

MemReg
Memorabilia Registry

MEMREG, INC.

ANNUAL INFORMATION AND DISCLOSURE STATEMENT

2014 FINANCIAL STATEMENTS FOR THE YEARS ENDING DECEMBER 31, 2013 AND DECEMBER 31, 2014

MemReg, Inc.
Annual OTC Pink Basic Disclosure
Year ending December 31, 2014

History and development of Issuer

MemReg, Inc. (the "Company" or "MRI") was originally incorporated in Arizona on September 3, 2004 under the name VT Gaming Services, Inc. The Company was formed to implement the confirmed Chapter 11 Bankruptcy Plan (the "Plan") of Visitalk.com, Inc. (the "Debtor"). Pursuant to the Plan, creditors and claimants of the Debtor received stock and warrants (see Items 3(A) and 4(A)(2)). 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"). To reflect this change in business, in 2005 the Company changed its name to Dynamic Biometric Systems, Inc. with DynaSig as a wholly owned subsidiary and changed its state of incorporation from Arizona to Nevada. In 2009 the Company refocused on the memorabilia business with the formation of the Memorabilia Registry Corp. In 2013, the Company restructured its operations by selling DynaSig which left only the memorabilia business.

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

In answering this item, please also provide any names used by predecessor entities in the past five years and the dates of the name changes.

In April, 2011 the Company changed its name in Nevada the Company from Dynamic Biometric Systems, Inc. to MemReg, Inc. This name change was finally approved by DTC and FINRA and took effect at the opening of business January 2, 2015 and the Company's trading symbol was changed from DYBO to MREG.

Item 2) Address of the issuer's principal executive offices

Company Headquarters

Address 1:	9830 S. 51st Street
Address 2:	Suite A-128
Address 3:	Phoenix, AZ 85044
Phone:	480-703-9110
Email:	info@memreg.com
Product website:	memreg.com
Corporate website:	memreginc.com

IR Contact

Address 1: Michael S. Williams, c/o Aztoré Capital Corp.
Address 2: 9830 S. 51st Street
Address 3: Suite A-128
Address 4: Phoenix, AZ 85044
Phone: 480-759-9400
Email: mike.williams@aztore.com
Website(s): aztore.com

Item 3) Security Information

A.	Exact title and class of securities outstanding:		**Common Stock**
	Trading Symbol:	MREG	
	CUSIP:	58626C 105	
	Par or Stated Value:	$.001	
	Total shares authorized:	190,000,000	as of: 12/31/2014
	Total shares outstanding:	20,051,436	as of: 12/31/2014
	Total shares reserved:	55,981,323	as of: 12/31/2014

Transfer Agent for the Common shares

Name: Computershare Trust Company, Inc.
Address 1: 8742 Lucent Blvd.
Address 2: Suite 255
Address 3: Highlands Ranch, CO 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 are "free trading" were issued pursuant to Section 1145 of the Bankruptcy Code.

B. Additional class of securities: Preferred Stock

1. Exact title and class of securities outstanding: **Undesignated preferred Stock**

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:	12/31/2014
Total shares outstanding:	none as of:	12/31/2014

2. Exact title and class of securities outstanding: **Series B 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:	12/31/2014
Total shares outstanding:	none as of:	12/31/2014

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:	12/31/2014
Total shares outstanding:	775,000 as of:	12/31/2014

4. Exact title and class of securities outstanding: **Series D 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:	2,500,000 as of:	12/31/2014
Total shares outstanding:	none as of:	12/31/2014
Total shares reserved:	594,805 as of:	12/31/2014

Transfer Agent for all classes of preferred shares

Name:	MemReg, Inc. (the Company acts as its own preferred share transfer agent)
Address 1:	c/o Aztoré Capital Corp. 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 outstanding preferred shares are restricted securities.

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

Issuance: The Company was a co-proponent of the Chapter 11 Bankruptcy Plan of Vistalk.com, Inc. ("*Visitalk*"). Visitalk's Bankruptcy Plan (the "*Plan*") was effective on September 17, 2004. The Company was not a bankrupt but was formed to implement the Plan. Part of that implementation was the issuance of six series of warrants (the "*Plan Warrants*") with different exercise prices. The Series A and B has a maximum exercise price of $2.00; the Series C and D has a maximum exercise price of $3.00 Series E and F has a maximum exercise price of $4.00. Pursuant to the terms of the Plan the Company can lower the exercise prices temporarily or permanently or "call" any Plan Warrants for $.0001 per warrant. No additional Plan Warrants may be authorized. Plan Warrants per Series Authorized and outstanding are identical.

