstone Parke LLC - Consulting Services	1,000,000 shares
Bent Tree Associates LP - Consulting Services	500,000 shares
Michael Della Donna – Consulting Services	1,600,000 shares
Houston & Jones – Legal Services	250,000 shares
Ezequel Pitty – Website and Computer Services	20,000 Shares
B. Micheal Hubbell – Marketing Services	150,000 Shares

All Free Trading, and Restricted, Shares issued by the issuer were issued pursuant to Northamerican Energy corporate resolutions, and Attorney Opinion letters, on file with the PacWest Transfer, issuers transfer agent.

B. Offerings:

1. As of the end of the most recent fiscal year:  
None
2. As of the date of this disclosure statement:  
None

**Part C Management and Control Structure**

**Item XII. The name of the chief executive officer, members of the board of directors, as well as counsel, accountant and public relations consultant.**

**A. Officers and Directors**

1. Executive Officers

Jon C. Ginder                      Chairman/CEO

Gene Chew                      President

2. Directors (business addresses are in care of the issuer)

Jon C. Ginder

Gene Chew

Travis Brunner

### **Jon C. Ginder, Chairman/CEO**

Mr. Ginder, the Chairman and CEO of Northamerican Energy Group Corporation has in excess of thirty years experience in corporate management, including Senior Vice President & Regional Manager (1994-1999) of Northamerican Sureties, a private surety bonding company, Vice President & Division Manager of JWP Electronics (1991), a former Fortune 500 electronic/technical systems company, President and COO of Southern Coke and Chemical (1989-1991), a coke & chemical company formed in partnership with ABB International, a Fortune 100 international company, which was created to purchase Lone Star Steel's coke & chemical plant, President & CEO of the a group of international construction services companies (1981-1989), Vice President and Group Operations Manager of a international industrial contracting firm (1967-1981). Recent interests include being a Director and the major stockholder in PC People, a software distributor implementation company.

### **Gene Chew, President**

Mr. Chew's background includes 28 years with British Petroleum (1959-1987), holding many senior positions, including his position upon retirement, Vice President Supply and Trading for the Western Hemisphere. Other positions held include Senior Vice President of Mitsubishi's wholly owned subsidiary, PetroDiamond (1987-1988), President of Gulf International Holding Company (1988-1989), President and Managing Director of Neste Trifinery Petroleum Services 1989-1998 and President of American International Refinery (1998-2004). Independent Consultant 2004-2005. In addition, he served as Chairman of the board of the Asphalt Institute which is comprised of the majority of the asphalt producers in the U.S. and Canada. He served on the Board of Directors of the National Petroleum Refiners Association for 9 years. Mr. Chew has 46 years in the oil industry and holds a B.S. degree in accounting and chemical engineering from Lehigh University.

### **John Wilshusen, Director of Field Operations**

Northamerican Energy Group=s Mr. John Wilshusen, will manage all field operations. Mr. Wilshusen has a total of 55 years of oil field and management experience after graduating with a B.S. in Petroleum Engineering from Texas A&M University in 1950. Mr Wilshusen=s experience includes senior management

experience as a Senior Vice President of a Division of Mitchell Energy (1980-1994), and 22 years of Field Engineering experience with Atlantic Richfield (1953-1975). Mr. Wilshusen acted as an Independent Consultant for various oil and gas firms on a contract basis from 1994-2003. Mr. Wilshusen is also the former President of the Corpus Christi Chapter of SPE (Society of Petroleum Engineers) (1963-1964)

**Travis J. Brunner, Director**

Mr. Brunner furnishes Northamerican Energy Group with a wealth of experience, training and general expertise in the International Petroleum Industry, having functioned as the President of Apex Engineering Company 1994-2000), where he was responsible for business development innovative process design, for the off-shore oil and gas industry, as an Development Engineer for Conoco (1984-1994), where he reviewed projects for technical and commercial values prior to prototype construction. From 1950 thru 1983 Travis served in various positions with Halliburton, Ltd. He directed a multinational sales group in ten Far East countries as the Division General Manager for Engineering Technology Sales and Services, and a two year stint as the Senior Instructor of Engineering & Technology Sales and Services for Halliburton Energy Institute, where he provided sales and service training for multinational engineers. Travis has a BS in Mechanical Engineering from Tulane University, and MS from the University of Singapore, along with an EMBA in International Business from the University of Texas, Austin.

3. General Partners

Not applicable

4. Control Persons

Jon C. Ginder  
Gene Chew  
Travis Brunner  
Belmont Partners LLC

B. Legal/Disciplinary History

None 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);
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;
3. a finding or judgment by a court of competent jurisdiction (in a civil action), the SEC, the CFTC, 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,

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.

C. Disclosure of Certain Relationships

To the extent not otherwise disclosed in response to the forgoing the issuer knows of no relationships among and between the shareholders, the predecessor, and the issuer's present and prior officers and directors.

D. Disclosure of Conflicts of Interest

None

**Item XIII. Beneficial Owners**

The ownership of anyone known to the Issuer to own beneficially more than five percent (5%) of the outstanding common shares, and the beneficial ownership of the officers and directors:

Jon C. Ginder - Business address c/o the issuer	10,000,000 shares
Narnia Investment, Ltd	
P.O. Box 691172 Houston, Tx 77069	5,000,000 shares
Belmont Partners, LLC	
17 Horner Street, Warrenton, VA 20186	
Joseph Muese – Managing Partner	15,000,000 shares
Gene Chew - Business address c/o the issuer	500,000 shares
John Wilshusen – Business address c/o the issue	500,000 shares
Travis J. Brunner - Business address c/o the issuer	10,000 shares
Pecan Tree Consulting, Inc.	
3320 FM 359, Richmond, TX	2,500,000 shares
Green Acres Consulting, Inc.	
3320 FM 359, Richmond, TX	2,500,000 shares
OTC Services	2,000,000 shares
Golden Gate Investors	4,000,000 shares

**Item XIV. The name of any outside providers that advise the issuer on matters relating to the operations, business development and disclosure. The information should include the advisor(s) name, address, telephone and email address.**

1. Investment Banker

None

2. Promoters

None

3. Counsel

Albert J. Rasch  
Albert Rasch & Associates  
PO Box 1109  
Costa Mesa, CA 92628-1109  
(714) 432-0794  
Fax (714) 434-3790

Mr. Rasch does not own stock in the issuer.

