

OTC Pink Basic Disclosure Guidelines

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.

BRAINYBRAWN, INC.

2) Address of the issuer's principal executive offices

Company Headquarters

Address 1: 642 Union Blvd

Address 2: Suite B

Address 3: Allentown, PA 18109

Phone: 484 661 11518

Email: customerservice@brainybrawn.com

Website(s): www.brainybrawn.com

Mailing Address

Address 1: Suite 3186

Address 2: 1321 Upland Drive

Address 3: Houston, TX 77043

Phone: 484 661 1518

Email: customerservice@brainybrawn.com

Website(s): www.brainybrawn.com

IR Contact

Address 1: Suite 3186

Address 2: 1321 Upland Drive

Address 3: Houston, TX 77043

Phone: NONE

Email: investorrelations@brainybrawn.com

Website(s): www.brainybrawn.com

3) Security Information

Trading Symbol: BRNW

Exact title and class of securities outstanding: Common Stock

CUSIP: 10502E101

Par or Stated Value: \$ 0.0001

Total shares authorized: 500,000,000 as of: 9/19/14

Total shares outstanding: 266,438,753 as of: 9/19/14

Additional class of securities (if necessary): Preferred Stock

Trading Symbol: N/A

Exact title and class of securities outstanding: None Outstanding

CUSIP: N/A

Par or Stated Value: \$0.0001

Total shares authorized: 25,000,000 as of: 9/19/14

Total shares outstanding: 0 as of: 9/19/14

Transfer Agent

Name: Globex Transfer LLC

Address 1: Suite 202

Address 2: 780 Deltona Blvd

Address 3: Deltona, FL 32725

Phone: 813 344 4490

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

*To be included in the OTC Pink Current Information tier, the transfer agent must be registered under the Exchange Act.

List any restrictions on the transfer of security:

Sale of stock is subject to satisfaction of Rule 144 of the Securities Act of 1933, as amended (the "Securities Act")

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:

The Company increased the shares under its authorized common stock to 500,000,000 on March 7, 2014

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.);

The Company closed a Securities Purchase Agreement (the "SPA") providing for the purchase of a 5% Convertible Debenture in August of 2014. Other than the aforementioned SPA providing for the purchase of a 5% Convertible Debenture in August of 2014, there have not been any offerings of the Company's common stock to raise capital in the past two fiscal years. However, shares were issued for services, settlement of payables and debts, writing off of past due and unpaid compensation, and other purposes. The Company has relied on exemption from registration provided in Section 4(a)(2) of the Securities Act in that none of the sales involved a public offering.

From April 1, 2014 until September 19, 2014 the following number of shares of the Company's common stock was issued:

- a. On September 2, 2014, the Company issued an aggregate of 22,203,900 free-trading shares of its common stock to IBC upon conversion of the entire remaining balance of the convertible promissory note in the amount of \$4,440.78 which was assigned to IBC from Top Growth Equities Limited, the holder of a convertible promissory note of the Company dated October 21, 2006 in the original principal amount of \$15,000.
- b. On August 13, 2014, Brainybrawn, Inc. the Company closed a Securities Purchase Agreement (the "SPA") with IBC Funds LLC. ("IBC") providing for the purchase of a 5% Convertible Debenture in the in the principal amount of \$50,000 (the "Debenture"). The Debenture bears interest at the rate of 5% per annum; is due and payable on August 12, 2015 ("Maturity Date"); and may be converted by IBC into shares of the Company's common stock at any time after the date of issuance before the later of the Maturity Date or such later date when the Debenture was paid in full, at a conversion price equal to \$0.0038 per share.
- c. On August 13, 2014, the Company issued an aggregate of 22,203,900 free-trading shares of its common stock to IBC upon partial conversion of a convertible promissory note in the amount of \$4,440.78 which was assigned to IBC from Top Growth Equities Limited, the holder of a convertible promissory note of the Company dated October 21, 2006 in the original principal amount of \$15,000.

- d. In April and May of 2014, the Company issued a total of 22,500,000 free-trading shares of its common stock upon conversion of a convertible promissory note in the amount of \$ 2,250 which was assigned to three (3) parties, unrelated and unaffiliated with the Company, by Top Growth Equities Limited, the holder of a convertible promissory note of the Company dated October 21, 2006 in the original principal amount of \$15,000.

