

Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines

Logipix International Corp. (f/k/a Transnational Group, Inc.)

800 East Leigh Street, Richmond, VA 23219

804-482-0665

www.Logipix.us

info@logipixus.com

Quarterly Report

For the period ending May 31, 2024 (the "Reporting Period")

Outstanding Shares

The number of shares outstanding of our Common Stock was:

141,329,039 as of May 31, 2024

141,329,039 as of February 29, 2024

Shell Status

Indicate by check mark whether the company is a shell company (as defined in Rule 405 of the Securities Act of 1933, Rule 12b-2 of the Exchange Act of 1934 and Rule 15c2-11 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 in Control

Indicate by check mark whether a Change in Control¹ of the company has occurred over this reporting period:

Yes: No:

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

¹ "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.

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.

Logipix International Corp. (f/k/a Transnational Group Inc.) (the "Company") was incorporated on April 2, 1999 in the State of Nevada as Vitaminoverrun.com 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.

The 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.

On September 14, 2020 Grassroots Advisory, LLC was appointed as Custodian of Transnational Group, Inc. in case number A-20-819126-B by the Nevada District Court, in Clark County, Nevada (the "Court"). On January 22, 2021, the Notice of Entry of Order discharging and terminating the custodianship was entered with the Court.

The state of incorporation or registration of the issuer and of each of its predecessors (if any) during the past five years; Please also include the issuer's current standing in its state of incorporation (e.g. active, default, inactive):

The Issuer is a Nevada Corporation and in good standing in such jurisdiction. The corporate history is provided in the previous section.

Describe any trading suspension orders issued by the SEC concerning the issuer or its predecessors since inception:

na

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

On July 18, 2021, the Company completed the acquisition of On OTT Now, Inc. ("On OTT Now"). As of that date, the Company's operating subsidiary, Bokoo TV, Inc. ("Bokoo TV"), merged with On OTT Now and the name of the combined subsidiary was Bokoo TV. The total purchase price of \$7,500,000, was paid in the form of the issuance of ten thousand (75,000) shares of the Company's Series B Convertible Preferred Stock, at a liquidation preference of one hundred dollars (\$100) per share.

Due to the fact that following the closing of the Merger Agreement, the business of Bokoo has failed to gain momentum and has generated no revenues and has failed to raise sufficient capital for operations; and in light of the foregoing, the Parties have determined that it is in the best interests of TAMG and its shareholders to rescind the transactions and agreements embodied by the Merger Agreement, to have all certificates and other instruments representing the TAMG Securities cancelled, to have all of the Bokoo Securities returned to the shareholders of Bokoo, to have each of the Parties returned to their statuses quo ante and to have the pre-merger management of TAMG returned to their positions with TAMG.

Effective November 28, 2023, Original Shareholders of On OTT Now, Inc. cancelled their 75,000 shares of Series B Stock and sold 100% of the outstanding shares of Series A Preferred Stock (the Control Block) to a single person, Andrew Van Noy (current Board Member).

In connection with the change in control, Mr. Grunberger resigned as CEO, Chairman of the Board and as a Board Member, and Mr. Katyal resigned as a Board Member and Mr. Andrew Van Noy was appointed CEO.

On May 23, 2024, Imagen Consulting, Inc. ("Imagen") entered into and closed Stock Purchase Agreements with Andrew Van Noy, Real Transition Capital LLC, ML Squared LLC and Altus Advisors LLC pursuant to which Imagen acquired 70,306,007 shares of common stock, 10,000,000 shares of Series A Preferred Stock and 570 shares of Series C Preferred Stock. On July 1, 2024, Imagen entered into an Exchange Agreement with the Company pursuant to which is exchanged 10,000,000 shares of Series A Preferred Stock and 570 shares of Series C Preferred Stock for 227,505 shares of Series D Preferred Stock. Further, on July 2, 2024, the Company entered into a Share Exchange Agreement with Logipix US Corporation, a Virginia corporation ("Logipix US") and the shareholders of Logipix US pursuant to which the Company acquired all of the issued and outstanding shares of common stock, options and warrants of Logipix US for 272,495 shares

of Series D Preferred Stock, options to acquire 1.5 billion shares of common stock of the Company and options to acquire 560 million shares of common stock, which may not be exercised until the Company has implemented a reverse stock split. Each share of Series D Preferred Stock has a stated value of \$55.04680 and is convertible by dividing the stated value by the set price of \$0.006 per share. The Series D Preferred Stock converts automatically upon implementing a reverse stock split. The shares of Series D Preferred Stock vote on an as converted basis together with the shares of common stock.

Enter new control person/merger here

The address(es) of the issuer's principal executive office:

800 East Leigh Street, Richmond, VA 23219

The address(es) of the issuer's principal place of business:

Check 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?

No: Yes: If Yes, provide additional details below:

2) Security Information

Transfer Agent

Name: Pacific Stock Transfer Co.
Phone: 702-361-3033
Email: awalker@pacificstocktransfer.com
Address: 6725 Via Austi Parkway Suite 300 Las Vegas, NV 89119

Publicly Quoted or Traded Securities:

The goal of this section is to provide a clear understanding of the share information for its publicly quoted or traded equity securities. Use the fields below to provide the information, as applicable, for all outstanding classes of securities that are publicly traded/quoted.

Trading symbol: TAMG
Exact title and class of securities outstanding: Common Stock par value \$.001
CUSIP: 893775205
Par or stated value: \$.001
Total shares authorized: 500,000,000 common as of date: 05/31//2024
Total shares outstanding: 141,329,039 as of date: 05/31//2024
Number of shares in the Public Float²: 10,303,142 as of date: 05/31/2024
Total number of shareholders of record: 510 as of date: 05/31//2024

² "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.

Other classes of authorized or outstanding equity securities:

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.

Exact title and class of the security:	Series A Preferred Stock
CUSIP (if applicable):	N/A
Par or stated value:	\$.001
Total shares authorized:	10,000,000 as of date: May 31, 2024
Total shares outstanding (if applicable):	10,000,000 as of date: May 31, 2024
Total number of shareholders of record	One (1) as of date: May 31, 2024

Exact title and class of the security:	Series B Preferred Stock
CUSIP (if applicable):	N/A
Par or stated value:	\$.001
Total shares authorized:	75,000 as of date: May 31, 2024
Total shares outstanding (if applicable):	0 as of date: May 31, 2024
Total number of shareholders of record	Zero (0) as of date: May 31, 2024

Exact title and class of the security:	Series C Preferred Stock
CUSIP (if applicable):	N/A
Par or stated value:	\$.001
Total shares authorized:	1,000 as of date: May 31, 2024
Total shares outstanding (if applicable):	570 as of date: May 31, 2024
Total number of shareholders of record	Two (2) as of date: May 31, 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.

