



MemReg
d/b/a ORhub

MEMREG, INC.

**OTC PINK BASIC ANNUAL INFORMATION
AND DISCLOSURE STATEMENT**

AS OF JUNE 30, 2016

MemReg, Inc.
Annual OTC Pink Basic Disclosure
Year ending June 30, 2016

The Company

On June 30, 2016, MemReg, Inc. (the “*Company*”) acquired all the assets and business of ORhub, LLC (“*ORH*”) or Operating Room Hub in exchange for 102,694,775 shares of common stock and assumption of certain ORH liabilities (the “*ORhub Acquisition*”). ORH has developed a proprietary, 100% cloud based software application (the “*ORhub Software*”). As a condition of the closing of the ORhub Acquisition, the Company divested its memorabilia business operated through its wholly owned subsidiary, Memorabilia Registry Corp. (“*MRC*”), through a split-off of MRC. To affect the split-off, certain stockholders exchanged all of the Company’s outstanding Series C Preferred stock and 9,447,602 shares of common stock for all of the outstanding capital stock of MRC. As a result of the ORhub Acquisition and divestiture of MRC, the Company will focus on the development of the ORhub business. The Company expects to change its name in the near future to align with its new business operations.

The Company believes the ORhub Software significantly improves the productivity and accountability of device implant and biologic inventory utilized in orthopedic and other surgeries. The ORhub Software is currently in the advanced beta testing stage of development. The Company’s plan of operations is to gain a dominant share of the device implant and biologic inventory management market. The Company estimates that there are 7,000,000 orthopedic implant surgeries annually. This number is expected to grow with demographic trends. An estimated \$85 billion is spent annually on surgical device implants and biologics. The accountability, billing, and inventory management functions for device implant and biologic inventory are generally not automated. Manual processes are labor intensive and costly. Billing payment cycles to vendors run 90 to 120 days. The customer base for the ORhub Software is readily identifiable. Although there are approximately 5,600 hospitals in the United States, the top 12 hospital ownership groups control roughly 20% of the market. Initially, the Company will focus its marketing efforts on these top ownership groups and in particular on those hospitals considered leaders in spine surgery related to the aging spine, degenerative disc disease, and complex reconstructive deformity procedures.

Prior history and development of Issuer

The Company was originally incorporated in Arizona on September 3, 2004 under the name VT Gaming Services, Inc. (“*VTG*”) to implement the confirmed Chapter 11 Bankruptcy Plan (the “*Plan*”) of Visitalk.com, Inc. (the “*Debtor*”). At the time of confirmation of the Plan, VTG was capitalized with a license to the Debtor’s technology with use limited to facilitate peer-to-peer computer gaming activities. Pursuant to the Plan, creditors and claimants of the Debtor received stock and warrants in VTG (see Items 3(A) and 3(C) below). On December 31, 2004, pursuant to an Exchange Agreement, the Company acquired all of the outstanding capital stock of DynaSig Corporation, an Arizona corporation (“*DynaSig*”). The related change of control caused the peer-to-peer license and all related development to revert back to the

Reorganized Debtor, Visitalk Capital Corp. Reflecting this change in business, in 2005 the Company changed its name to Dynamic Biometric Systems, Inc. and changed its state of incorporation from Arizona to Nevada. In 2009, the Company refocused on the memorabilia business by forming MRC. In December 2013, the Company restructured its operations by selling DynaSig and focusing on the memorabilia business.

ITEM 1) NAME OF THE ISSUER AND ITS PREDECESSORS (IF ANY)

The Company's name is MemReg, Inc. In April 2011, the Company changed its name from Dynamic Biometric Systems, Inc. to MemReg, Inc. This name change was approved by DTC and FINRA effective at the opening of business January 2, 2015 when the Company's trading symbol was changed from DYBO to MREG. The Company expects to change its name in the near future to align with its new business operations.