During the fiscal year ended March 31, 2014, the following number of shares of the Company's common stock was issued:

- a. In April and July of 2013, the Company issued a total of 100,000 restricted shares of its common stock to one of its directors for services. In March of 2014 additional 6,000,000 restricted shares were granted to the director for services.
- b. In January of 2014, the Company granted 7,500,000 restricted shares of its common stock to chief executive officer and director of the Company for write off of \$15,000 in past due and unpaid compensation.
- c. In January of 2014, the Company issued 3,000,000 restricted shares as retainer in the name of Darrin Ocasio, of Sichenzia Ross Friedman Ference LLP for engagement of the firm to represent the Company with respect to its continuing OTC Pink Market reporting requirements and general corporate matters during the calendar year 2014 valued at \$6,000.
- d. In March of 2014, the Company granted 120,000,000 restricted shares of its common stock to chief executive officer and director of the Company for write off of \$62,000 in past due and unpaid compensation.
- e. In March of 2014, the Company issued 3,000,000 restricted shares in the name of Darrin Ocasio, of Sichenzia Ross Friedman Ference LLP as legal fees valued at \$1550.

During the fiscal year ended March 31, 2013, the following number of shares of the Company's common stock was issued:

- a. 200,000 restricted shares to Donald H. Wernsing for services valued at \$2000 during the fiscal year 2013.
- b. 75,000 restricted shares to Himanshu Papnai as compensation for services valued at \$375 during the fiscal year 2013.
- c. 381,250 restricted shares to Mark Preiss in lieu of write-off of \$15,250 owed in past due rent.
- d. 20,000,000 restricted shares to Naresh Belwal for write off of \$10,000 in past due compensation.
- e. 500,000 restricted shares to Sunil Behl as compensation for services valued at \$2,500

B. Any jurisdictions where the offering was registered or qualified;

N/A

C. The number of shares offered;

See disclosure in Section 4 A. above

D. The number of shares sold;

See disclosure in Section 4 A. above

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

See disclosure in Section 4A. above

F. The trading status of the shares; and

See disclosure in Section 4 A. above

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.

Yes. On restricted shares, as detailed in Section 4 A. above

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.

- A. Balance sheet;
- B. Statement of income;
- C. Statement of cash flows;
- D. Financial notes; and
- E. Audit letter, if audited

The financial statements requested pursuant to this item shall be prepared in accordance with US GAAP by persons with sufficient financial skills.

You may either (i) attach/append the financial statements to this disclosure statement or (ii) post such financial statements through the OTC Disclosure & News Service as a separate report using the appropriate report name for the applicable period end. ("Annual Report," "Quarterly Report" or "Interim Report").

If you choose to publish the financial reports separately as described in part (ii) above, you must state in the accompanying disclosure statement that such financial statements are incorporated by reference. You may reference the document(s) containing the required financial statements by indicating the document name, period end date, and the date that it was posted to otcq.com in the field below.

The financial statements for the Quarter ended June 30, 2014 which include balance sheet, income statement, statement of cash flows, and footnotes to the financial statements have been filed on otcq.com on August 19, 2014 and are incorporated by reference throughout this document.

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.

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;

The Company is a development stage company, providing integrated and comprehensive web and windows based software, application development, and information and business management solutions to diversified industry segments with the help of its subsidiary Sanvi Infotech Private Limited, headquartered in Dehradun, India.

- B. Date and State (or Jurisdiction) of Incorporation:

The Company was originally incorporated in the State of Delaware on January 19, 1999 under the name Brainybrawn.Com, Inc. On December 8, 2000 the Company changed its name to Brainybrawn, Inc.

- C. the issuer's primary and secondary SIC Codes;

The Company's primary SIC code is 7371 – the secondary code is 7389.

- D. the issuer's fiscal year end date;

March 31

E. principal products or services, and their markets;

Brainybrawn, Inc., through our subsidiary, SANVI, is in the business of consulting, software development and Information Technology Services, providing cost effective solutions through system integration, application and development, which attempts to focus mainly on development of software products and services in Healthcare, Hospitality, Education, and Retail and Internet driven retailers and membership or subscription based businesses. We offer customized web and windows application development services in India and the US; however, at this juncture, we are focusing entirely on the Indian market for sale of business information management products and solutions in the hospitality, education and retail sectors.