The holders of our common stock are entitled to one vote per share on all matters submitted to a vote of the shareholders, including the election of directors. Generally, all matters to be voted on by shareholders must be approved by a majority (or, in the case of election of directors, by a plurality) of the votes entitled to be cast by all shares of our common stock that are present in person or represented by proxy. Except as otherwise provided by law, amendments to our Articles of Incorporation generally must be approved by a majority of the votes entitled to be cast by all outstanding shares of our common stock. Our Article of Incorporation does not provide for cumulative voting in the election of directors. Holders of our common stock will be entitled to such cash dividends as may be declared from time to time by the Board from funds available. Holders of our common stock have no preemptive rights to purchase shares of our common stock. The issued and outstanding shares of our common stock are not subject to any redemption provisions and are not convertible into any other shares of our capital stock. Upon our liquidation, dissolution or winding up, the holders of our common stock will be entitled to receive pro rata all assets available for distribution to such holders.

We have never declared or paid any cash dividends on our common stock.

2. For preferred stock, describe the dividend, voting, conversion, and liquidation rights as well as redemption or sinking fund provisions.

Series A Preferred Stock. The Series A Preferred Stock has the following voting rights: each share of the Series A Preferred Stock may vote the equivalent of 1,000 shares of our common stock on all matters submitted to our shareholders.

The shares of Series A Preferred Stock shall be entitled to no dividends. In the event of liquidation, dissolution, or winding up of our company, either voluntary or involuntary, the holder(s) of the Series A Preferred Stock will not be entitled to receive any of the assets of our company. The shares of Series A Preferred Stock do not possess rights of conversion. There were no shares of Series A Preferred Stock outstanding effective July 1, 2024.

Series B Preferred Stock. The Series B Preferred Stock has the following voting rights: with respect to each matter submitted to a vote of our shareholders, each holder of Series B Preferred Stock shall be entitled to cast that number of votes which is equivalent to the number of shares of Series B Preferred Stock owned by such holder. The shares of Series B Preferred Stock shall be entitled to dividends as may be declared by our Board of Directors. In the event of liquidation, dissolution, or winding up of our company, either voluntary or involuntary, the holders of the Series B Preferred Stock will be entitled to receive out of the assets of our company, the amount of \$0.001 per share, before any payment is made or assets distributed to holders of our common stock; provided, however, that, with respect to liquidation preference, the Series B Preferred Stock shall be on par with our shares of Series A Preferred Stock. Each share of Series B Preferred Stock is convertible into 1,667 shares of our common stock, at any time.

Series C Preferred Stock. The shares of Series C Preferred Stock do not possess voting rights. The shares of Series C Preferred Stock shall be entitled to no dividends. In the event of liquidation, dissolution, or winding up of our company, either voluntary or involuntary, the holders of the Series C Preferred Stock will be entitled to receive out of the assets of our company, the amount of \$100.00 per share, before any payment is made or assets distributed to holders of our common stock; provided, however, that, with respect to liquidation preference, the Series C Preferred Stock shall be junior to our shares of Series A Preferred Stock and Series B Preferred Stock. Each share of Series C Preferred Stock is convertible into 13,334 shares of our common stock, at any time. There were no shares of Series C Preferred Stock outstanding effective July 1, 2024.

Series D Preferred Stock. On May 23, 2024, Imagen Consulting, Inc. (“Imagen”) entered into and closed Stock Purchase Agreements with Andrew Van Noy, Real Transition Capital LLC, ML Squared LLC and Altus Advisors LLC pursuant to which Imagen acquired 70,306,007 shares of common stock, 10,000,000 shares of Series A Preferred Stock and 570 shares of Series C Preferred Stock. On July 1, 2024, Imagen entered into an Exchange Agreement with the Company pursuant to which is exchanged 10,000,000 shares of Series A Preferred Stock and 570 shares of Series C Preferred Stock for 227,505 shares of Series D Preferred Stock. Further, on July 2, 2024, the Company entered into a Share Exchange Agreement with Logipix US Corporation, a Virginia corporation (“Logipix US”) and the shareholders of Logipix US pursuant to which the Company acquired all of the issued and outstanding shares of common stock, options and warrants of Logipix US for 272,495 shares of Series D Preferred Stock, options to acquire 1.5 billion shares of common stock of the Company and options to acquire 560 million shares of common stock, which may not be exercised until the Company has implemented a reverse stock split. Each share of Series D Preferred Stock has a stated value of \$55.04680 and is convertible by dividing the stated value by the set price of \$0.006 per share. The Series D Preferred Stock converts automatically upon implementing a reverse stock split. The shares of Series D Preferred Stock vote on an as converted basis together with the shares of common stock. The shares of Series D Preferred Stock shall be entitled to no dividends. In the event of liquidation, dissolution, or winding up of our company, either voluntary or involuntary, the holders of the Series D Preferred Stock will be entitled to receive out of the assets of our company, the amount of \$55.04680 per share, before any payment is made or assets distributed to holders of our common stock

3. Describe any other material rights of common or preferred stockholders.

None that haven't been previously disclosed

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.

There have been no material modifications to rights of holders of the company's securities that occurred over the reporting period covered by this report.

3) Issuance History

The goal of this section is to provide disclosure with respect to each event that resulted in any 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

Indicate by check mark whether there were any changes to the number of outstanding shares within the past two completed fiscal years:

No: Yes: (If yes, you must complete the table below)

