

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT
pursuant to Section 13 or 15(d) of The Securities Act of 1934

Date of Report (Date of earliest event reported): April 19, 2017

Turner Valley Oil & Gas, Inc.

(Exact name of Registrant as specified in its charter)

Commission File Number: 0-30891

Nevada

91-1980526

(Jurisdiction of Incorporation)

(I.R.S. Employer Identification No.)

3270 Sul Ross Houston, TX

77098

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: 1-713-588-9453

INTRODUCTION

This Registrant (Reporting Company) has elected to refer to itself, whenever possible, by normal English pronouns, such as "We", "Us" and "Our". This Form 8-K may contain forward-looking statements. Such statements include statements concerning plans, objectives, goals, strategies, future events, results or performances, and underlying assumptions that are not statements of historical fact. This document and any other written or oral statements made by us or on our behalf may include forward-looking statements which reflect our current views, with respect to future events or results and future financial performance. Certain words indicate forward-looking statements, words like "believe", "expect", "anticipate", "intends", "estimates", "forecast", "projects", and similar expressions.

Item 1.01 Entry into Material Definitive Agreement

Placement Agent Agreement With Network 1 Securities

On April 19, 2017 - Turner Valley Oil and Gas, Inc. has entered into an exclusive agreement for

Network 1 Financial Securities, Inc. to be the Company's Investment Banker in connection with the its efforts to secure financing and to complete its previously announced strategic merger and asset acquisition of the international bitumen tanker shipping company.

Pursuant to the Placement Agent Agreement, Turner Valley Oil and Gas, Inc. proposes to offer for sale, in a private placement up to \$25,000,000.00 in the form of a 10% secured convertible preferred share to accredited investors. The conversion price will be a discount to the previous day's closing price on their common stock with a minimum price of \$1 and will convert one common share for every preferred share. Upon exercise, the investor will also have the option to buy an additional half a share, which will be converted at 60% of the common stock market value on a cash basis with low limit of \$1 per share.

The funds will be held in escrow until such a time as the merger with the international bitumen tanker shipping company is completed and the shipping assets can be purchased.

Network 1 Financial Securities, Inc. is not in any way affiliated with the Company or any of its respective affiliates. For further details you can contact Adam Pasholk at Network 1 Financial Securities, Inc. at 1-732-758-9001 or adampasholk@netw1.com

Item 7.01 Regulation FD Disclosure

The Company intends to issue a press release discussing its entry into a placement agreement, as noted in this filing. A copy of this press release is provided herein as Exhibit 99.1.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits.

Exhibit No.	Description
99.1	Press release issued by the Company on April 20, 2017

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, this Form 8-K has been signed below by the following person(s) on behalf of the Registrant and in the capacity and on the date indicated.

Dated: April 19, 2017

Turner Valley Oil and Gas, Inc.

By: /s/ Steve Helm

Steve Helm, President/CEO/Director

EXHIBIT 99.1

HOUSTON - April 20, 2017 - Turner Valley Oil and Gas, Inc. (the "Company") ("Turner") (OTC:TVOG), pending name change to Turner Venture Group, Inc., today announced that it has entered into an exclusive engagement with Network 1 Financial Securities, Inc. to be the Company's Investment Banker to complete a \$25,000,000 capital placement to accelerate growth through acquisition as previously announced including strategic asset acquisition of the International Bitumen Tanker Shipping Company.

"Network 1 Financial is a highly-regarded investment bank that has shown recent success in helping other emerging OTC companies effectively secure financing," said Steve Helm, CEO of Turner Venture Group, Inc. "After meeting with the team at Network 1 in New Jersey, we felt compelled and excited about their enthusiasm, experience, depth of knowledge, and previous successes. We are looking forward to working with Network 1 to help us meet our capital raising needs to complete this first acquisition."

Management negotiated the placement to use preferred stock which will offer a yield to the investors and also help Turner keep dilution to its common stock to a minimum. This is consistent with the previously announced acquisition of 5 Bitumen Tanker Ships valued at over \$28MM and run rate over \$14,000,000 in revenue which has been structured using preferred stock as well.

Turner's management team has been working aggressively in the last few months to complete all critical steps that were shared with our shareholders. These milestones included the identification and acquisition of key assets, engagement of auditor, engagement of investment bank, and execution of a capital placement agreement.

With the engagement of Network 1, the Company will now work to become fully SEC compliant, up-list to the OTCQB, and complete final compliance and required closing conditions to fully capitalize the Company for growth. The investment bank has a successful track record covering over 30 years in taking emerging OTC companies to larger exchanges like the NASDAQ and NYSE, and Turner has eventual plans to pursue the same path.

"We are thrilled to be working with Turner Venture Group, Inc. on this new and exciting opportunity. Because of the global demand for bitumen shipping we believe this is the perfect time for Turner to enter this segment." said Adam Pasholk of Network 1 Financial Securities, Inc.

The Company is working with the Bank to finalize projections of these initial 5 Bitumen Shipping Vessels and the projected acquisition plan which includes a large number of vessels at discounted valuations that have already been in negotiation. Turner will announce these details as well as any other pertinent information through its Corporate Website and in a subsequent press announcement.

Existing shareholders and prospective investors can sign up to receive company news, announcements and investor updates at <http://turnerventuregroup.com/signup/>.

About Turner Valley Oil and Gas, Inc.

Turner Valley Oil and Gas, Inc. (pending name change to Turner Venture Group, Inc.) (OTC:TVOG) is a business holding company, with a historical focus on energy related holdings. The Company's acquisition model is focused on finding and evaluating profitable small to mid-sized businesses as acquisition candidates where cash flow can be improved through its buy, build & bolt-on model within the shipping, real assets, energy, infrastructure, hemp, enterprise technology, food and beverage, and manufacturing segments.

Certain statements in this press release are forward-looking and involve a number of risks and uncertainties. Such forward-looking statements are within the meaning of that term in Section 27A of the Securities Act of 1933, as amended and Section 21E of the Securities Exchange Act of 1934, as amended.

Contacts:

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