7) Describe the 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.

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 presently occupies office space in Allentown, Pennsylvania under a month to month agreement at a monthly rent of \$200.

The Company's mailing address is in Houston, Texas under a month to month agreement at a monthly rent of \$15.

The Company's subsidiary, Sanvi Infotech Pvt. Ltd occupies and shares office space in Dehradun, Uttarakhand, India under an annual lease at an annual rent of approximately INR 120,000 (approximately \$2,000 per annum).

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.

Naresh Belwal, Director, President and CEO

Mr. Belwal is a member of the Board of Directors and President and CEO of Brainybrawn, Inc. He is also a Founder and Director at Zotality, Inc., an astrology driven social networking destination. Prior to launching Brainybrawn, he headed investment-banking services at US Securities & Futures Corp., a broker-dealer and investment-banking firm located on Wall Street. Prior to that, he was Vice President Marketing at Spencer Trask Securities and Vice President Marketing at Berkeley Securities. He began his career in the brokerage industry at Lehman Brothers, Inc. His experience in the finance and brokerage industry covered all stages of the processes involved in evaluating, structuring, and closing financing proposal and guiding early stage and small companies in evaluating and structuring mergers and acquisition transactions. Mr. Belwal holds an MBA in finance from Pace University, New York.

Dr. Donald H. Wernsing, M.D., Director and Treasurer

Dr. Donald Wernsing is the Medical Director of Medical Management for Emblem Healthcare, a 3.4 million member managed care organization in New York City. Prior to this position he was Chief Medical Officer for AmeriChoice - New Jersey, a United Healthcare Medicaid/Medicare managed care organization. For many years he was a health care consultant with experience in Family Practice, Hospital Systems, Utilization Management, and Managed Care Plan Development and Implementation. Dr Wernsing has held numerous senior positions with premier insurance and health care management organization in the US, including Medical Director of Medical Management for HIP-New York, President / CMO Health Resource Partners at Atlantic Health System, NJ; Chief Medical Officer at Corning Franklin Health, Inc., Senior Vice President & Regional Medical Director at US Healthcare, NJ, and Director, Family Practice Residency Training Program at Overlook Hospital, Summit, NJ. He has been involved in healthcare product and business development with the Company since 2000.

B. Legal/Disciplinary History. Please identify whether any of the foregoing persons have, in the last five years, been the subject of:

1. A conviction in a criminal proceeding or named as a defendant in a pending criminal proceeding (excluding traffic violations and other minor offenses);

None

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;

None

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

None

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.

None

C. Beneficial Shareholders. Provide 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.

<u>Name of Beneficial Owners & Directors</u>	<u>Nature of Ownership</u>	<u>Shares Owned as on September 19, 2014</u>	
Naresh Belwal Suite 3186 1321 Upland Drive Houston, TX 77043	Common Stock	156,323,750 (1)	70.41%

Donald Wernsing 12488 Afton Court, Fort Myers, FL 33908	Common Stock	7,000,000	3.15%
<u>Officers and Directors</u> As a Group (two persons)	Common Stock	163,323,750	73.56%

(1) Includes 2,465,000 shares held by spouse.

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: Darrin Ocasio
 Firm: Sichenzia Ross Friedman Ference LLP
 Address 1: 61 Broadway, 32nd Floor
 Address 2: New York, NY 10006
 Phone: 212.390.9700
 Email: dmocasio@srff.com

Accountant or Auditor

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

Investor Relations Consultant

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

Other Advisor: Any other advisor(s) that assisted, advised, prepared or provided information with respect to this disclosure statement.

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

10) Issuer Certification

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).

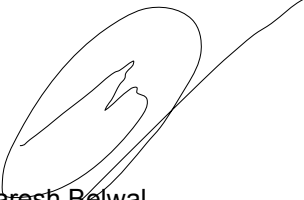
The certifications shall follow the format below:

I, Naresh Belwal certify that:

1. I have reviewed this quarterly disclosure statement of Brainybrawn, Inc.;

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.

September 19, 2014

A handwritten signature in black ink, appearing to be 'Naresh Belwal', written over a horizontal line.

Naresh Belwal
Chief Executive Officer and President