Shares Outstanding as of Second Most Recent Fiscal Year End:			*Right-click the rows below and select "Insert" to add rows as needed.						
Opening Balance									
Date <u>2/28/22</u>			Common: <u>115,100,000</u> Preferred: <u>10,076,000</u>						
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. *You must disclose the control person(s) for any entities listed.	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.
<u>6/3/22</u>	<u>New Issuance</u>	<u>5,743,491</u>	<u>Common</u>	<u>\$0.045</u>	<u>No</u>	<u>ML Squares – Matt Long</u>	<u>Conversion of Series C</u>	<u>4(a)1</u>	
<u>7/12/22</u>	<u>New Issuance</u>	<u>5,336,516</u>	<u>Common</u>	<u>\$0.03</u>	<u>No</u>	<u>Altus Advisors, LLC – Bryan Kessinger</u>	<u>Services Provided</u>	<u>Restricted</u>	
<u>7/12/22</u>	<u>New Issuance</u>	<u>5,336,516</u>	<u>Common</u>	<u>\$0.03</u>	<u>No</u>	<u>Synnestvedt, LLC – Ben Oates</u>	<u>Services Provided</u>	<u>Restricted</u>	
<u>7/12/22</u>	<u>New Issuance</u>	<u>5,336,516</u>	<u>Common</u>	<u>\$0.03</u>	<u>No</u>	<u>Real Transition Capital, LLC – Andrew Van Noy</u>	<u>Services Provided</u>	<u>Restricted</u>	
<u>12/1/22</u>	<u>New Issuance</u>	<u>1,492,000</u>	<u>Common</u>	<u>\$0.03</u>	<u>No</u>	<u>Altus Advisors, LLC – Bryan Kessinger</u>	<u>Services Provided</u>	<u>Restricted</u>	
<u>12/1/22</u>	<u>New Issuance</u>	<u>1,492,000</u>	<u>Common</u>	<u>\$0.03</u>	<u>No</u>	<u>Synnestvedt, LLC – Ben Oates</u>	<u>Services Provided</u>	<u>Restricted</u>	

<u>12/1/22</u>	<u>New Issuance</u>	<u>1,492,000</u>	<u>Common</u>	<u>\$0.03</u>	<u>No</u>	<u>Real Transition Capital, LLC – Andrew Van Noy</u>	<u>Services Provided</u>	<u>Restricted</u>	
<u>11/28/23</u>	<u>Cancellation</u>	<u>75,000</u>	<u>Series B</u>		<u>Yes</u>	<u>On OTT Now, Inc</u>	<u>Merger</u>	<u>Restricted</u>	
Shares Outstanding on Date of This Report:									
<u>Ending Balance:</u>									
<u>Ending Balance:</u>									
<u>Date 05/31/24</u>									
<u>Common: 141,329,039</u>									
<u>Preferred: 10,000,570</u>									

Example: A company with a fiscal year end of December 31st, in addressing this item for its Annual Report, would include any events that resulted in changes to any class of its outstanding shares from the period beginning on January 1, 2021 through December 31, 2022 pursuant to the tabular format above.

Use the space below to provide any additional details, including footnotes to the table above:

On May 23, 2024, Imagen Consulting, Inc. (“Imagen”) entered into and closed Stock Purchase Agreements with Andrew Van Noy, Real Transition Capital LLC, ML Squared LLC and Altus Advisors LLC pursuant to which Imagen acquired 70,306,007 shares of common stock, 10,000,000 shares of Series A Preferred Stock and 570 shares of Series C Preferred Stock. On July 1, 2024, Imagen entered into an Exchange Agreement with the Company pursuant to which is exchanged 10,000,000 shares of Series A Preferred Stock and 570 shares of Series C Preferred Stock for 227,505 shares of Series D Preferred Stock. Further, on July 2, 2024, the Company entered into a Share Exchange Agreement with Logipix US Corporation, a Virginia corporation (“Logipix US”) and the shareholders of Logipix US pursuant to which the Company acquired all of the issued and outstanding shares of common stock, options and warrants of Logipix US for 272,495 shares of Series D Preferred Stock, options to acquire 1.5 billion shares of common stock of the Company and options to acquire 560 million shares of common stock, which may not be exercised until the Company has implemented a reverse stock split. Each share of Series D Preferred Stock has a stated value of \$55.04680 and is convertible by dividing the stated value by the set price of \$0.006 per share. The Series D Preferred Stock converts automatically upon implementing a reverse stock split. The shares of Series D Preferred Stock vote on an as converted basis together with the shares of common stock. The shares of Series D Preferred Stock shall be entitled to no dividends. In the event of liquidation, dissolution, or winding up of our company, either voluntary or involuntary, the holders of the Series D Preferred Stock will be entitled to receive out of the assets of our company, the amount of \$55.04680 per share, before any payment is made or assets distributed to holders of our common stock

B. Promissory and Convertible Notes

Indicate by check mark whether there are any outstanding promissory, convertible notes, convertible debentures, or any other debt instruments that may be converted into a class of the issuer’s equity securities:

No: Yes: (If yes, you must complete the table below)

<u>Date of Note Issuance</u>	<u>Outstanding Balance (\$)</u>	<u>Principal Amount at Issuance (\$)</u>	<u>Interest Accrued (\$)</u>	<u>Maturity Date</u>	<u>Conversion Terms (e.g. pricing mechanism for determining conversion of instrument to shares)</u>	<u>Name of Noteholder.</u> <small>*You must disclose the control person(s) for any entities listed.</small>	<u>Reason for Issuance (e.g. Loan, Services, etc.)</u>
<u>10/19/22</u>	<u>2,749</u>	<u>2,725</u>	<u>24</u>	<u>10/19/23</u>	<u>Unsecured Promissory Note – not convertible</u>	<u>Real Transition Capital, LLC – Andrew Van Noy</u>	<u>Operating costs</u>
<u>3/17/23</u>	<u>11,818</u>	<u>11,818</u>	<u>126</u>	<u>3/17/24</u>	<u>Unsecured Promissory Note – convertible</u>	<u>Real Transition</u>	<u>Operating costs</u>

						<u>Capital, LLC – Andrew</u>	
						<u>Van Noy</u>	

Use the space below to provide any additional details, including footnotes to the table above:

On May, 23 2024, the Company and Andrew Van Noy in conjunction with the Stock Purchase Agreement between Imagen Consulting, Inc. and Real Transition Capital, LLC forgives the obligation to pay back said principal and interest. The forgiveness of indebtedness was treated as a contribution to capital as Andrew Van Noy was a related party.

4) Issuer’s Business, Products and Services

The purpose of this section is to provide a clear description of the issuer’s current operations. (Please ensure that these descriptions are updated on the Company’s Profile on www.otcmarkets.com).

A. Summarize the issuer’s business operations (If the issuer does not have current operations, state “no operations”)

Overview

The Company is the exclusive Americas and Austral-Asian distribution partner for LogiPix Ltd., a Hungarian corporation, providing high-resolution panoramic cameras and computer vision technology with applications for critical infrastructure, traffic violation detection, aerospace/defense, and airport airside monitoring. The Company solutions deliver a broad range of video resolution from Full HD to hundreds of Megapixels, with a range of devices able to serve the needs of any industry with the best quality available.

