

OTC Pink Basic Disclosure Guidelines

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

Healthnostics, Inc.

Originally incorporated in Delaware on July 3, 1996, under the name IHS of Virginia, Inc., as a wholly owned subsidiary of Integrated Healthcare Systems, Inc. On August 28, 2001, our name was changed to Healthnostics, Inc., as a result of a merger and by amendment to the Certificate of Incorporation, as a new Delaware corporation. Please see Section 6., part A below "Describe the Issuer's Business").

2) Address of the issuer's principal executive offices

Company Headquarters

Address 1: 626C Admiral Drive, #141

Address 2: Annapolis, MD 21403

Address 3: _____

Phone: 410-295-3388

Email: contact@healthnostics.com

Website(s): www.healthnostics.com

IR Contact

Address 1: N/A

Address 2: _____

Address 3: _____

Phone: _____

Email: _____

Website(s): _____

3) Security Information

Trading Symbol: HNSS

Exact title and class of securities outstanding: Class A Common Stock

CUSIP: 422250308

Par or Stated Value: \$.0001

Total shares authorized: 4,000,000,000 as of: 12/31/12

Total shares outstanding: 1,906,551,393* as of: 12/31/12

*The above security information is not reflective of a 1500 to 1 reverse stock-split that was effective on July 31, 2013.

Additional class of securities (if necessary):

Trading Symbol: None

Exact title and class of securities outstanding: Class B Common Stock

CUSIP: none

Par or Stated Value: \$.0001

Total shares authorized: 25,000,000 as of: 12/31/12

Total shares outstanding: 21,000,000 as of: 12/31/12

Transfer Agent

Name: Action Stock Transfer Inc.

Address 1: 2469 E. Fort Union Blvd.

Address 2: Suite 214

OTC Markets Group Inc.

OTC Pink Basic Disclosure Guidelines (v1.1 April 25, 2013)

Address 3: Salt Lake City, UT 84121

Phone: 801-274-1088

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:

New issuances are issued in certificate form only and are not eligible for electronic or DWAC transfers.

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 completed a 1500 to 1 reverse of its Class A Common Stock July 31, 2013.

On January 30, 2009, the Company reversed its Class A Common Stock on a 100 to 1 basis.

On March 15, 2007 the Company underwent a 100 to 1 reverse split of its common stock followed immediately by a 1 to 100 forward split. Holders of fewer than 100 shares after the simultaneous reverse/forward split were eligible to cash out at \$.026 per share upon surrender of shares held.

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 did not engage in any specific offerings during the years ended December 31, 2011 and December 31, 2012. The Company did issue stock for a series of debt conversions, direct investment, and in a debt reduction plan with its President and CEO.

During the year ended December 31, 2011, the Company issued 676,294,300 shares of its Class A common stock of which 261,523,770 shares were issued for conversion of convertible notes totaling \$26,000, for Acquest Capital Group, Inc. (Acquest") and 414,770,530 shares for conversion of convertible notes totaling \$41,500 for Carlthon Corp. (Carlthon"). The Company also issued 15,000,000 shares of its Class B common stock for its Chairman in connection with his payment waiver of a \$250,000 past due note, plus accrued interest in March, 2012.

The 2011 Class A Common Stock issuances break down by quarter as follows:

Quarter ended March 31, 2011: 30,000,000 for Acquest, and 145,000,000 for Carlthon;

Quarter ended June 30, 2011: 55,000,000 for Acquest, and 205,000,000 for Carlthon;

Quarter ended September 30, 2011: 106,294,300 for Acquest, and 65,000,000 for Carlthon;

Quarter ended December 31, 2011: 70,000,000 shares for Acquest.

During the year ended December 31, 2012, the Company issued 695,380,333 shares of its Class A Common

Stock as follows: 250,199,536 shares for conversion of convertible notes totaling \$25,000 for Acquest, 146,700,000 shares for conversion of convertible notes totaling \$15,000 for Carlthon Corp., and 298,480,797 shares for \$93,000 in cash for Acquest.