ITEM 2) ADDRESS OF THE ISSUER'S PRINCIPAL EXECUTIVE OFFICES

Company Headquarters

Address 1: 9830 South 51st Street
 Address 2: Suite A-128
 Address 3: Phoenix, Arizona 85044
 Phone: (480) 759-9400
 Email: info@orhub.com
 Corporate website: www.orhub.com

IR Contact

Firm: None
 Phone: (480)759-9400
 Email: mike.williams@memreg.com
 Corporate website: www.orhub.com

ITEM 3) SECURITY INFORMATION

A.	Exact title and class of securities outstanding:	<u>Common Stock</u>
	Trading Symbol:	MREG
	CUSIP:	58626C 105
	Par or Stated Value:	\$.001
	Total shares authorized:	190,000,000 as of: 6/30/2016
	Total shares outstanding:	116,698,608 as of: 6/30/2016
	Total shares reserved:	70,981,323 as of: 6/30/2016

Transfer Agent for the Common stock

Name: Computershare Trust Company, Inc.
Address 1: 8742 Lucent Boulevard
Address 2: Suite 255
Address 3: Highlands Ranch, Colorado 80219
Phone: (303) 262-0678

Is this Transfer Agent registered under the Exchange Act?* Yes: No:

List any restrictions on the transfer of security:

Restricted - A majority of the shares of common stock were issued in private transactions and are therefore restricted securities requiring a registration or exemption from registration to be “free trading.”

Non-Restricted - Approximately 220,000 shares were issued to non-affiliates pursuant to the Plan, where the Company was a co-proponent, confirmed in 2004. In 2005, 124,125 shares of common stock and in 2014, 130,466 shares of common stock were issued through the exercise of Plan Warrants (see Item 3C below). These shares of common stock issued pursuant to the Plan and the exercise of the Plan Warrants were issued pursuant to Section 1145 of the Bankruptcy Code and are “free trading.”

- B. Additional class of securities: **Preferred Stock**
1. Exact title and class of securities outstanding: **Undesignated Preferred**
Trading Symbol: none
CUSIP: no CUSIP – non trading
Par or Stated Value: to be determined by the Board of Directors
Total shares authorized: 5,990,500 as of: 6/30/2016
Total shares outstanding: none as of: 6/30/2016
 2. Exact title and class of securities outstanding: **Series A Preferred stock**
Trading Symbol: none
CUSIP: no CUSIP – non trading
Par or Stated Value: \$1.00 per share liquidation value plus dividends
Total shares authorized: 1,197,002 as of: 6/30/2016
Total shares outstanding: none as of: 6/30/2016
 3. Exact title and class of securities outstanding: **Series C Preferred stock**
Trading Symbol: none
CUSIP: no CUSIP – non trading
Par or Stated Value: \$1.00 per share liquidation value plus dividends
Total shares authorized: 775,000 as of: 6/30/2016
Total shares outstanding: none as of: 6/30/2016

Transfer Agent for all classes of preferred stock

Name: MemReg, Inc. (the Company acts as its own transfer agent for the Preferred Stock)
Address 1: 9830 South 51st Street
Address 2: Suite A-128
Address 3: Phoenix, Arizona 85044
Phone: (480) 759-9400

Is the Transfer Agent registered under the Exchange Act?* Yes: No:

List any restrictions on the transfer of security:

There are no outstanding shares of preferred stock.

C. Additional class of securities: **Plan Warrants**

The Company has five series of common stock purchase warrants outstanding allowing holders to purchase additional shares of common stock (“*Plan Warrants*”). Each Plan Warrant provides for the purchase of one share of common stock and is callable at any time by the Company for a price of \$.0001 per warrant. The Plan Warrants are governed by a Warrant Agreement. Currently, the Company is acting as the Warrant Agent but has the right to appoint an alternative Warrant Agent in accordance with the Warrant Agreement. The Board of Directors can extend the expiration date of the Plan Warrants or reduce the exercise price of any Plan Warrant on a temporary or permanent basis.