B. List any subsidiaries, parent company, or affiliated companies.

On July 1, 2024, the Company acquired Logipix US Corporation, a Virginia corporation, which is a wholly owned subsidiary of the Company. Currently, the Company has no other subsidiaries.

C. Describe the issuers’ principal products or services.

The Company offers high-resolution panoramic cameras and computer vision technology with applications for critical infrastructure, traffic violation detection, aerospace/defense, and airport airside monitoring.

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 leases shared office space in at 800 E. Leigh Street, Suite 11, Richmond, Virginia 23219.

This Membership Lease Agreement is for an initial term of one (1) year, commencing July 1, 2023 and terminating June 30, 2024 (the “Initial Term”). This Membership Lease Agreement shall automatically renew

for an additional term of two (2) years (the “Renewal Term”) unless either party delivers written notice to the other party at least thirty (30) days prior to the End Date indicating that the party is electing not to renew this Membership Agreement...The annual lease membership fee is \$9,600.

6) Officers, Directors, and Control Persons

Using the table below, please provide information, as of the period end date of this report, regarding any officers, or directors of the company, individuals or entities controlling more than 5% of any class of the issuers securities, or any person that performs a similar function, regardless of the number of shares they own. **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 information (City, State) of an individual representing the corporation or entity in the note section.**

Include Company Insiders who own any outstanding units or shares of any class of any equity security of the issuer.

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 or beneficial shareholders.

Names of All Officers, Directors and Control Persons	Affiliation with Company (e.g. Officer Title /Director/Owner of more than 5%)	Residential Address (City / State Only)	Number of shares owned	Share type/class	Ownership Percentage of Class Outstanding	Names of control person(s) if a corporate entity
Andrew Van Noy*	Director	Lehi, UT	10,000,000	Pref. Series A	100%	
ML Squared^	> 5% shareholder	Lehi, UT	70	Pref. Series C	50%	Matt Long
Altus Advisors, LLC^	> 5% shareholder	Spanish Fork, UT	500	Pref. Series C	50%	Bryan Kessinger
Andrew Van Noy*	Director and Control Person	Lehi, UT	58,000,000 – self 5,336,516 – Real Transition Capital	Common	41%	
7P CAPITAL LLC	> 5% shareholder	Santa Fe, NM	13,639,492	Common	9.7%	Brian Guinn

* Resigned May 23, 2024.

^ Sold their securities to Imagen Consulting Inc. on May 23, 2024.

7) Legal/Disciplinary History

A. Identify and provide a brief explanation as to whether any of the persons or entities listed above in Section 6 have, in the past 10 years:

1. Been the subject of an indictment or conviction in a criminal proceeding or plea agreement or named as a defendant in a pending criminal proceeding (excluding minor traffic violations);

None

2. Been the subject of 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, financial- or investment-related, insurance or banking activities;

None

3. Been the subject of a finding, disciplinary order or judgment by a court of competent jurisdiction (in a civil action), the Securities and Exchange Commission, the Commodity Futures Trading Commission, a state securities regulator of a violation of federal or state securities or commodities law, or a foreign regulatory body or court, which finding or judgment has not been reversed, suspended, or vacated;

None

4. Named as a defendant or a respondent in a regulatory complaint or proceeding that could result in a "yes" answer to part 3 above; or

None

5. Been the subject 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

6. Been the subject of a U.S Postal Service false representation order, or a temporary restraining order, or preliminary injunction with respect to conduct alleged to have violated the false representation statute that applies to U.S mail.

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 to 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.

None

8) **Third Party Service Providers**

Provide the name, address, telephone number and email address of each of the following outside providers. You may add additional space as needed.

Securities Counsel (must include Counsel preparing Attorney Letters).

Name: Stephen Fleming
Firm: Fleming PLLC
Address 1: 30 Wall Street, 8th Floor, New York, New York 10005
Address 2:
Phone: 519-833-5034
Email: smf@flemingpllc.com

Accountant or Auditor

Name: _____
Firm: _____
Address 1: _____

Address 2: _____
Phone: _____
Email: _____

Investor Relations

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

All other means of Investor Communication:

Twitter: _____
Discord: _____
LinkedIn: _____
Facebook: _____
[Other] _____

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), consultant(s) or any entity/individual that provided assistance or services to the issuer during the reporting period.

Name: _____
Firm: _____
Nature of Services: _____
Address 1: _____
Address 2: _____
Phone: _____
Email: _____

9) Disclosure & Financial Information

A. This Disclosure Statement was prepared by (name of individual):

Name: **Douglas Solomon**
Title: CEO
Relationship to Issuer: CEO

B. The following financial statements were prepared in accordance with:

IFRS
 U.S. GAAP

C. The following financial statements were prepared by (name of individual):

Name: Douglas Solomon
Title: CEO
Relationship to Issuer: CEO

Describe the qualifications of the person or persons who prepared the financial statements:⁵ Mr. Solomon has 30 years experience running publicly traded companies and managing financial statements.

10) 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 Quarterly Report or Annual Report.

The certifications shall follow the format below:

I, Douglas Solomon certify that:

1. I have reviewed this Disclosure Statement for the quarter ended May 31, 2024;
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.

November 6, 2024

/s/Douglas Solomon [CEO's Signature]

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

Principal Financial Officer:

I, Douglas Solomon certify that:

1. I have reviewed this Disclosure Statement for the quarter ending May 31, 2024;
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.

November 6, 2024

/s/Douglas Solomon [CFO's Signature]

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

⁵ The financial statements requested pursuant to this item must be prepared in accordance with US GAAP or IFRS and by persons with sufficient financial skills.