The 2012 Class A Common Stock issuance breakdown by quarter is detailed a follows:

Quarter ended March 31, 2013: 250,199,536 for Acquest and 146,700,000 shares for Carlthon;

Quarter Ended June 30, 2012: 298,480,797 shares were issued for Acquest;

Quarter Ended September 30, 2012: No shares were issued;

Quarter ended December 31, 2012: No shares were issued.

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

Not applicable

C. The number of shares offered;

Not applicable

D. The number of shares sold;

Not applicable

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

Not applicable

F. The trading status of the shares; and

Not applicable

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.

Not applicable

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 years ended December 31, 2012 and 2011 (Unaudited), which include balance sheet, income statement, statement of cash flows and footnotes to the financial statements are attached and are incorporated by reference throughout this document. These financial statements have been prepared in accordance with Generally accepted Accounting Principals by the Company's President and Chief Financial Officer, who has sufficient financial skills to prepare the Company's financial statements.

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;

We were incorporated in Delaware on July 3, 1996, under the name IHS of Virginia, Inc., as a wholly owned subsidiary of Integrated Healthcare Systems, Inc. We were their primary operating subsidiary until September 30, 1999. On December 29, 2000 Ultraque, LLC, a Delaware limited liability company owned by Michael J. Black, our Chairman, President and Chief Financial Officer, purchased all of our outstanding common stock. On August 28, 2001, Ultraque was merged into our Company and our name was changed to Healthnostics, Inc. by amendment to the Certificate of Incorporation as a new Delaware corporation.

From 2001 until July 2010, we operated as a healthcare software and internet information company, and in June 2010, management decided to expand the Company's operations and change its strategic direction by diversifying its business interests. During the period from June 2010 to October 2010 we acquired technology rights and assets from two companies. In July 2010 we acquired the manufacturing rights and assets of Medical Products Corporation and marketing rights for Worldwide Wipes Corp. In October 2010 we acquired the rights to manufacture Micro-Fill 2160 and the MobileCleanRoom technology from its inventor.

In April 2011 we formalized our management consulting and investment group into the HNS Fund Co., in order to expand upon our investment and outreach strategy.

In July 2011 the Depository Trust Company ("DTC") imposed a "chill" on the depositing of Healthnostics, Inc. common stock, which severely impacted the Company's operations. DTC remained unresponsive and in July 2012, management revised its strategy and scaled back Healthnostics' plans and operations. While the Company retains its acquired manufacturing and distribution operations, assets and technologies, it has embarked on a consolidation and re-focus of its operations.

The first step in this re-focus process is the rescission of the divestment and reinstatement of our original operations with the return of MedBioWeb Corp. Healthnostics, Inc. and MedBioWeb Corp., agreed to the transfer of medbioworld.com, familymedicalnet.com and the MedGuardian software technology back into Healthnostics, Inc. This transaction has been recorded as operationally effective April 1, 2013.

While working to monetize the MedBioWeb assets, the Company continues to evaluate new business prospects and acquisition possibilities. At present our revenue is generated through HNS Fund Co., investments, consulting and advisory services.

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

Incorporated on July 3, 1996 in Delaware. Please refer to Section 6 A. above for more details.

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

. The Company's primary and secondary SIC Codes are 7371 and 7389.

D. the issuer's fiscal year end date;

December 31

E. principal products or services, and their markets;

A. Our business, as of April 1, 2013, is comprised of three segments; Internet Portal Services, Patient Care Monitoring Systems and Management Consulting Services. The following overview describes our key products, services and markets:

1. Internet Portal Services.

This segment provides Internet-based healthcare and bioscience information, educational resources and references. Our offerings for healthcare and bioscience professionals help them find the latest up-to-date information, resources and reference material instantly. Our online offerings for consumers/patients help them become better informed about healthcare choices in order to make informed decisions concerning their healthcare. We reach a substantial audience of clinically active healthcare professionals and research oriented bioscience professionals, and to a lesser degree, health-involved consumers/patients.