A summary of the Plan Warrants outstanding is as follows:

	<u>Series B Warrants</u>	<u>Series C & D Warrants</u>	<u>Series E & F Warrants</u>
Warrants outstanding, November 12, 2016 (date of inception)	8,293,025	16,846,982	16,846,982
Exercised	-	-	-
Expired	-	-	-
Warrants outstanding, June 30, 2016	<u>8,293,025</u>	<u>16,846,982</u>	<u>16,846,982</u>
Exercise price	<u>\$ 2.00</u>	<u>\$ 3.00</u>	<u>\$ 4.00</u>
Expiration date	<u>Dec. 31, 2016</u>	<u>Dec. 31, 2016</u>	<u>Dec. 31, 2016</u>

Pursuant to the Plan and the Warrant Agreement, without Company approval, a holder may not exercise Plan Warrants that when combined with current beneficial ownership would increase such holder’s ownership in the Company above 5%.

1. Exact title and class of securities outstanding: **Plan Warrant Unit**

The Plan Warrant Unit consists of the five Plan Warrants outstanding

Trading Symbol: none

CUSIP: Unit (includes all outstanding Plan Warrants)
- 58626C 113 – non trading

Par or Stated Value: Exercise price maximum \$16.00 or adjusted downward
as determined by the Board of Directors.

The Plan Warrant Units are immediately detachable at
the option of the Board of Directors into their constituent
Plan Warrants (a) through (e) below

Total Plan Warrant Units authorized: 41,465,125 as of: 6/30/2016

Total Plan Warrant Units outstanding: 41,465,125 as of: 6/30/2016

2. Exact title and class of securities outstanding: **Series B Plan Warrants**

Trading Symbol: none

CUSIP: Series B - 58626C 121– non trading

Par or Stated Value: Exercise price maximum \$2.00 or adjusted downward as
determined by the Board of Directors

Total Series B Plan Warrants authorized: 8,293,025 as of: 6/30/2016

Total Series B Plan Warrants outstanding: 8,293,025 as of: 6/30/2016

3. Exact title and class of securities outstanding: **Series C & D Plan Warrants**

Trading Symbol: none

CUSIP: Series C - 58626C 139 – non trading

Series D - 58626C 147 – non trading

Par or Stated Value: Exercise price maximum \$3.00 or adjusted downward as
determined by the Board of Directors

Total Series C Plan Warrants authorized: 8,493,421 as of: 6/30/2016

Total Series C Plan Warrants outstanding: 8,493,421 as of: 6/30/2016

Total Series D Plan Warrants authorized: 8,493,421 as of: 6/30/2016

Total Series D Plan Warrants outstanding: 8,493,421 as of: 6/30/2016

4. Exact title and class of securities outstanding: **Series E & F Plan Warrants**

Trading Symbol: none

CUSIP: Series E - 58626C 154 – non trading

Series F - 58626C 162 – non trading

Par or Stated Value: Exercise price maximum \$4.00 or adjusted downward as
determined by the Board of Directors

Total Series E Plan Warrants authorized: 8,493,421 as of: 6/30/2016

Total Series E Plan Warrants outstanding: 8,493,421 as of: 6/30/2016

Total Series F Plan Warrants authorized: 8,493,421 as of: 6/30/2016
Total Series F Plan Warrants outstanding: 8,493,421 as of: 6/30/2016

Transfer Agent for all Series of Plan Warrants

Name: MemReg, Inc. (the Company acts as its own transfer agent for the Preferred Stock)
Address 1: 9830 S. 51st Street
Address 2: Suite A-128
Address 3: Phoenix, AZ 85044
Phone: (480) 759-9400

Is the Transfer Agent registered under the Exchange Act?* Yes: No:

List any restrictions on the transfer of security:

All the Plan Warrants (the Unit and the Series B through F Plan Warrants) and any shares of common stock issued to non-affiliates through their exercise are unrestricted securities as provided under Section 1145 of the Bankruptcy Code.