Transnational Group Inc.
Consolidated Balance Sheet
(unaudited)

	<u>May 31, 2024</u>	<u>February 29, 2024</u>
ASSETS		
CURRENT ASSETS		
Cash	\$ (14)	\$ 15
Trade and other receivables		-
Prepaid expenses		-
TOTAL CURRENT ASSETS	(14)	15
TOTAL ASSETS	\$ (14)	\$ 15
LIABILITIES AND SHAREHOLDER'S EQUITY (DEFICIT)		
CURRENT LIABILITIES		
Loans and advances from stockholders		10,001
Accrued liabilities		8,504
TOTAL CURRENT LIABILITIES	\$ -	\$ 18,505
TOTAL LIABILITIES		
SHAREHOLDERS' EQUITY (DEFICIT)		
Preferred stock, \$0.001 par value; 100,000,000 authorized		
Series A, 10,000,000 authorized and 10,000,000 and 10,000,000 and 10,000,000 outstanding, respectively	10,000	10,000
Series B, 75,000 authorized and 75,000 and 75,000 outstanding, respectively	-	-
Series C, 6000 authorized and 1,000 and 1,000, outstanding, respectively	1	1
Common stock, \$0.001 par value;		
500,000,000 authorized shares; 141,329,039 and 115,100,000	141,329	141,329
Additional paid in capital	19,046,842	19,023,507
Accumulated deficit	(19,198,186)	(19,193,327)
TOTAL SHAREHOLDERS' EQUITY (DEFICIT)	(14)	(18,490)
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY (DEFICIT)	\$ (14)	\$ 15

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

Transnational Group Inc.
Consolidated Income Statement
(unaudited)

	Three months ended	
	May 31, 2024	May 31, 2023
REVENUE	\$ -	\$ -
COST OF REVENUE	-	-
OPERATING EXPENSES		
Selling, general and administrative expenses	4,859	5,879
TOTAL OPERATING EXPENSES	4,859	5,879
LOSS FROM OPERATIONS BEFORE OTHER EXPENSE AND TAXES	(4,859)	(5,879)
OTHER EXPENSE		
Interest expense		(65)
TOTAL OTHER EXPENSE		(65)
LOSS FROM OPERATIONS BEFORE PROVISION FOR TAXES	(4,859)	(5,944)
PROVISION FOR INCOME TAXES	-	-
NET LOSS	\$ (4,859)	\$ (5,944)
NET LOSS ATTRIBUTABLE TO COMMON SHAREHOLDERS	\$ (4,859)	\$ (5,944)
NET LOSS PER SHARE		
BASIC	\$ -	\$ -
DILUTED	\$ -	\$ -
WEIGHTED AVERAGE COMMON SHARES OUTSTANDING		
BASIC	141,329,039	141,329,039
DILUTED	141,329,039	141,329,039

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

Transnational Group Inc.
Consolidated Statement of Stockholder's Equity
(unaudited)

	Preferred Stock		Common Stock		Additional Paid-in Capital	Accumulated Deficit	Total
	Shares	Amount	Shares	Amount			
Balance at February 29, 2024	10,000,100	\$ 10,001	141,329,039	\$ 141,329	\$ 19,023,507	\$ (19,193,327)	\$ (18,490)
Net loss	-	-	-	-		(4,859)	(4,859)
Related party indebtedness contributed to capital	-	-	-	-	23,335	-	23,335
Balance at May 31, 2024	<u>10,000,100</u>	<u>\$ 10,001</u>	<u>141,329,039</u>	<u>\$ 141,329</u>	<u>\$ 19,046,842</u>	<u>\$ (19,198,186)</u>	<u>\$ (14)</u>
Balance at February 28, 2023	10,076,000	\$ 10,076	141,329,039	\$ 141,329	\$ 26,523,507	\$ (19,180,606)	\$ 7,494,306
Net loss	-	-	-	-	-	(5,944)	(5,944)
Balance at May 31, 2023	<u>10,076,000</u>	<u>\$ 10,076</u>	<u>141,329,039</u>	<u>\$ 141,329</u>	<u>\$ -</u>	<u>\$ (19,186,550)</u>	<u>\$ 7,488,362</u>

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

Transnational Group Inc.
Consolidated Statement of Cash Flows
(unaudited)

	Three Months Ended	
	May 31, 2024	May 31, 2023
CASH FLOWS FROM OPERATING ACTIVITIES		
Net loss from operations	\$ (4,859)	\$ (5,944)
Decrease in accrued expenses	<u> </u>	<u>65</u>
NET CASH FROM USED IN OPERATING ACTIVITIES	<u>(4,859)</u>	<u>(5,879)</u>
CASH FLOWS FROM INVESTING ACTIVITIES		
No investing activities	<u>-</u>	<u>-</u>
NET CASH FROM INVESTING ACTIVITIES	<u>-</u>	<u>-</u>
CASH FLOWS FROM FINANCING ACTIVITIES		
Loan from related party	4,830	
Proceeds from issuance of debt	<u>-</u>	<u>5,510</u>
NET CASH FROM FINANCING ACITVITIES	<u>4,830</u>	<u>5,510</u>
NET (DECREASE) INCREASE IN CASH	(29)	(369)
CASH, BEGINNING OF PERIOD	<u>15</u>	<u>263</u>
CASH, END OF PERIOD	<u>\$ (14)</u>	<u>\$ (106)</u>
SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION		
Interest paid	<u>\$ 0</u>	<u>\$ -</u>
Taxes paid	<u>\$ 0</u>	<u>\$ -</u>
Non-cash financing activities		
Related party indebtedness contributed to capital	<u>\$ 23,335</u>	<u>\$ -</u>

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

TRANSNATIONAL GROUP, INC. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS - UNAUDITED
May 31, 2024

1. BASIS OF PRESENTATION

The accompanying unaudited Consolidated Financial Statements of Transnational Group, Inc. (“Transnational Group,” “we,” “us,” “our,” or the “Company”), have been prepared in accordance with the instructions to interim financial reporting as prescribed by the Securities and Exchange Commission (the “SEC”). The results for the interim periods are not necessarily indicative of results for the entire year. In the opinion of management, the unaudited Consolidated Financial Statements contained in this report include all known accruals and adjustments necessary for a fair presentation of the financial position, results of operations, and cash flows for the periods reported herein. Any such adjustments are of a normal recurring nature.

The Company financial statements are entitled Transnational Group and will modify its reporting name with its financial statements as of August 31, 2024.

Going Concern

The accompanying Consolidated Financial Statements have been prepared on a going concern basis of accounting, which contemplates continuity of operations, realization of assets and liabilities and commitments in the normal course of business. The accompanying Consolidated Financial Statements do not reflect any adjustments that might result if the Company is unable to continue as a going concern. The Company does not generate significant revenue, and has negative cash flows from operations, which raises substantial doubt about the Company’s ability to continue as a going concern. The ability of the Company to continue as a going concern and the appropriateness of using the going concern basis is dependent upon, among other things, raising additional capital. Historically, the Company has obtained funds from investors since its inception through sales of our securities. The Company will also seek to generate additional working capital by increasing sales from its operations, and continue to pursue its business plan and purposes.