MedBioWorld, one of the largest medical and bioscience portals on the Internet, lists 8,200 journals within 80 medical and bioscience specialties; the home pages of 7,000 medical and bioscience associations; and links to over 2,000 bioscience companies.

FamilyMedicalNet is built around the concept of consumers selecting access points to the best information on every possible health and medical subject from all over the Internet, including primary and secondary sources that are shown to be reliable and up-to-date.

2. Patient Care Monitoring Systems

MedGuardian is our patient care improvement and medical error reduction software system for hospitals. This care improvement and error reduction process significantly contributes to lower overall patient treatment costs for a hospital. It is a product initiative that is designed to radically improve the way healthcare is applied to patients in an acute care hospital setting. The system captures, integrates and compiles clinical data from all the various departments and many other sources within or outside the hospital, integrates the data with pertinent quality and risk management data supplied through MedGuardian. This provides a continuing analysis and reporting of each patient's clinical treatments and outcomes.

Errors and liability claims can be reduced by capturing and tracking hospital patient, staff or visitor occurrences and incidents prior to them becoming liability insurance claims. The hospital and its insurance carrier can then increase the likelihood of successfully adjudicating the event. The hospital can subsequently identify and implement the steps needed to eliminate a recurrence and thereby reduce future risk occurrences and costs. This process improvement can have beneficial effects on the delivery of healthcare and provide significant cost savings to the parties involved.

We believe that the combination of our Internet Portal Services and Patient-care Monitoring Systems makes us well positioned to create improvement in the way information is accessed, analyzed and used by the healthcare and bioscience professionals and consumer/patients. Coupling pertinent healthcare information with patient monitoring oversight systems, enables increased efficiency, better decision making and, ultimately, higher quality of patient care at lower cost.

3. Management Consulting Services.

Our investing and consulting group, called the HNS Fund Co., works with new and emerging companies that have a business models that demonstrates a willingness to succeed. We provide corporate guidance, and in certain cases, investment to assist these operations in their growth and development. We have primarily focused on healthcare technology and manufacturing. Besides providing capital, HNS Fund services include strategic advice, mergers and acquisitions, and corporate services—regulatory affairs, finance and accounting.

B. Distribution methods of the products or services;

MedBioWorld.com: Internet website

FamilyMedicalNet.com Internet website

MedGuardian: In development

Management Consulting: Services provided directly to client

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 does not currently maintain a separate facility.

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.

Michael J. Black has been the Company's President and sole director since December 1, 2010. Prior to then, Mr. Black held several officer positions in the Company, primarily that of Chief Financial Officer and a director since August 26, 2001. Mr. Black has been a director since August 2001. He also holds executive positions and board of director seats in two other publicly traded companies. He is the Chief Financial Officer and a director of Safer Shot, Inc., positions held since April 30, 2010 and the Chairman of the Board, Chief Financial Officer, Treasurer

and Secretary of InternetArray, Inc., positions he has held since September 10, 2008. Mr. Black owns 21,000,000 Class B shares and 52,160,000 Class A shares of common stock. Please see Section 8 C. "Beneficial Shareholder". Mr. Black can be contacted through the Company's principal office at 626C Admiral Drive, #141, Annapolis, MD 21401.

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.

Michael Black is the beneficial shareholder holding 21,000,000 shares of Class B Common Stock and 52,160,000 shares of Class A Common Stock, collectively equating to 52.34% of the issued and outstanding common stock of the Company. Mr. Black may be contacted c/o the Company at 626C Admiral Drive, #141, Annapolis, MD 21401.

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: William B. Haseltine, Esq.

Firm: _____

Address 1: 1629 K Street, NW, #300

Address 2: Washington, DC 20006

Phone: 703-627-2652

Email: william@wbhlaw.net

Accountant or Auditor

Name: None
Firm: _____
Address 1: _____
Address 2: _____
Phone: _____
Email: _____

Investor Relations Consultant

Name: None
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: None
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, Michael Black certify that:

1. I have reviewed this December 31, 2013 Annual Disclosure Statement of Healthnostics, 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.

August 4, 2013

/s/ Michael Black

Michael Black

President