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

None

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

As a condition to closing the ORhub Acquisition, the Company consummated a Section 355 “split-off” of MRC to certain stockholders. The Company received all the shares of its Series C Preferred outstanding plus 9,447,602 shares of its common stock in exchange for all of the outstanding shares of MRC. The shares of Series C Preferred stock and the 9,447,602 shares of common stock acquired by the Company in the split-off were retired and returned to the status of authorized and unissued shares. The MRC shares transferred in the split-off were not registered in reliance of Section 4(2) of the Securities Act of 1933.

ITEM 4) ISSUANCE HISTORY

List below any events, in chronological order, that resulted in changes in total shares outstanding by the issuer in the past two fiscal years and any interim period.

Reconciliation of items listed to outstanding shares of common stock:

Shares outstanding at December 31, 2014	20,051,436
Shares issued for debt (see A(1) below)	3,400,000
Shares issued for ORH Assets (see A(2) below)	102,694,775

Less: Shares returned to the Treasury (see A(3) below)	(9,447,603)
Total shares outstanding at June 30, 2016 (*)	<u>116,698,608</u>

(*) See Item 5) Financial Statements – Unaudited

The items on the Reconciliation List are presented in more detail below to include all offerings of equity securities, including debt convertible into equity securities, whether private or public, and all shares or any other securities or options to acquire such securities issued for services, describing (1) the securities, (2) the persons or entities to whom such securities were issued and (3) the services provided by such persons or entities. The list shall indicate:

A. The following securities were issued under Section 4(2) of the Securities Act of 1933:

1. On September 1, 2015, the Company converted approximately \$286,000 of debt into 3,400,000 shares of common stock valued at \$.084.
2. On June 30, 2016, under the terms of an Asset Purchase Agreement (the “APA”), the Company acquired all the assets and assumed certain liabilities of ORhub, including its name, business, technology, website, and intellectual property. The Company issued 102,694,775 shares of its common stock, representing 88.0% of the common stock of the Company at the closing of the APA. For accounting purposes, ORhub will be deemed to be the accounting acquirer in the transaction and, consequently, the transaction will be treated as a recapitalization of the Company. As a result of this accounting treatment, ORhub’s financial statements, with required adjustments, become the historical financial statements of the Company and the Company’s assets, liabilities, and results of operations are consolidated with ORhub effective as of the date of the closing of the APA. No step-up in basis or intangible assets or goodwill will be recorded in this transaction.
3. As a condition of the closing of the ORhub Acquisition, the Company consummated a “split-off” of MRC to certain stockholders. The Company received all the shares of its Series C Preferred outstanding plus 9,447,602 shares of its common stock in exchange for 100% of MRC. Such shares of Series C Preferred stock and the 9,447,602 shares of common stock were retired and returned to the status of authorized and unissued shares (see Item 3.E.)

B. Any jurisdictions where the offering(s) were registered or qualified:

None of the shares issued in Section 4(A) were registered or qualified in reliance on exemptions from such registration or qualification.

C. The number of shares offered:

Offerings were limited private offerings

D. The number of shares sold or issued pursuant to Section 4(A) transactions since June 30, 2014:

Offerings specified in Section 4(A)(1)(a) and (b) were limited private offerings made in reliance on the exemption for registration provided under Section 4(2) of the Securities Act of 1933.

1. 3,400,000 shares of common stock to retire debt (see A1(a) above); and
2. 102,694,775 shares of common stock to acquire ORH (see A1(b) above).

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

1. The 3,400,000 shares of common stock issued to retire debt were issued for \$.084 per share.
2. ORhub's assets, liabilities and results of operations will become the historical financial statements of the Company and the Company's assets, liabilities and results of operations will be consolidated with ORhub effective as of the date of the closing of the APA. No step-up in basis or intangible assets or goodwill will be recorded in this transaction. Therefore, the 102,694,775 shares of common stock issued to acquire the ORH Assets were valued, for book purposes, at the net ORH equity plus the debt assumed (see Item 5. Financial Statements – Unaudited).