All Plan Warrants expire on December 31, 2015 unless extended by the Board of Directors.

1. Exact title and class of securities outstanding: **Plan Warrant Unit**
   Trading Symbol: none
   CUSIP: Unit (all 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
   Expiration date: 12/31/2015 unless extended by the Board of Directors.
   Total Plan Warrant Units authorized: 41,986,989 as of: 12/31/14
   Total Plan Warrant Units outstanding: 41,986,989 as of: 12/31/14

   (a) 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: 12/31/14
   Total Series B Plan Warrants outstanding: 8,293,025 as of: 12/31/14

   (b) 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: 12/31/14
Total Series D Plan Warrants outstanding: 8,493,421 as of: 12/31/14

(c) 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 C Plan Warrants authorized: 8,493,421 as of: 12/31/14
Total Series D Plan Warrants outstanding: 8,493,421 as of: 12/31/14

Transfer Agent for all Series of Plan Warrants

Name: MemReg, Inc.
(The Company acts as its own Plan Warrant transfer agent.)
Address 1: c/o Aztoré Capital Corp. 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 and any shares of common stock issued through their exercise (the Unit and the Series B through F Plan Warrants) are unrestricted securities ("free trading" since they were issued under Section 1145 of the Bankruptcy Code to non-affiliates.

D. Additional class of securities: **Convertible Debt**

Issuance: As part of its funding commitment after the 2013 Transaction, the Company agreed to grant conversion rights to existing debt at 12/31/2013 and additional debt committed to as part of the 2013 Transactions.

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

NONE

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

NONE

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

A. The nature of each offering (e.g., Securities Act Rule 504, intrastate, etc.):

(1) Section 4(2) of the Securities Act of 1933

(a) On December 31, 2013, the Company's Series A and Series B Preferred shares were converted in accordance with their terms into 4,013,869 shares of common stock and 1,793,092 shares of common stock, respectively.

(b) On December 31, 2013, the Company acquired in a stock for stock exchange all the minority interests of its subsidiary, Memorabilia Registry Corp., an Arizona Corporation ("*MRC*"). The Company issued 775,000 shares of Series C Preferred stock in exchange for all of MRC's Series A Preferred stock. Thereafter, MRC was a wholly owned subsidiary of the Company.

(2) Section 1145 of the Bankruptcy Code. Section 1145 exempts from registration under the Securities Act and any applicable state securities laws certain securities issued under a plan of reorganization in a Chapter 11 proceeding. Section 1145 provides that an offer or sale of a security issued by a debtor, or an affiliate of the debtor participating with the debtor in a joint plan, pursuant to a plan of reorganization in exchange for a claim against or an interest in the debtor, or principally in exchange and partially for cash or property, to any person who is not an underwriter (as defined in Section 1145(b) of the Bankruptcy Code) is exempt from the registration requirements of the Securities Act and any applicable state securities laws. 11 USC § 1145(a)(1). Section 1145 also exempts from registration the subsequent offer of a security through any warrant, option, right to subscribe, or conversion privilege if such security was issued pursuant to the Section 1145 exemption. 11 USC § 1145(a)(2). An offer or sale of a security in the manner specified is deemed to be a public offering. 11 USC § 1145(c).

(a) In August 2014, a warrant holder exercised 130,466 Series B Plan Warrants for $.20 per share pursuant to a "Special Exercise Price" offer.

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

None of the shares issued in Section 4(A) were registered or qualified.

C. The number of shares offered:

Offerings specified in Section 4(A)(1)(a) and (b) were private offerings pursuant to Section 4(2) of the Securities Act of 1933 to a very limited class holding the securities described.

Offering 4(A)(2)(a) was limited to holders or assignees of Plan Warrants issued under a bankruptcy plan and were exempt from registration pursuant to Section 1145 of the Bankruptcy Code. This offering was made to all Plan Warrant holders who hold a total of about 42,266,709 Plan Warrants. Upon expiration of the Special Offering Price, the exercise price of the Plan Warrants reverted to the original exercise price of the Plan Warrants (see Section 3(C)).

D. The number of shares sold or issued pursuant to Section 4(A) transactions:

1. 5,937,427 common shares in total; and
2. 775,000 Series C Preferred shares which converted at issuance into 4,030,000 shares of common stock. As of December 31, 2014, these Series C Preferred shares convert into 4,634,500 common shares.