2. ACQUISITION OF TRANSNATIONAL GROUP

On May 23, 2024, Imagen Consulting, Inc. (“Imagen”) entered into and closed Stock Purchase Agreements with Andrew Van Noy, Real Transition Capital LLC, ML Squared LLC and Altus Advisors LLC pursuant to which Imagen acquired 70,306,007 shares of common stock, 10,000,000 shares of Series A Preferred Stock and 570 shares of Series C Preferred Stock.

On July 1, 2024, Imagen entered into an Exchange Agreement with the Company pursuant to which is exchanged 10,000,000 shares of Series A Preferred Stock and 570 shares of Series C Preferred Stock for 227,505 shares of Series D Preferred Stock. Further, on July 2, 2024, the Company entered into a Share Exchange Agreement with Logipix US Corporation, a Virginia corporation (“Logipix US”) and the shareholders of Logipix US pursuant to which the Company acquired all of the issued and outstanding shares of common stock, options and warrants of Logipix US for 272,495 shares of Series D Preferred Stock, options to acquire 1.5 billion shares of common stock of the Company and options to acquire 560 million shares of common stock, which may not be exercised until the Company has implemented a reverse stock split. Each share of Series D Preferred Stock has a stated value of \$55.04680 and is convertible by dividing the stated value by the set price of \$0.006 per share. The Series D Preferred Stock converts automatically upon implementing a reverse stock split. The shares of Series D Preferred Stock vote on an as converted basis together with the shares of common stock.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

This summary of significant accounting policies of Transnational Group is presented to assist in understanding the Company’s Consolidated Financial Statements. The Consolidated Financial Statements and notes are representations of the Company’s management, which is responsible for their integrity and objectivity. These

accounting policies conform to accounting principles generally accepted in the United States of America and have been consistently applied in the preparation of the Consolidated Financial Statements.

Accounts Receivable

The Company has not yet extended credit to its customers. Accounts receivable are customer obligations due under normal trade terms. Once the Company resumes offering credit to its customers, we will perform continuing credit evaluations of our customers' financial condition. Management will review accounts receivable on a regular basis, based on contractual terms and how recently payments have been received to determine if any such amounts will potentially be uncollected. The Company will include any balances that are determined to be uncollectible in its allowance for doubtful accounts. After all attempts to collect a receivable have failed, the receivable would be written off. The balance of the allowance account at February 29, 2024 and November 30, 2023 were both zero.

Use of Estimates

The preparation of financial statements in conformity with GAAP requires the use of estimates and assumptions by management in determining the reported amounts of assets and liabilities, disclosures of contingent liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates. Since the Company has limited operations, estimates are primarily used in measuring liabilities, fair value assumptions in accounting for business combinations and analyzing goodwill, intangible assets, and long-lived asset impairments and adjustments.

Cash and Cash Equivalents

The Company considers all highly liquid investments with an original maturity of three months or less to be cash equivalents. As of May 31, 2024, the Company had a cash balance of \$14.51.

Property and Equipment

Property and equipment are stated at cost, and are depreciated or amortized using the straight-line method over the following estimated useful lives:

Furniture, fixtures & equipment	7 Years
Computer equipment	5 Years
Commerce server	5 Years
Computer software	3 - 5 Years
Leasehold improvements	Length of the lease

Since the Company had no depreciable assets, depreciation expense was zero for the quarter ended May31, 2024 and May 31, 2023.

Revenue Recognition

During the period, the Company had no revenue. However, when we do record revenue, it will be in accordance with ASC 606. The deferred revenue and customer deposits as of May 31, 2024 and February 29, 2024 were both zero.

Research and Development

Research and development costs are expensed as incurred. Total research and development costs were zero for quarters ended May 31,2024 and May 31, 2023

Advertising Costs

The Company expenses the cost of advertising and promotional materials when incurred. Total advertising cost was zero for the quarters ended May 31,2024 and May 31, 2023

Indefinite Lived Intangibles and Goodwill Assets

The Company accounts for business combinations under the acquisition method of accounting in accordance with ASC 805, "Business Combinations," where the total purchase price is allocated to the tangible and identified intangible assets acquired and liabilities assumed based on their estimated fair values. Significant estimates in valuing certain intangible assets include, but are not limited to, future expected cash flows from acquired customer lists, acquired technology, and trade names from a market participant perspective, useful lives and discount rates.

Management's estimates of fair value are based upon assumptions we believe to be reasonable, but which are inherently uncertain and unpredictable and, as a result, actual results may differ from estimates. The purchase price is allocated using the information currently available, and may be adjusted, up to one year from acquisition date, after obtaining more information regarding, among other things, asset valuations, liabilities assumed and revisions to preliminary estimates. The purchase price in excess of the fair value of the tangible and identified intangible assets acquired less liabilities assumed is recognized as goodwill.

The Company had no indefinite lived intangible assets and goodwill assets as of May 31, 2024, and February 29, 2024.

Business Combinations

The acquisition of subsidiaries will be accounted for using the purchase method. The cost of the acquisition will be measured at the aggregate of the fair value, at the acquisition date, of assets received, liabilities incurred or assumed, and equity instruments issued by the Company in exchange for control of the acquiree. Any costs directly attributable to the business combination are expensed in the period incurred. The acquiree's identifiable assets and liabilities will be recognized at their fair values at the acquisition date.

Goodwill arising on acquisition will be recognized as an asset and initially measured at cost, being the excess of the cost of the business combination over the Company's interest in the net fair value of the identifiable assets, liabilities and contingent liabilities recognized.

The Company did not make any acquisitions during the quarters ended May 31, 2024 and May 31, 2023.

Stock-Based Compensation

During quarters ended May 31, 2024 and May 31, 2023, the Company had no stock-based compensation arrangements.

However, if issued, the Company will address the accounting for share-based payment transactions in which an enterprise receives employee services in exchange for either equity instruments of the enterprise or liabilities that are based on the fair value of the enterprise's equity instruments or that may be settled by the issuance of such equity instruments. The transactions will be accounted for using a fair-value-based method and recognized as expenses in our statement of operations.

Stock-based compensation expense recognized during the period will be based on the value of the portion of stock-based payment awards that is ultimately expected to vest. The stock-based compensation expense recognized in the consolidated statements of operations during the quarters ended May 31, 2024 and May 31, 2023 was zero.