F. The trading status of the shares issued:

1. The 3,400,000 shares of common stock issued to retire debt are restricted securities.
2. The 102,694,775 shares of common stock issued to acquire the ORH Assets are restricted securities.

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

1. Yes, the 3,400,000 shares of common stock issued to retire debt were issued with a restrictive legend.
2. Yes, the 102,694,775 shares of common stock issued to acquire the ORH Assets were issued with a restrictive legend

ITEM 5) FINANCIAL STATEMENTS - UNAUDITED

MemReg, Inc. – Unaudited Financial Statements – June30, 2016 (*)	Page
Balance Sheet (unaudited) as of June 30, 2016	F-1
Statement of Operations (unaudited) for the period from November 12, 2015 (date of inception) to June 30, 2016	F-2
Statement of Stockholders' Equity (unaudited) for the period from November 12, 2015 (date of inception) to June 30, 2016	F-3
Statement of Cash Flows (unaudited) for the period from November 12, 2015 (date of inception) to June 30, 2016	F-4
Notes to the Financial Statements (unaudited) as of June 30 2016	F-5

(*) Filed separately and incorporated herein by reference

Because ORhub is deemed to be the acquirer in the ORhub Acquisition as discussed in Item 4(A)(1)(b) above and because ORhub's operations commenced on November 12, 2015, the financial statements cover the period of November 12, 2015 through fiscal year end of June 30, 2016. These financial statements were prepared in accordance with US GAAP.

ITEM 6) DESCRIBE THE ISSUER'S BUSINESS, PRODUCTS AND SERVICES**A. A description of the issuer's business operations:**

The Company's ORhub's Business. ORhub or Operating Room Hub is a software development company that has developed a proprietary cloud application that it believes significantly improves the productivity and accountability of device implant and biologic inventory management in orthopedic and other surgeries. ORhub's software is 100% cloud-based and will be sold on a subscription basis. ORhub is currently in advanced beta testing and expects to release its production version before the end of September 2016. The Company expects to change its name in the near future to reflect its business focus on ORhub.

The focus of the Company's plan of operations is to gain a dominant market share of device implant and biologic inventory management for orthopedic and other surgeries. The Company estimates that there are 7,000,000 operations annually. This number is only expected to grow with demographic trends

The surgical implant market (devices & biologics) is estimated at \$85,000,000 annually. Amazingly, no upfront real-time tracking of these implants exists – implant accountability, billing, and inventory management are

not automated. Hospital and vendor inefficiencies have resulted in a system where multiple departments attempt to track implant usage via duplicate records. The process is very labor intensive and costly. Billing payment cycles to implant vendors run 90 to 120 days. The Company believes the customer base for the ORhub Software is readily identifiable. There are approximately 5,600 hospitals in the United States. But, the top 12 hospital ownership groups control roughly 20% of the market. Initially, because of the Company's extensive access to these top-tier markets through our Technical Advisory Group and its development partners, we intend to focus our marketing efforts on these groups and initially on those hospitals considered leaders in spine surgery related to the aging spine, degenerative disc disease, and complex reconstructive deformity procedures. The Company believes that by penetrating this target group, other less complex market segments will more readily follow.

- B. Date and State (or Jurisdiction) of Incorporation: September 8, 2005 / Nevada
- C. the Company's primary and secondary SIC Codes: 5112
- D. the Company's fiscal year end date: June 30
- E. principal products or services, and their markets:

The Company is developing software that it intends to sell monetize by selling subscriptions for the software.

ITEM 7) DESCRIBE THE ISSUER'S FACILITIES

We sub-lease an approximate 500 square foot administrative office in Phoenix, Arizona through February 2017. We lease an approximate 200 square foot development office in Bellevue, Washington in an executive suite. We have committed to expand this space to 320 square foot under a 12-month lease commencing on August 1, 2016. The Company believes alternative office space is readily available.