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

1. Conversion price of the Series A Preferred shares (Liquidation Value/common shares issued is $ .42.
2. Conversion price of the Series B Preferred shares (Liquidation Value/common shares issued is $ .65.
3. The Plan Warrant exercise price paid to the issuer was $.20.

F. The trading status of the shares issued:

1. The shares issued upon the Preferred stock conversion were issued with restrictive legend.
2. The Plan Warrant shares issued upon exercise were unrestricted pursuant to Section 1145 of the Bankruptcy Code.

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. The shares issued upon the Preferred stock conversion were issued with restrictive legend.
2. The Plan Warrant shares have no legend.

Item 5) Financial Statements

Provide the financial statements described below for the most recent fiscal year end or quarter end to maintain qualification for the OTC Pink Current Information tier. For the initial disclosure statement (qualifying for Current Information for the first time) please provide reports for the two previous fiscal years and any interim periods.

FINANCIAL INFORMATION FOR THE ISSUER'S MOST RECENT TWO FISCAL PERIODS

Attached at the end of this report

MemReg, Inc. Consolidated Financial Statements	Page
Fiscal Year 2014 and Fiscal Year 2013	
Consolidated Balance Sheets as of December 31, 2014 and 2013	F-2
Consolidated Statement of Operations for the years ended December 31, 2014 and 2013	F-3
Consolidated Statements of Shareholders' Equity for the years ended December 31, 2014 and 2013	F-4
Consolidated Statements of Cash Flows for the years ended December 31, 2014 and 2013	F-5
Notes to the Consolidated Financial Statements as of December 31, 2014	F-7

These financial statements are prepared in accordance with US GAAP by persons with sufficient financial skills.

Information contained in a Financial Report is considered current until the due date for the subsequent Financial Report. To remain in the OTC Pink Current Information tier, a company must post its Annual Report within 90 days from its fiscal year-end date and Quarterly Reports within 45 days of its fiscal quarter-end date.

Item 6) Describe the Issuer's Business, Products and Services

Describe the issuer's business so a potential investor can clearly understand the company. In answering this item, please include the following:

A. A description of the issuer's business operations:

MemReg, Inc. ("*MRI*") is an advertising and services company focused on memorabilia. We define Memorabilia as an item which is unique because it can be directly connected to a person (most commonly by an autograph), an important place and/or an important event. We broadly categorize Memorabilia into three groups: Entertainment, Sports or Historical. The core of our business is our database of items (the "*Registry.*") We have 130,000 items in the Registry. About 51,000 of these items were added by our members and the other items were sold at auction and we captured all the necessary details (including pictured) for our valuation calculations. We are adding to both these pools daily. Our technology is finished and fast. It totally operates on the cloud. It just needs marketing plan fuel.

We currently target two groups of users: visitors seeking entertainment and collectors, both large and small, who wish to value and document their items. To date we have not been very successful attracting smaller collectors. MRI's consumer facing website is memreg.com and is designed as an entertainment site for non-collectors (i.e. fans). An analogous entertainment site would be the IMDb movie data base. This entertainment component generates a majority of our traffic from organic (non-paid) sources. The incentive to transition from a visitor to a collector is driven by our valuation service. We believe many visitors have memorabilia but until we recently implemented our valuation strategy there was no incentive for them to register their items.

B. Date and State (or Jurisdiction) of Incorporation:
We were incorporated in Nevada in 2005.

C. the Company's primary and secondary SIC Codes: 7374

D. the Company's fiscal year end date: December 31

E. principal products or services, and their markets:
The Company is an advertising and services company focused on memorabilia

Item 7) Describe the Issuer's Facilities

We sub-lease approximately 500 square foot of office space, including common area space. We own several development and test machines. All our remaining computer operations, except development, are in the "cloud" where we lease two servers to provide our services at a

level of high reliability including appropriate backup and. Our office lease is co-terminus with our lessor (February 2016) and the "cloud" leases are on a year-to-year basis. The Company believes alternative office space is readily available.

Item 8) Officers, Directors, and Control Persons

The goal of this section is to provide an investor with a clear understanding of the identity of all the persons or entities that are involved in managing, controlling or advising the operations, business development and disclosure of the issuer, as well as the identity of any significant shareholders.

A. Names of Officers, Directors, and Control Persons. In responding to this item, please provide the names of each of the issuer's executive officers, directors, general partners and control persons (control persons are beneficial owners of more than five percent (5%) of any class of the issuer's equity securities), as of the date of this information statement.