4. Accountant or auditor

David Neidhart, CPA, PC  
7058 Lakeview Haven, Ste 111  
Houston, Tx. 77095  
Texas License # 059355  
Telephone: 281-463-8440  
e-mail: david@neidhartcpa.com

5. Public Relations Consultant(s)

None

6. Investor Relations Consultant

None

7. Any other advisor(s) that assisted, advised, prepared or provided information with respect to this disclosure documentation - the information should include the advisor(s)' telephone number and email address.

None

**Part D Financial Information**

**Item XV. Adequate disclosure of issuer's (or its predecessor's) current financial position, which should include the most recent fiscal year and any interim quarters.**

Pursuant to the guidelines promulgated by the Pink Sheets, the issuer intends to comply with all interim reporting obligations, including without

limitation, the posting of updated financial statements on a quarterly basis.

The financial statements are posted on Pink Sheets and are certified by the signing officer of the Company that they present fairly, in all material respects, the financial position, results of operations and cash flows for the periods presented, in conformity with accounting principles generally accepted in the United States, consistently applied.

**Item XVI. Similar financial information for such part of the two preceding fiscal years as the issuer or its predecessor has been in existence.**

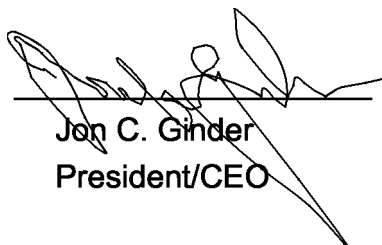
The company was non-operational for the two years preceding the financial information included as Exhibit A therefore financial information for that company does not exist.

## INFORMATION AND DISCLOSURE STATEMENT

The undersigned hereby certifies that the information herein is true and correct to the best of their knowledge and belief.

NORTHAMERICAN ENERGY GROUP CORPORATION

By:



Jon C. Ginder  
President/CEO

COPIES OF THIS INFORMATION AND DISCLOSURE STATEMENT ARE AVAILABLE FROM THE ISSUER UPON REQUEST.

# Northamerican Energy Group Corporation

## EXECUTIVE SUMMARY

Northamerican Energy Group, Inc. was created to focus on acquiring low-risk, mature oil and natural gas fields, and the recovery of their hydrocarbon reserves, with primary emphasis on the secondary recovery, production enhancement and developmental exploitation of the acquisitions.

Northamerican's focus is on creating value and income both for its stockholders, and in cases where Northamerican determines that its overall interests are best served by offering outside participation in some of its acquisitions, in a Limited Partnership, for its investor/partners.

By utilizing advanced recovery technologies, along with sound engineering and a committed management team, Northamerican has developed a proven growth strategy of identification, acquisition, and development of domestic hydrocarbon reserves, thereby reducing U.S. dependence on foreign oil.

Northamerican's key strategies are the:

- Utilization of innovative, cost-effective technologies to enhance production
- Use of modern technologies to reveal untapped reservoirs
- Focus on maximum development of existing fields in core areas

### **The Company**

Northamerican Energy Group Corporation (the Company) was created on March 21 st, 2005 as a result of the March 17<sup>th</sup> purchase of the majority of the outstanding stock of a publicly traded company known as NuOasis Properties, Inc. by Jon C. Ginder, Northamerican Energy Groups President and CEO. On March 21 st, 2005 an asset and stock purchase agreement was entered into by Northamerican Energy Group Corporation with Mr. Ginder to buy the assets of Northamerican Energy Group, Inc., and the oil and gas leases in Pecos County, Texas owned by Narnia Investments Ltd..

## Vision & Mission

Looking further ahead, we envision the Company being one of the most profitable oil and gas niche companies in the industry and we plan to reach this goal within one year, by diligently pursuing our corporate mandate: ***To Maximize Northamerican's Profitably and its Shareholder's Values by Utilizing Modern, Innovative, Cost-Effective Technology, Materials and Equipment to Enhance the Production in its Acquisitions.***

## Creating Investor Value

Northamerican's focus is on creating value for its stockholders by seeking to acquire prospects which have, proven oil and gas production and have been operating for many years. By acquiring the working interests, and leases, in proven low-risk fields the Company minimizes any risk by not "wildcatting or drilling dry-holes" in unproven fields, and by not incurring the expense of building major infrastructure to get the product to market.

The Company structures its acquisitions and investments in oil and gas leases that will provide a minimum net annual Return On Investment of 50%, with anticipated net annual Return on Investment of better than 100% after workovers to enhance production are completed.

All of our prospective acquisitions are thoroughly analyzed by the Company's Management, Advisors and other outside Consultants prior to acquisition to assure our stockholders that the current production meets the mentioned criteria, and to assure management that there is a better than reasonable prospect that the production can be increased a minimum of 100%, thereby increasing and maximizing it's distributable income to the Company.

Finally our low-cost operations and low overhead structure allows us to maximize the income and revenue from each production lease.