ITEM 8) OFFICERS, DIRECTORS, AND CONTROL PERSONS

A. Names of Officers, Directors, and Control Persons.

1. Management

Colton Melby, Chief Executive Officer
Michael S. Williams, Executive Vice-president
Lanny R. Lang, Chief Financial Officer
Wesley Mitchell, Chief Technical Officer

2. Board of Directors

Colton Melby, Chairman of the Board
Michael S. Williams, Director
Corey Lambrecht, Director

3. Technical Advisory Board and Control Persons

Williams Dobkin, MD
Christopher Wiggins
Richard Lee, MD

B. Legal/Disciplinary History. None of our Officers, Directors or Control 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 Securities and Exchange Commission, the Commodity Futures Trading Commission, or a state securities regulator of a violation of federal or state securities or commodities law, which finding or judgment has not been reversed, suspended, or vacated; or (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. Beneficial Stockholders. The following table sets forth the name, address, and shareholdings or the percentage of shares owned by all persons beneficially owning more than ten percent (10%) of any class of the Company's equity securities.

<u>Name of Beneficial Owner</u>	<u>Number of Shares Beneficially Owned</u>	<u>Percentage Beneficially Owned (1)</u>
Colton Melby 21163 Newport Coast Drive, Newport Coast, CA 92657	16,582,125	14.2%
Christopher Wiggins (2) (4) 15785 Laguna Canyon Road, Suite 125, Irvine, CA 92618	21,839,071	18.7%
William Dobkin, MD (3) (4) Hoag Neuroscience Institute c/o Dr. William Dobkin, 3900 W. Coast Hwy, Suite 300, Newport Beach, CA 92663	24,872,674	21.3%

Richard Lee, MD (4) Hoag Orthopedic Institute c/o Dr. Richard Lee 16250 Sand Canyon Ave., Irvine, CA 92618	15,165,964	13.0%
Wesley Mitchell 10900 NE 4th Street, Suite 2430, Bellevue, WA 98004	16,582,125	14.2%

Footnotes to the Beneficial Ownership Table

- (1) Based on 116,698,608 shares of our common stock outstanding.
- (2) These shares held by Wylde, LLC controlled by Mr. Wiggins.
- (3) These shares held by JAATRL, LLC, controlled by Dr. Dobkin.
- (4) Member of the Technical Advisory Board.

ITEM 9) THIRD PARTY PROVIDERS

1. Legal Counsel:

Name: Thomas J. Morgan
Firm: Sherman & Howard L.L.C
Address 1: 201 East Washington Street, Suite 800
Address 2: Phoenix, Arizona 85004
Phone: (602) 240-3000
Email: tmorgan@shermanhoward.com

2. Accountant:

Name: Malone & Bailey LLP.
Contact: Jimmy Thompson
Address 1: 9801 Westheimer Rd., Suite 1100
Address 2: Houston, Texas 77042
Phone: (713) 343-4246
Email: jthompson@malonebailey.com

3. Investor Relations and General Consultant:

None.

4. Other Advisor:

None.

ITEM 10) ISSUER CERTIFICATION

Certifications by the chief executive officer and chief financial officer of the Issuer.

A. Chief Executive Officer Certification

I, Colton Melby, certify that:

1. I have reviewed this MemReg, Inc.'s Annual Disclosure Statement from inception to the fiscal year ending June 30, 2016;
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.

/s/ Colton Melby
Colton Melby,
Chief Executive Officer

August 8, 2016
Date

ITEM 10) ISSUER CERTIFICATION (CONTINUED)

B. Chief Financial Officer Certification

I, Lanny R. Lang, certify that:

1. I have reviewed this MemReg, Inc.'s Annual Disclosure Statement from inception to the fiscal year ending June 30, 2016;
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.

/s/ Lanny R. Lang
Lanny R. Lang,
Chief Financial Officer

August 8, 2016
Date