Richard C. Kim, President and a Director
Michael S. Williams, Chairman of the Board, CEO and Chief Marketing Officer
Lanny R. Lang, Chief Financial Officer and a Director

B. Legal/Disciplinary History. None of our Officers, Directors or Control Personas 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 Shareholders. What follows is a list of the name, address and shareholdings or the percentage of shares owned by all persons beneficially owning more than ten percent (10%) of any class of the issuer's equity securities. If any of the beneficial shareholders are corporate shareholders, provide the name and address of the person(s) owning or controlling such corporate shareholders and the resident agents of the corporate shareholders.

Name of Beneficial Owner	Number of Shares Beneficially Owned	Percentage Beneficially Owned (1)
Richard C. Kim (2) 9830 S. 51st St., Suite A-128, Phoenix, AZ 85044	9,954,325	45.9%
Michael S. Williams (3)(6) 9830 S. 51st St., Suite A-128, Phoenix, AZ 85044	5,560,729	21.8%
Lanny R. Lang (4)(6) 9830 S. 51st St., Suite A-128, Phoenix, AZ 85044	409,052	2.0%
Aztoré Capital Corp. (5)(6) 9830 S. 51st St., Suite A-128, Phoenix, AZ 85044	7,789,777	36.5%

Footnotes to the Beneficial Ownership Table

(1) Based on 21,051,436 shares of our common stock outstanding.

(2) Includes the exercise of all of Dr. Kim's 1,000,000 vested employee stock options into shares of common stock.

(3) Includes Michael S. Williams and his affiliates: the Michael & Barbara Williams Revocable Living Trust, the Michael S. Williams and Family Trust, the Bucher & Williams Family LP and the Pencil Point Foundation (the "Williams Entities."). Assumes the voluntary conversion at 12/31/2014 of 725,000 shares of Series C Preferred stock into 4,335,500 shares of common stock and conversion of debt into 257,155 shares of Series D Preferred stock and subsequently into 1,109,076 shares of common stock. Excludes Aztoré Capital Corp. ownership.

(4) Assumes the voluntary conversion at 12/31/2014 of 50,000 shares of Series C Preferred stock into 299,000 shares of common stock. Excludes Aztoré Capital Corp. ownership.

(5) Assumes the voluntary conversion at 12/31/2014 of debt into 321,103 shares of Series D Preferred stock and subsequently into 1,300,756 shares of common stock.

(6) Mr. Williams is the President of Aztoré Capital Corp. The Williams Entities are the beneficial owners of 68.2% of Aztoré Capital Corp. Mr. Lang is the CFO of Aztoré Capital Corp. He is the beneficial owners of 11.2% of Aztoré Capital Corp.

Item 9) Third Party Providers. Please provide the name, address, telephone number, and email address of each of the following outside providers that advise your company on matters relating to operations, business development and disclosure:

Legal Counsel:

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

Accountant:

Name: Aztoré Capital Corp. does all of the Company's accounting and financial statement preparation. Mr. Lanny R. Lang, the CFO of Aztoré Capital Corp. acts as our CFO.
Address 1: 9830 S. 51st Street
Address 2: Suite A-128
Address 3: Phoenix, AZ 85044
Phone: (480) 759-9400
Email: lanny.lang@aztore.com

Investor Relations and General Consultant:

Name: Aztoré Capital Corp. consults on all of our investor relations, capital markets, disclosure, development and Operations issues. Mr. Michael S. Williams, the President of Aztoré Capital Corp. acts as our Chairman of the Board.
Address 1: 9830 S. 51st Street
Address 2: Suite A-128
Address 3: Phoenix, AZ 85044
Phone: (480) 759-9400
Email: mike.williams@aztore.com

Other Advisor: No other advisor(s) that assisted, advised, prepared or provided information with respect to this disclosure statement.

Item 10) Issuer Certification. Certifications by the chief executive officer and chief financial officer of the Issuer.

A. Chief Executive Officer Certification

I, Michael S. Williams, certify that:

1. I have reviewed this MemReg, Inc.'s Annual Disclosure Statement for the 12 months ending December 31, 2014;

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.

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.



Michael S. Williams,
Chief Executive Officer

July 20, 2015
Date

B. Chief Financial Officer Certification

I, Lanny R. Lang, certify that:

1. I have reviewed this MemReg, Inc.'s Annual Disclosure Statement for the 12 months ending December 31, 2014;

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.



Lanny R. Lang,
Chief Financial Officer

July 20, 2015
Date