Basic and Diluted Net Income (Loss) per Share Calculations

Income (Loss) per Share dictates the calculation of basic earnings per share and diluted earnings per share. Basic earnings per share are computed by dividing income available to common shareholders by the weighted-average number of common shares available. Diluted earnings per share is computed similar to basic earnings per share except that the denominator is increased to include the number of additional common shares that would have been outstanding if the potential common shares had been issued and if the additional common shares were dilutive.

Dilutive per share amounts are computed using the weighted-average number of common shares outstanding and potentially dilutive securities, using the treasury stock method if their effect would be dilutive.

Accounting Pronouncements

The Company did not adopt any new or revised accounting standards, but applies all standards required of public companies, according to those required application dates. Management reviewed recent accounting pronouncements issued during the quarter ended May 31, 2024, and the year ended February 29, 2024 and no pronouncements were adopted or applied to the Company during the period.

Income Taxes

The Company uses the asset and liability method of accounting for income taxes. Deferred tax assets and liabilities

are recognized for the future tax consequences attributable to financial statements carrying amounts of existing assets and liabilities and their respective tax bases and operating loss and tax credit carry-forwards. The measurement of deferred tax assets and liabilities is based on provisions of applicable tax law. The measurement of deferred tax assets is reduced, if necessary, by a valuation allowance based on the amount of tax benefits that, based on available evidence, is not expected to be realized. For the year ended February 29, 2024, we used the federal tax rate of 21% in our determination of the deferred tax assets and liabilities balances.

For the year ended
February 29, 2024

Current tax provision:

Federal

Taxable income	\$	-
Total current tax provision	\$	-

Deferred tax provision:

Federal

Loss carryforwards	\$	(42,896)
Change in valuation allowance	\$	(42,896)
Total deferred tax provision	\$	-

4. REVENUE RECOGNITION

Although the Company currently does not have any revenue, when revenue recognition resumes, the Company will record the transactions in accordance with ASU 2014-09 Revenue from Contracts with Customers and all subsequent amendments to the ASU (collectively, "ASC 606"). In accordance with ASC 606, revenues are recognized when control of the promised goods or services is transferred to our customers, in an amount that reflects the consideration we expect to be entitled to in exchange for those goods or services.

The core principles of revenue recognition under ASC 606 includes the following five criteria:

1. Identify the contract with the customer

Contract with our customers may be oral, written, or implied. A written and signed contract stating the terms and conditions is the preferred method and is consistent with most customers. The terms of a written contract may be contained within the body of an email, during which proposals are made and campaign plans are outlined, or it may be a stand-alone document signed by both parties. Contracts that are oral in nature are consummated in status and pitch meetings and may be later followed up with an email detailing the terms of the arrangement, along with a proposal document. No work is commenced without an understanding between the Company and our customers, that a valid contract exists.

2. Identify the performance obligations in the contract

Our sales and account management teams define the scope of services to be offered, to ensure all parties are in agreement and obligations are being delivered to the customer as promised. The performance obligation may not be fully identified in a mutually signed contract, but may be outlined in email correspondence, face-to-face meetings, additional proposals or scopes of work, or phone conversations.

3. Determine the transaction price

Pricing is discussed and identified by the operations team prior to submitting a proposal to the customer. Based on the obligation presented, third-party service pricing is established, and time and labor are estimated, to determine the most accurate transaction pricing for our customer. Price is subject to change upon agreed parties, and could be fixed or variable, milestone focused or time and materials.

4. Allocate the transaction price to the performance obligations in the contract

If a contract involves multiple obligations, the transaction pricing is allocated accordingly, during the performance obligation phase (criteria 2 above).

5. Recognize revenue when (or as) we satisfy a performance obligation

The Company will evaluate the performance obligations as revenue recognition materializes.

5. LIQUIDITY AND OPERATIONS

The Company had a net loss of \$4,859 and \$5,944 for the quarters ended May 31, 2024 and May 31, 2023. Net cash used in operating activities were \$4,859 and \$5,879 for the quarters ended May 31, 2024 and May 31, 2023.

As of May 31, 2024, the Company had no short-term borrowing as all outstanding obligations the loan and advance from stockholder was forgiven and the Company was relieved from paying any of the obligations as of May 31, 2024.

While the Company hopes that its capital needs in the foreseeable future may be met by operations, there is no assurance that the Company will be able to generate enough positive cash flow to finance its growth and business operations in which event, the Company may need to seek outside sources of capital. There can be no assurance that such capital will be available on terms that are favorable to the Company or at all.

6.. CAPITAL STOCK

At May 31, 2024 and February 29, 2024, the Company's authorized stock consists of 500,000,000 shares of common stock, par value \$0.001 per share, and 100,000,000 shares of preferred stock, par value of \$0.001 per share. The rights, preferences and privileges of the holders of the preferred stock will be determined by the Board of Directors prior to issuance of such shares. The conversion of certain outstanding preferred stock could have a significant impact on our common stockholders. As of the date of this report, the Board has designated 10,000,000 shares of preferred stock, as Series A, 75,000 shares as Series B and 6,000 shares as Series C.

Series A Preferred

The Company designated 10,000,000 shares of preferred stock as Series A Preferred. The shares of Series A are not convertible to common stock, but each share of Series A preferred may cast the equivalent of 1,000 shares of common stock. Therefore, 10,000,000 shares of Series A preferred have the voting rights of 10,000,000,000 shares of common stock. As of May 31, 2024 and February 29, 2024, the Company had 10,000,000 shares of Series A Preferred stock outstanding

Series B Preferred

The Company designated 75,000 shares of preferred stock as Series B Preferred stock. Each shares of Series B Preferred is convertible into 1,667 shares of common stock and values at \$100. The Series B Preferred Stock does not have voting rights except as required by law and with respect to certain protective provisions set forth in the Certificate of Designation of Series B Preferred Stock. The Company issued 75,000 shares of Series B Preferred stock to the owners of On OTT Now, Inc. from the merger with Bokoo TV. Due to the rescission of the merger and cancellation of shares, As of May 31, 2024, and February 29, 2024, the Company had 0 shares of Series B Preferred stock outstanding.

Series C Preferred

The Company designated 6,000 shares of preferred stock as Series C Preferred stock. Each share of Series C preferred stock converts into 13,334 shares of common stock and is valued at \$100. The Series C Preferred Stock does not have voting rights except as required by law and with respect to certain protective provisions set forth in the Certificate of Designation of Series C Preferred Stock. The Company issued 1,000 shares of Series C Preferred stock to investors for \$100,000. As of May 31, 2024 and February 29, 2024, the Company had 1,000 shares of Series C Preferred stock outstanding.

