

#### **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.

WellQuest Medical & Wellness Corporation ("the Company"). See Item 1 in our filing on August 15, 2016 for the three and six months ended June 30, 2016 for discussion of the Company's subsidiaries.

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

Company Headquarters

Address 1: 3400 SE Macy Rd.

Address 2: Suite 18

Address 3: Bentonville, AR 72712

Phone: (479) 845-4476

Email: <a href="mailto:rbridges@wellquestmedical.com">rbridges@wellquestmedical.com</a>
Website(s): <a href="mailto:www.wellquestmedical.com">www.wellquestmedical.com</a>

**IR Contact** 

Name: Josh Estes, CFO Address 1: 3400 SE Macy Rd.

Address 2: Suite 18

Address 3: Bentonville, AR 72712

Phone: (479) 845-4476

Email: jestes@wellquestmedical.com

#### 3) Security Information

Trading Symbol: WEQL

Exact title and class of securities outstanding: Common Stock

CUSIP: 94973Q

Par or Stated Value: \$0.001

Total shares authorized:150,000,000 as of: June 30, 2016 as of: June 30, 2016 as of: June 30, 2016

Additional class of securities (if necessary):

Trading Symbol: N/A

Exact title and class of securities outstanding: Series A Preferred Stock

CUSIP: N/A

Par or Stated Value: \$0.01

Total shares authorized: 75,000 as of: June 30, 2016 Total shares outstanding: 24,390 as of: June 30, 2016

Transfer Agent

Name: Continental Stock Transfer & Trust Company

Address 1: 17 Battery Place Address 2: New York, NY 10004

Phone: (212) 509-4000

Is the Transfer Agent registered under the Exchange Act?\* Yes: X 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:

None

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

## 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:

Issuance of stock options:

On February 18, 2015, The Company granted stock options for 750,000 shares of stock at an exercise price of \$0.028 per share. The options are subject to a vesting schedule as follows: 500,000 options on February 18, 2015; 83,333 options on February 18, 2016; 83,333 options on February 18, 2017 and 83,334 options on February 18, 2018. The options have a termination date of February 18, 2025. Compensation expense was calculated at \$21,000, of which \$14,000 was recognized immediately and the remaining \$7,000 will be recognized over the vesting period. In December 2015, 100,000 options from this grant were forfeited. The amount expensed in the six months ended June 30, 2016 related to these options was a \$642. Remaining compensation expense is \$2,032 and will be recognized in 2016 through 2018. The Company has reserved 650,000 shares of common stock for the exercise of these options.

#### 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 otcig.com in the field below.

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.



The Company's financial statements and financial notes for the three and six months ended June 30, 2016 are incorporated by reference. See Item 3 in our filing on August 15, 2016 for the three and six months ended June 30, 2016.

#### 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;

See "Notes to Consolidated Financial Statements" included in Item 3 in our filing on August 15, 2016 for the three and six months ended June 30, 2016.

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

See Item 1 in our filing on August 15, 2016 for the three and six months ended June 30, 2016.

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

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D. the issuer's fiscal year end date;

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E. principal products or services, and their markets;

See "Notes to Consolidated Financial Statements" included in Item 3 in our filing on August 15, 2016 for the three and six months ended June 30, 2016.

#### 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.

We maintain our principal office at 3400 SE Macy Rd., #18, Bentonville, Arkansas 72712. Our telephone number at that office is (479) 845-0880 and our facsimile number is (479) 845-0887. Our office space in Northwest Arkansas is leased with a base cost of \$15,256 per month that ran through September 2015 with options for additional lease terms. The space consists of approximately 6,956 square feet. Additionally, we lease an additional two spaces totaling 2,900 square feet at a cost of \$3,400 per month for administrative and billing services which were previously housed in the medical clinic service space. The leases for these spaces ran through August and September 2015. Our office space in Tulsa, Oklahoma is owned by us. The space consists of approximately 10,414 square feet.

On May 1, 2015, the Company renewed the lease for the Bentonville facility. The lease commenced on September 1, 2015 and expires on September 30, 2021. From September 1, 2015 through September 30, 2018, the monthly lease payment will be \$13,968 per month and from October 1, 2018 through September 30, 2021, the monthly lease payment will be \$15,365 per month.



## 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. <u>Names of Officers, Directors, and Control Persons.</u> 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.

Names:	Titles:
Steve Swift	President, CEO and Director
Josh Estes	Chief Financial Officer
Curtis Rice	Vice President and Director
John O'Connor	Secretary and Director
Robert J. Zasa	Director
Christopher Skoog	Director

- B. <u>Legal/Disciplinary History</u>. 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. <u>Beneficial Shareholders</u>. 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.



Names:	Contact:	Address:	Percentage Ownership:
Steve Swift	N/A	3400 SE Macy Rd., Ste. 18 Bentonville, AR 72712	43.13%
Curtis Rice	N/A	3400 SE Macy Rd., Ste. 18 Bentonville, AR 72712	11.98%

# 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: John O'Connor

Firm: Newton, O'Connor, Turner & Ketchum, PC

Address 1: 2700 Bank of America Center

Address 2: 15 W. Sixth St. Address 3: Tulsa, OK 74119 Phone: (918) 587-0101

Email: joconnor@newtonoconnor.com

# Accountant or Auditor

Name: Todd Wisdom Firm: HoganTaylor LLP Address 1: 688 E. Millsap Rd.

Address 2: Suite 203

Address 3: Fayetteville, AR 72703

Phone: (479) 521-9191

Email: twisdom@hogantaylor.com

## **Investor Relations Consultant**

N/A

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

N/A



#### 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, Steve Swift, President and Chief Executive Officer, certify that:
  - 1. I have reviewed this quarterly disclosure statement of WellQuest Medical & Wellness Corporation;
  - 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.

August 15, 2016

/s/ Steve Swift

- I, Josh Estes, Chief Financial Officer, certify that:
  - 1. I have reviewed this quarterly disclosure statement of WellQuest Medical & Wellness Corporation;
  - 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.

August 15, 2016

/s/ Josh Estes