On May 23, 2024, Imagen Consulting, Inc. (“Imagen”) entered into and closed Stock Purchase Agreements with Andrew Van Noy, Real Transition Capital LLC, ML Squared LLC and Altus Advisors LLC pursuant to which Imagen acquired 70,306,007 shares of common stock, 10,000,000 shares of Series A Preferred Stock and 570 shares of Series C Preferred Stock. On July 1, 2024, Imagen entered into an Exchange Agreement with the Company pursuant to which is exchanged 10,000,000 shares of Series A Preferred Stock and 570 shares of Series C Preferred Stock for 227,505 shares of Series D Preferred Stock. Further, on July 2, 2024, the Company entered into a Share Exchange Agreement with Logipix US Corporation, a Virginia corporation (“Logipix US”) and the shareholders of Logipix US pursuant to which the Company acquired all of the issued and outstanding shares of common stock, options and warrants of Logipix US for 272,495 shares of Series D Preferred Stock, options to acquire 1.5 billion shares of common stock of the Company and options to acquire 560 million shares of common stock, which may not be exercised until the Company has implemented a reverse stock split. Each share of Series D Preferred Stock has a stated value of \$55.04680 and is convertible by dividing the stated value by the set price of \$0.006 per share. The Series D Preferred Stock converts automatically upon implementing a reverse stock split. The shares of Series D Preferred Stock vote on an as converted basis together with the shares of common stock. The shares of Series D Preferred Stock shall be entitled to no dividends. In the event of liquidation, dissolution, or winding up of our company, either voluntary or involuntary, the holders of the Series D Preferred Stock will be entitled to receive out of the assets of our company, the amount of \$55.04680 per share, before any payment is made or assets distributed to holders of our common stock

7. RELATED PARTIES

As of February 29, 2024, the Company had short-term borrowing relationship with Real Transition Capital, LLC (Andrew Van Noy) who is the Chief Executive Officer. During the quarter ended May 31, 2024, the short-term borrowing from the Chief Executive Office was forgiven and the Company was relieved from paying any of the obligations as of May 23, 2024.

8. CONCENTRATIONS

None noted

9. COMMITMENTS AND CONTINGENCIES

Legal Matters

The Company may be involved in legal actions and claims arising in the ordinary course of business, from time to time, none of which at this time the Company considers to be material to the Company’s business or financial condition.

10. SUPPLEMENTAL STATEMENT OF CASH FLOWS INFORMATION

During the quarter ended May 31, 2024, the loan and advance from stockholder was forgiven and the Company was relieved from paying any of the obligations as of May 31, 2024. There were no non-cash cash flow activities in the three months ended May 31, 2023.

10. SUBSEQUENT EVENTS

On July 1, 2024, Imagen entered into an Exchange Agreement with the Company pursuant to which is exchanged 10,000,000 shares of Series A Preferred Stock and 570 shares of Series C Preferred Stock for 227,505 shares of Series D Preferred Stock. Further, on July 2, 2024, the Company entered into a Share Exchange Agreement with Logipix US Corporation, a Virginia corporation (“Logipix US”) and the shareholders of Logipix US pursuant to which the Company acquired all of the issued and outstanding shares of common stock, options and warrants of Logipix US for 272,495 shares of Series D Preferred Stock, options to acquire 1.5 billion shares of common stock of the Company and options to acquire 560 million shares of common stock, which may not be exercised until the Company has implemented a reverse stock split. Each share of Series D Preferred Stock has a stated value of \$55.04680 and is convertible by dividing the stated value by the set price of \$0.006 per share. The Series D Preferred Stock converts automatically upon implementing a reverse stock split. The shares of Series D

Preferred Stock vote on an as converted basis together with the shares of common stock. The shares of Series D Preferred Stock shall be entitled to no dividends. In the event of liquidation, dissolution, or winding up of our company, either voluntary or involuntary, the holders of the Series D Preferred Stock will be entitled to receive out of the assets of our company, the amount of \$55.04680 per share, before any payment is made or assets distributed to holders of our common stock

Previously, on May 30, 2024, in connection with a Stock Purchase Agreement between Imagen Consulting, Inc. (“Imagen”) and various stockholders and advisors, Imagen and Douglas Solomon (related party) paid \$215,000 to acquire the common and preferred shares of the Company.

The Company is the exclusive Americas and Austral-Asian distribution partner for Logipix Ltd., a Hungarian corporation, providing high-resolution panoramic cameras and computer vision technology with applications for critical infrastructure, traffic violation detection, aerospace/defense, and airport airside monitoring. The Company solutions deliver a broad range of video resolution from Full HD to hundreds of Megapixels, with a range of devices able to serve the needs of any industry with the best quality available.

On July 1, 2024, the Company acquired Logipix US Corporation, a Virginia corporation, which is a wholly owned subsidiary of the Company. Currently, the Company has no other subsidiaries.

The Company is the exclusive Americas and Austral-Asian distribution partner for Logipix Ltd., a Hungarian corporation, providing high-resolution panoramic cameras and computer vision technology with applications for critical infrastructure, traffic violation detection, aerospace/defense, and airport airside monitoring. The Company solutions deliver a broad range of video resolution from Full HD to hundreds of Megapixels, with a range of devices able to serve the needs of any industry with the best quality available.

The Company offers high-resolution panoramic cameras and computer vision technology with applications for critical infrastructure, traffic violation detection, aerospace/defense, and airport airside monitoring.

On July 15, 2024, the Company filed a Certificate of Amendment with the Nevada Secretary of State to effect a reverse stock split at the ratio of 275:1 (the “Reverse Stock Split”) and to implement a name change to Logipix International Corp. (the “Name Change”). As a result of the Reverse Stock Split, every 275 shares of the Company’s common stock issued and outstanding on the effective date were consolidated into one issued and outstanding share. All stockholders who would be entitled to receive fractional shares as a result of the Reverse Stock Split received one whole share for their fractional share interest. There was no change in the par value of our common stock. Further, the Company will continue to have 500,000,000 common shares and 100,000,000 preferred shares authorized.

The Company’s common stock began trading on a split-adjusted basis at the commencement of trading on October 30, 2024 under the symbol “TAMGD.” The Company’s common stock has been assigned a new CUSIP number of 893775304 in connection with the Reverse Stock Split. The Company’s trading symbol will continue as “TAMGD” for a period of 20 trading days at which time it will be changed to reflect the Name Change.